

POWER WIND



2024 Annual Shareholders' Meeting Meeting Agenda (Translation)

Stock Code/8462.TW

May 28, 2024

Physical Shareholders' Meeting Location :
No.801, Chongde Rd., Zuoying Dist., Kaohsiung City, Taiwan (R.O.C.)
(Conference Room in Garden Villa)





-----DISCLAIMER-----

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Power Wind Health Industry Incorporated

Procedure for 2024 Annual Shareholders' Meeting

1. Call Meeting to Order
2. Chair's Address
3. Reported Matters
4. Acknowledged Matters
5. Matters for Discussion
6. Election Matters
7. Other Proposals
8. Extemporaneous Motions
9. Meeting Adjourned



Power Wind Health Industry Incorporated

2024 Annual Shareholders' Meeting Meeting Agenda (Translation)

Means of Convening the Meeting: Physical shareholders' meeting

Time: 9:00 a.m. on Tuesday, May 28, 2024

**Place: No. 801, Chongde Rd., Zuoying Dist., Kaohsiung City, Taiwan
(Conference room in Garden Villa)**

1. Call Meeting to Order (Report the shareholdings of attending shareholders)

2. Chair's Address

3. Reported Matters

- (1) The Company's 2023 Business Report. Please submit for review.
- (2) Audit Committee's Review Report on 2023 Financial Statements. Please submit for review.
- (3) The Company's 2023 employees' compensation and directors' remuneration. Please submit for review.
- (4) To amend the Company's "Rules of Procedure for Board of Directors Meetings." Please submit for review.
- (5) Report on the implementation of repurchasing the Company's own shares. Please submit for review.

4. Acknowledged Matters

- (1) The Company's 2023 Business Report, Parent Company Only and Consolidated Financial Statements. Please ratify.
- (2) The Company's 2023 earnings distribution proposal. Please ratify.

5. Matters for Discussion

- (1) The Company proposes to distribute cash from capital surplus. Please proceed to discuss.
- (2) To amend some articles in the Company's "Procedures for Acquisition and Disposal of Assets." Please proceed to discuss.
- (3) To amend some articles in the Company's "Making of Endorsements or Guarantees Operating Procedures." Please proceed to discuss.

6. Election Matters

The Company holds a by-election for one independent director. Please elect.

7. Other Proposals

Propose to release the newly-elected director of the 7th Board from non-competition restriction. Please proceed to discuss.

8. Extemporaneous Motions

9. Meeting Adjourned



【 Reported Matters 】

Item 1

Motion:

The Company's 2023 Business Report. Please submit for review.

Explanatory note:

For 2023 Business Report, please refer to Attachment 1 on page 11-20 of this meeting agenda.

Item 2

Motion:

Audit Committee's Review Report on 2023 Financial Statements. Please submit for review.

Explanatory note:

For Audit Committee's Review Report, please refer to Attachment 2 on page 21-22 of this meeting agenda.

Item 3

Motion:

The Company's 2023 employees' compensation and directors' remuneration. Please submit for review.

Explanatory notes:

1. In accordance with Article 26 of Articles of Incorporation, if there is annual profit, the Company shall set aside no less than 1% of said profit as employees' compensation and a maximum of 3% of said profit as directors' remuneration.
2. 2023 Annual profit of the Company is NT\$148,501,028 (which represents the pretax income NT\$142,932,239 plus proposed employees' compensation and directors' remuneration NT\$5,568,789 minus accumulated loss NT\$0). Propose to set aside NT\$4,455,031, accounting for 3%, for employees' compensation and NT\$1,113,758, accounting for 0.75% for directors' remuneration. Both are distributed in cash.
3. This proposal has been resolved by the 7th Board of Directors in the 10th meeting on March 12, 2024.

Item 4

Motion:

To amend the Company's "Rules of Procedure for Board of Directors Meetings." Please submit for review.

Explanatory notes:

1. In accordance with Letter Jin-Guan-Zheng-Fa-Zi No.1120383996 of the Financial Supervisory Commission dated January 11, 2024, Article 12 and 13 in "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" were amended to improve corporate governance. To comply with the amendment, it is proposed to amend the related articles in the Company's "Rules of Procedure for Board of Directors Meetings."



2. The amendment comparison table for "Rules of Procedure for Board of Directors Meetings," please refer to Attachment 3 in Page 23-26 of this meeting agenda.

Item 5

Motion:

Report on the implementation of repurchasing the Company's own shares. Please submit for review.

Explanatory notes:

1. The proposal of repurchasing the Company's own shares and transferring them to employees has been resolved by the 6th Board of Directors in the 12th meeting on May 16, 2021.
2. For the implementation of repurchasing the Company's own shares, please refer to Attachment 4 on page 27-28 of this meeting agenda.



【Acknowledged Matters】

Acknowledgement 1 (Proposed by the Board of Directors)

Motion:

The Company's 2023 Business Report, Parent Company Only and Consolidated Financial Statements. Please ratify.

Explanatory notes:

1. The Company's 2023 Parent Company Only and Consolidated Financial Statements have been resolved by the 7th Board of Directors in the 10th meeting on March 12, 2024, and have been duly audited, certified, and issued an audit report with an unqualified opinion by independent auditors, Fang-Wen Lee and Kuo-Sen Hung, of Ernst & Young. Meanwhile, the Audit Committee has issued a review report.
2. The aforementioned documents are attached. Please refer to Attachment 1 on page 11-20, Attachment 5 on page 29-39, and Attachment 6 on page 40-50 of this meeting agenda. Please ratify.

Resolution:

Acknowledgement 2 (Proposed by the Board of Directors)

Motion:

The Company's 2023 earnings distribution proposal. Please ratify.

Explanatory notes:

1. The Company's 2023 earnings distribution table has been resolved by the 7th Board of Directors in the 10th meeting on March 12, 2024, and has been reviewed and issued a review report by the Audit Committee. The 2023 Earnings Distribution Table is demonstrated below:

Power Wind Health Industry Incorporated

2023 Earnings Distribution Table

Unit: NT\$

Balance at the beginning of the period	0
Plus: Other profit items adjusted to 2023 undistributed earnings other than after-tax net income for the period	6,141,040
Plus: 2023 Net income	112,141,957
Less: Set aside 10% for legal capital reserve	(11,828,300)
Plus: Reversal of special reserve	1,112,634
Earnings in 2023 available for distribution	107,567,331
Distribution items:	
Cash dividends to shareholders (NT\$1.3556732 per share)	(107,567,331)
Distribution items in total	(107,567,331)
Undistributed earnings at the end of the period	0



Chairperson:
George Chen

Managerial Officer:
Allen Lin

Chief Accounting Officer:
Alex Miao

2. Based on the Company's total number of shares outstanding 79,346,063 shares on March 12, 2024, the Company proposes to distribute cash dividends NT\$1.3556732 per share. After this proposal is resolved by the Shareholders' Meeting, the Board of Directors shall be authorized to set the ex-dividend record date and handle the related affairs.
 3. The cash dividends will be calculated according to the distribution proportion and rounded to the nearest dollar. Insufficient amounts shall be rounded off. The sum of fractional dividends which are less than one dollar will be transferred to the Employee Welfare Committee of the Company.
 4. The earnings distribution proposal is calculated based on the Company's total number of shares outstanding 79,346,063 shares on March 12, 2024. If the capital of the Company changes hereafter and thus, the total number of shares outstanding is affected, resulting in the changes in the dividend payout ratio, it is proposed for the Shareholders' Meeting to authorize the Board of Directors to fully handle the related affairs of such adjustments.
 5. Please ratify.
- Resolution:



【Matters for Discussion】

Discussion 1 (Proposed by the Board of Directors)

Motion:

The Company proposes to distribute cash from capital surplus. Please proceed to discuss.

Explanatory notes:

1. To meet the operational needs, the Company hereby proposes to set aside NT\$60,000,000 from Capital surplus - additional paid-in capital from convertible bonds to distribute cash to shareholders based on the original shareholding proportion, according to Article 241 of Company Act.
2. Based on the Company's total number of shares outstanding 79,346,063 shares on March 12, 2024, the Company proposes to distribute NT\$0.75618119 per share in cash. After this proposal is resolved by the Shareholders' Meeting, the Board of Directors shall be authorized to set the ex-dividend record date and handle the related affairs.
3. The proposal of distributing cash from capital surplus is calculated based on the Company's total number of shares outstanding 79,346,063 shares on March 12, 2024. If the capital of the Company changes hereafter and thus, the total number of shares outstanding is affected, resulting in the changes in the dividend payout ratio, it is proposed for the Shareholders' Meeting to authorize the Board of Directors to fully handle the related affairs of such adjustments.
4. While distributing cash from capital surplus, the fractional dividends which are less than one dollar will be transferred to the Employee Welfare Committee.
5. Please proceed to discuss.

Resolution:

Discussion 2 (Proposed by the Board of Directors)

Motion:

To amend some articles in the Company's "Procedures for Acquisition and Disposal of Assets." Please proceed to discuss.

Explanatory notes:

1. To amend the approval authority to transaction amounts regarding the acquisition or disposal of property, equipment, or right-of-use assets in Article 3 of "Procedures for Acquisition and Disposal of Assets" the Company.
2. The amendment comparison table for "Procedures for Acquisition and Disposal of Assets" is attached, please refer to Attachment 7 on page 51-53 of this meeting agenda.
3. This proposal has been resolved by the 7th Board of Directors in the 2nd meeting on June 8, 2023.
4. Please proceed to discuss.

Resolution:



Discussion 3 (Proposed by the Board of Directors)

Motion:

To amend some articles in the Company's "Making of Endorsements or Guarantees Operating Procedures." Please proceed to discuss.

Explanatory notes:

1. On November 7, 2023, the 6th meeting of the 7th Board of Director resolved to cancel the CEO position since December 1, 2023, therefore deleted the words "CEO" in "Making of Endorsements or Guarantees Operating Procedures," and changed the approval supervisor from "CEO" to "Chairperson."
2. The amendment comparison table for "Making of Endorsements or Guarantees Operating Procedures" is attached, please refer to Attachment 8 on page 54-55 of this meeting agenda.
3. This proposal has been resolved by the 7th Board of Directors in the 6th meeting on November 7, 2023.
4. Please proceed to discuss.

Resolution:



【 Election Matters 】

(Proposed by the Board of Directors)

Motion:

The Company holds a by-election for one independent director. Please elect.

Explanatory notes:

1. Due to personal reasons, Mr. Chi-Shan Hung, an independent director of the Company, has resigned from his position as an independent director effective January 1, 2024. This has resulted in the number of independent directors falling below three.
2. In accordance with Article 14, paragraph 3 of Articles of Incorporation, the Company establishes an Audit Committee in lieu of a supervisor. Audit Committee composes of the entire number of independent directors, and shall not be fewer than three persons in number in accordance with Article 14-4 of Securities and Exchange Act. Therefore, it is proposed to hold a by-election for one independent director. The newly appointed director will take office from the date of the by-election and serve the same term as the 7th Board of Directors, from May 28, 2024, to May 30, 2026.
3. In accordance with Article 14, paragraph 2 of Articles of Incorporation, the Company's directors elections shall be adopted through the candidate nomination system, and be elected from the directors' slate in a shareholders' meeting. For the slate of independent directors candidates and related information, please refer to Attachment 9 on page 56-58 of this meeting agenda.
4. In addition, in accordance with Article 14, paragraph 3 of Articles of Incorporation and Article 5, paragraph 3 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," upon the slate of independent director candidates is evaluated by the board of directors that all candidates nominated are qualified independent directors, submit it to the shareholders' meeting for elections.
5. Please elect.

Election results:



【 Other Proposals 】

(Proposed by the Board of Directors)

Motion:

Propose to release the newly-elected director of the 7th Board from non-competition restriction. Please proceed to discuss.

Explanatory notes:

1. In accordance with Article 209 of Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the shareholders' meeting the essential contents of such an act and secure its approval.
2. The Company's newly-elected director of the 7th Board have the fact of taking positions in other companies which is within the same or similar scope of the Company's business. Thus, the Company hereby proposes to release the director from non-competition restrictions.
3. "List of directors to be released from non-competition restrictions" is attached, please refer to Attachment 10 on page 59-60 of this meeting agenda.
4. Please proceed to discuss.

Resolution:

【 Extemporary Motions 】

【 Meeting Adjourned 】



Attachment 1.
2023 Business Report



Power Wind Health Industry Incorporated

2023 Business Report

1. 2023 Business performance

Dear Shareholders and Directors,

Sincere thanks to all shareholders and directors for your care, support, and encouragement towards Power Wind! In the year 2023, we truly overcame the impact of the pandemic. With the concerted efforts of all employees, Power Wind achieved a historic high in operating revenue for the fiscal year 2023, with profits also significantly increasing compared to the previous year. The operating revenue for the fiscal year 2023 was NT\$4,296,207 thousand, with a year-on-year growth rate of 19.13%. Gross profit reached NT\$1,032,374 thousand, with a year-on-year growth rate of 24.46%. Operating income amounted to NT\$218,632 thousand, showing a remarkable year-on-year growth rate of 51.93%. Income from continuing operations before income tax reached NT\$145,233 thousand, with a substantial year-on-year growth rate of 58.53%, and net income amounted to NT\$113,622 thousand, with an impressive year-on-year growth rate of 56.82%. During the fiscal year 2023, the Company successfully opened eight new "Fitness Factory" operating sites, including Fitness Factory (FF) Kaohsiung City Xiaogang, FF Guanghua, FF Jianguo, FF New Taipei City Qizhang, FF Taipei City Zhongshan North, FF Keelung City Keelung, FF Yilan County Luodon, and FF Taichung City Wuqi. Additionally, FF Wufu and FF Universal in Kaohsiung City were merged with the newly constructed FF Guanghua and FF Jianguo to provide a larger operating area and a wider variety of fitness equipment, offering members a brand new workout experience. As of December 31, 2023, the number of "Fitness Factory" members reached 253,000, with an increase of 30,000 members compared to the previous year, marking the highest growth in nearly five years, with a year-on-year growth rate of 13.45%.

In the year 2023, Power Wind implemented various ESG initiatives, including nationwide updates to energy-saving equipment across all sites, completion of shower room water-saving equipment replacement in operating sites, continued participation in annual "Earth Hour" events and daily practice of turning off signboard lights one hour early to save energy and reduce carbon emissions, active involvement in beach and mountain cleanup activities and other earth restoration activities, organizing nationwide blood drives, supporting social welfare organizations such as House of The Little Angels Kaohsiung, caring for the health and exercise of the elderly population, promoting exercising at every age throughout Taiwan, strengthening industry-academia collaboration, talent cultivation, and continuously building a friendly workplace environment.



In the year 2023, Power Wind once again received various honors, ranking first in the leisure service industry in the CRIF (China Credit Information Service, Ltd.) 2023 edition of TOP 5000 - The Largest Corporations in Taiwan, and also honored with the Silver Award for Happy Enterprises by 1111 Job Bank.

(1) Financial results

Unit: NT\$ Thousand

Item/Year	2023	2022	Increase (Decrease)	
			Amount	Ratio
Operating revenues	4,296,207	3,606,403	689,804	19.13%
Operating costs	(3,263,833)	(2,776,888)	(486,945)	17.54%
Gross profit	1,032,374	829,515	202,859	24.46%
Operating expenses	(813,742)	(685,614)	(128,128)	18.69%
Operating income (loss)	218,632	143,901	74,731	51.93%
Non-operating income and expenses	(73,399)	(52,291)	(21,108)	40.37%
Income (loss) from continuing operations before income tax	145,233	91,610	53,623	58.53%
Income tax (expense) income	(31,611)	(19,154)	(12,457)	65.04%
Net income	113,622	72,456	41,166	56.82%
Earnings (loss) per share (NT\$)	1.50	0.95	0.55	57.89%

(2) Number of operating sites and members of Fitness Factory

Item/Year	December 31				
	2019	2020	2021	2022	2023
Number of operating sites	45	50	57	64	70
Number of members	200,000	208,000	214,000	223,000	253,000



(3) Financial structure and profitability

Item/Year		2023	2022
Financial structure	Debt to asset ratio	82.37%	81.69%
	Long-term capital to property, plant, and equipment ratio	94.87%	89.58%
Profitability	Return on assets	2.08%	1.68%
	Return on equity	6.51%	4.29%
	Net profit margin	2.64%	2.01%
	Earnings (loss) per share (NT\$)	1.50	0.95

2. 2024 Business plan

(1) Market penetration strategy

After the end of the pandemic, people takes "live healthy & feel reassured" more seriously. The demand for pursuing health and stress relief has become stronger, with individuals seeking to boost their immune systems through exercise to defend themselves against the invasion of COVID-19. Additionally, air pollution and extreme weather conditions discourage outdoor activities, leading to an inevitable increase in demand for indoor exercise. Furthermore, after last year's retaliatory consumption in travel and dining, Taiwanese consumers are gradually returning to rational consumption, reducing marginal substitution. As a result, consumer awareness of health and fitness needs will become more pronounced.

Power Wind accurately grasps market trends and continues to expand its presence throughout Taiwan at a steady pace. As of the year-end 2023, there are 70 operating sites of Power Wind's strategic brand "Fitness Factory" in Taiwan. Looking ahead to 2024, the Company plans to open at least nine new "Fitness Factory" sites. In the first quarter of 2024, "Fitness Factory" Taichung City Jingxian, Tainan City Yongkang, and Penghu County Magong opened in January, February, and March, respectively. For the second quarter, three new operating sites are scheduled to open, including FF Kaohsiung City Fongsi, FF Taipei City Wanlong, and a new location in Taichung City. In the second half of 2024, "Fitness Factory" plans to open three new sites in Taichung City and Tainan City.

In 2024, we will strengthen member secondary consumption, continuously improving the "membership renewal rate" and "penetration rate of purchasing training courses," ensuring better "same-store growth." Additionally, this year, three new sites, FF Penghu County Magong, FF Kaohsiung City Fongsi, and Taipei City Wanlong are the collaboration of the two big brands, "Fitness Factory" and "PX Mart," leveraging synergies to



create a win-win situation. Moreover, FF Jingxian in Beitun District, Taichung City, is a newly designed, stylish and eye-catching standalone professional fitness center, generating fitness buzz during the pre-sale period in Beitun District, Taichung City. In Yongkang District, Tainan City, "Fitness Factory" opened the first large-scale professional fitness center, FF Yongkang, achieving impressive pre-sale results. FF Wanlong, located near Metro Taipei Wanlong Station, boasts a spacious area of 1,500 pings and is the first "Fitness Factory" site to include a light dining area and introduce smart vending machines, bringing in a new business model. This innovation will be replicated in new operating sites opened this year, promising increased revenue. Overall, the "new-store momentum" in 2024 will contribute to stronger revenue growth.

(2) Product and service development strategy

1. "New products" and "new services" drive revenue and profit growth

In 2024, Power Wind actively invested in product development and sales, as well as expanding into new channels. Throughout the year, it has been introducing high-quality products such as private-label and co-branded items to meet various fitness needs of its members. In terms of expanding sales channels, in addition to strengthening the sales momentum of "Fitness Factory" physical locations and introducing smart vending machines, the Company is also transitioning from offline physical fitness centers to online e-commerce platforms. By integrating online and offline channels, "digital channels" will become another tool for boosting revenue for Power Wind in the future. Additionally, this year, Power Wind will launch a range of new sports and health-related courses to meet consumers' comprehensive fitness needs.

2. "Sklub Sports" is adopting a brand-new business model

In 2023, Power Wind adjusted the business model of "Sklub Children Physical Fitness Club" and transformed it into an all-age sports facility, "Sklub Sports." In addition to the original children's basketball and soccer facilities, professional badminton, basketball, and table tennis courts have been added, providing the residents of northern Kaohsiung who enjoy sports with a top-notch all-age sports facility. In 2024, Sklub Sports will continue to drive revenue and profit growth through four engines: venue rental, courses, competitions, and camps.

3. Innovative cross-industry collaboration

Power Wind's integrity management, high-quality services, and operational performance have also been recognized by industry leaders and experts, who actively seek collaboration. This year, Power Wind continues to engage in innovative cross-industry collaboration



with leading companies and experts in Taiwan, aiming to create a win-win situation for members, Power Wind, and collaborating partners.

(3) Marketing strategy

In 2024, Power Wind's marketing focuses include member management and enhancing loyalty, deep collaboration with communities, communicating with consumers who have not yet invested in paid fitness, and continuously developing opportunities in the senior fitness market.

This year, for the first time, Power Wind launched a new series of advertisements with the slogan 'First workout first' on television, digital platforms (Facebook, Instagram, YouTube), and other channels, aiming to communicate more effectively with consumers who have not yet invested in paid fitness. In this era of information explosion, capturing the hearts of consumers and ensuring wide acceptance of Power Wind's services requires more than just good service and pricing; it also demands effective "marketing communication." Therefore, this year, we are focusing on marketing communication tailored to each target group and strengthening our brand image.

(4) Diversification strategy

1. Physical Fitness Association actively promotes self-developed courses

Taiwan Physical Fitness Development Association is dedicated to the training and certification of professional personal trainers and aerobic instructors. It not only enhances the professional skills and training quality of personal trainers and aerobic instructors from "Fitness Factory," but also strengthens the professional brand image of "Fitness Factory." Additionally, it provides rigorous professional training for domestic physical fitness professionals and offers them a new option to obtain professional certifications. This year, Taiwan Physical Fitness Development Association will actively promote Power Wind's self-developed professional physical fitness courses beyond "Fitness Factory," aiming to increase market penetration rates for these courses and potentially earn course licensing fees. Furthermore, there are ongoing plans to hire foreign professional instructors to teach in Taiwan, promoting the professional skills of Taiwan's fitness industry to an international standard.

2. Football Development Center is fully committed to promoting the grassroots of football

The most popular sport in the world is football. FIFA World Cup, held every four years, concluded gloriously in Qatar on December 19, 2022.



Both Japan squad and South Korea squad advanced to the Round of 16, evidently showing football is a suitable competitive sport for Asians. Since the establishment of the "Sklub Children Physical Fitness Club," Power Wind has actively promoted children's football and established teams.

In September 2022, the Company obtained the management rights of Kaohsiung Nanzih Football Stadium. We positioned the stadium as a football development center in Taiwan and exclusively introduced the world-class Spanish La Liga football training system, aiming to enhance the professional skills of Taiwanese football players and coaches. Additionally, in March 2023, Power Wind officially took over the Kaohsiung Sunny Bank Women's Football Team, becoming a listed company with a professional football team. This year, we redesigned the team identity, renaming it the "Attackers Women's Football Team," and actively strengthened and increased foreign players, aiming to create a fully professional women's football team. In the new season, we are fully committed to aiming for the championship of the Taiwan Mulan Football League.

From the very beginning, Power Wind had children's football training fields only, and now it operates Nanzih Football Stadium with international standards. From the youth football team to the women's professional football team, the dream is getting bigger and bigger, and the investment is also increasing. In 2024, we have secured more corporate sponsorships and fully utilize the world-class Nanzi Soccer Stadium. We are dedicated to managing our home ground and team, and we will host multiple international soccer tournaments. We hope football in Taiwan will take root downwards and blossom upwards.

3. Fitness Factory hosting international bodybuilding competitions is driving a fitness craze

To continue promoting bodybuilding, a sport that combines strength and beauty, Power Wind plans to organize NPC Worldwide Regional, NPC Worldwide National Pro Qualifier, NPC Worldwide Pro Qualifier, and IFBB Pro Show in Kaohsiung City in April, July, and December this year. The primary goal of "Fitness Factory" in organizing these events is to increase the Taiwanese people's love for bodybuilding and drive a fitness craze.

(5) ESG promotion plans

ESG has become a prominent focus for global corporations, with an increasing number of investors recognizing the close relationship between ESG factors and long-term growth potential. ESG refers to environment, social, and governance, which encompasses environmental protection, social responsibility, and corporate governance. Enterprises must adhere to



these three operational benchmarks to gain recognition from stakeholders such as shareholders, customers, and consumers in the future.

Power Wind has long been committed to environmental protection, supporting underprivileged groups, sponsoring athletes and sports groups, as well as fulfilling responsibilities as a business operator to safeguard the legitimate rights and interests of members and shareholders while also balancing the interests of stakeholders. In 2024, the Company continued to implement various ESG initiatives. Regarding “environmental protection,” initiatives include implementing high-intensity power-saving measures across all Fitness Factory, consistently participating in Earth Hour to save energy and reduce carbon emissions, calling for employees to engage in beach and mountain cleanup activities, tree planting initiatives, and implementing paper-usage reduction policies. In terms of “social responsibility,” initiatives include timely promotion of nationwide blood drives, helping disadvantaged social welfare organizations, promoting sports for all ages, sponsoring charitable and sports events, promoting employee physical and mental health, fostering a friendly workplace environment, and strengthening industry-academia collaboration. As for “corporate governance,” initiatives include expanding the role of professional managerial officers in governance and strengthening the functions of directors. Power Wind’s ongoing promotion of ESG contributes to sustainable development and longevity of the business.

3. Future prospect

In Taiwan, the number of people engaging in physical activities has been increasing year by year. The percentage of physically active Taiwanese increased from 76.9% in 2006 to 82.6% in 2023. Additionally, according to Surveys of Sports City and Surveys of Exercise Conditions over the years, the percentage of people doing exercise regularly (at least 3 times a week, 30 minutes each time, heart rate reaching 130 bpm or rapid breathing and sweating due to exercise intensity) showed a notable growth as well, increasing from 18.8% in 2006 to 35% in 2023.

According to the statistics released by Ministry of Finance, the nationwide sales of fitness centers and health clubs amounted to NT\$17.086 billion for the fiscal year 2023. The annual sales revenue increased by 11.4% compared to 2022, reaching NT\$15.337 billion, surpassing pre-pandemic sales levels. In addition, according to “2014-2015 Surveys of Sports City” and “2016-2023 Surveys of Exercise Condition” released by Sports Administration, M.O.E., in Taiwan, the exercise physically active people do most frequently is “Go to a private fitness center.” The percentages in 2014-2016, 2018-2022, and 2023 were respectively 2.4%, 3.1%, 3.3%, 3.9%, 6.1%, 5.3%, 4.8%, 6.1%, and 5.2%. The penetration rate of Taiwanese engaging in paid fitness shows an overall growth trend, showing that “exercise at the gym” has become a popular sports culture among



Taiwanese.

As the population of people exercising regularly grows continuously and the widespread concept of fitness among Taiwanese, the fitness and exercise trend has formed in Taiwan. After the pandemic, it turns out to be an activator to make the public conscious of health and a boost to the immune system. In addition, extreme weather and air pollution have become increasingly serious. The health effects of fine particulate matter (PM2.5) are an issue everyone in the world should pay attention to. When the weather and air quality deteriorate, people who usually exercise outdoors must consider doing exercise in indoor sports venues.

Taiwanese over the age of 65 years old will account for more than 20% of the total population in 2025, and Taiwan will officially enter a super-aged society. In addition, according to the statistics of the Ministry of Health and Welfare, the average time Taiwanese need for long-term care is 7.3 years (an average of 6.4 years for men, and an average of 8.2 years for women). This is an astonishing number. How seniors maintain their physical fitness to enjoy life is bound to be an issue that every citizen and family in the Taiwanese society, which is gradually aging and super-aging, must face up to. Taiwan is in the post-pandemic era and is gradually entering an aging society and a super-aged society. "Exercise" certainly becomes mainstream. Whether it is young people pursuing ideal body figures, the middle-aged building strong bodies, or seniors maintaining healthy physical fitness, "exercise" is the best option for indoor exercise!

According to the estimates in "Surveys of Exercise Conditions" by Sports Administration, M.O.E., there is about only 4.3% of 23 million Taiwanese paying for fitness and exercise so far. In 2024, Power Wind continues to communicate and market to consumers who have not yet engaged in fitness yet, making more Taiwanese willing to get a taste of fitness and start to exercise. Moreover, these people will join "Fitness Factory" confidently based on their trust in Power Wind and engage in fitness and exercise happily.

In 2024, successfully completing the set new opening plan is the Company's fundamental objective. Continuously enhancing both the "membership renewal rate" and the "course purchase penetration rate" is the relentless mission of "Fitness Factory." With our excellent rock-solid reputation and no-best-only-better service quality, Power Wind designs the most beneficial package discounts for members to enhance new member recruitment and the membership renewal rate of existing members. In 2024, Power Wind will use diverse marketing plans to increase the number of members of "Fitness Factory" effectively, increasing "Revenue of Fitness and Recreation Sports Services." "Fitness Factory" will provide special offers with more incentives on personal training courses to effectively increase the penetration rate of members purchasing personal training courses. The increase in the sales of training courses will certainly bring "Revenue of Sports Health Services" to a growth. Furthermore, by increasing the penetration rates of members purchasing



“personal training courses” and “products,” it effectively increases the “average revenue contribution per member.”

Looking at the recent development trends in the Taiwanese fitness market, it has confirmed that “The market is not saturated; it only reconfigures.” Power Wind continues to lead the industry! “Power Wind Health” is the first fitness center chain in Taiwan to be listed on the stock exchange. “Fitness Factory” is the first fitness brand that obtained “SGS QUALICERT International Service Quality Certificate” in Asia and Taiwan. It is the first fitness operator in the country to deposit 50% of the prepaid fitness instructor service into a trust account and the first fitness center chain to introduce facial recognition systems. Furthermore, it is the first fitness enterprise in Taiwan to build an online member service center (Call Center). Power Wind’s goal is to make “Fitness Factory” the first choice and most beloved fitness brand for Taiwanese consumers, and this is what Power Wind is fully committed to achieving.

Power Wind Health Industry will continuously improve, actively expanding into new locations and markets, strengthening the Company’s competitiveness. The management team insists on the corporate philosophy of “Integrity and Sustainability” and the corporate culture of “Professionalism, Passion, and Positive attitude” They embody the philosophy of “Build a strong body before building a strong country; where there is a will, there is a way.” The Company continues to work hard to meet the health and beauty needs of its members, create greater shareholder value, serve as a solid backing for its employees, and fulfill its corporate social responsibility. Wishing all shareholders and directors good health and success in all endeavors.

Chairperson:
George Chen

Managerial Officer:
Allen Lin

Chief Accounting Officer:
Alex Miao



Attachment 2.
Audit Committee's Review Report



Power Wind Health Industry Incorporated

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2023 Business Report, Financial Statements, and earnings distribution proposal. Of these items, the Financial Statements have been duly audited by independent auditors, Fang-Wen Lee and Kuo-Sen Hung, of Ernst & Young, and an audit report has been issued. The Business Report, Financial Statements, and earnings distribution proposal mentioned above have been reviewed and determined to be correct and accurate by Audit Committee. In accordance with Article 14-4 of Securities and Exchange Act and Article 219 of Company Act, we hereby submit this report. Please review.

To
2024 Annual Shareholders' Meeting
of Power Wind Health Industry Incorporated

Power Wind Health Industry Incorporated

Chairperson of Audit Committee: Shang-Pao Yeh

March 12, 2024



Attachment 3.
“Rules of Procedure for Board of
Directors Meetings” amendment
comparison table



“Rules of Procedure for Board of Directors Meetings” amendment comparison table

Date of amendment: March 12, 2024

Amended Article	Original Article	Reference and reason of amendment
Article 9, paragraph 1 The meeting chair of the Board of Directors shall call the meeting to order when the meeting time is due and one-half all Board directors are present. When the meeting time is due and one-half all Board directors are not present, the meeting chair may announce that the meeting time will be postponed <u>on the same day</u> , provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair <u>may</u> re-convene the meeting following the procedures provided in Article 2. The term “all board directors” as used in the preceding paragraph shall be calculated as the number of directors then in office.	Article 9, paragraph 1 The meeting chair of the Board of Directors shall call the meeting to order when the meeting time is due and one-half all Board directors are present. When the meeting time is due and one-half all Board directors are not present, the meeting chair may announce that the meeting time will be postponed on the same day, provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair <u>shall</u> re-convene the meeting following the procedures provided in Article 2. The term “all Board directors” as used in the preceding paragraph shall be calculated as the number of directors then in office.	1. To avoid disputes caused by the uncertainty of the duration of Board meetings, it is stipulated that when the attendance is insufficient, the chairperson may announce the postponement of the meeting, with the deadline being the same day. 2. Amend some terms.
Article 9, paragraph 2 Board of Directors meeting shall be conducted in accordance with the order of	Article 9, paragraph 2 Board of Directors meeting shall be conducted in accordance with the order of	1. According to “Regulations Governing Procedure for Board of



Amended Article	Original Article	Reference and reason of amendment
<p>business on the <u>agenda</u> as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.</p> <p>With the order of business on the <u>agenda</u> as specified in the meeting notice as used in the preceding paragraph, the meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.</p> <p>If at any time during the proceedings of a Board of Directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of the meeting, in which the preceding article shall apply mutatis mutandis.</p> <p><u>During the proceedings of a Board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of</u></p>	<p>business on the <u>content</u> as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.</p> <p>With the order of business on the <u>content</u> as specified in the meeting notice as used in the preceding paragraph, the meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.</p> <p>If at any time during the proceedings of a Board of Directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of the meeting, in which the preceding article shall apply mutatis mutandis.</p>	<p>Directors Meetings of Public Companies," some words are amended. In consideration of practicality, during the proceedings of a Board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as the provisions, in order to avoid disrupting the operation of the Board, the fourth item is added to specify the appointment of a proxy. This provision stipulates that the appointment shall apply the procedures outlined in Article 4 of the Company's rules. When the chairperson of the Board is on leave or for</p>



Amended Article	Original Article	Reference and reason of amendment
<u>Article 4 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</u>		any reason is unable to exercise the powers of the chairperson, the president shall do so in place of the chairperson, or, if the president also is on leave or for any reason is unable to act, by a director designated by the chairperson, or, if the chairperson does not make such a designation, by a director elected by and from among themselves.
Article 20 Enforcement and amendment (Omitted) The 8 th amendment was approved by the Board of Directors on March 12, 2024, then submitted to the Shareholders' Meeting on May 28, 2024.	Article 20 Enforcement and amendment (Omitted)	Add the revision history.



Attachment 4.
The implementation of
repurchasing the Company's own
shares



Power Wind Health Industry Incorporated

The implementation of repurchasing the Company's own shares

Series of repurchase	The 2 nd time
Resolved date of the Board of Directors	May 16, 2021
Purpose of repurchase	Transfer to employees
Planned period of repurchase	May 17, 2021, to July 16, 2021
Actual period of repurchase	June 29, 2021, to June 29, 2021
Method of repurchase	Repurchase from centralized securities exchange market
Planned price range of repurchase	NT\$120 to NT\$200 per share
Planned number of repurchase	2,000,000 shares
Planned ceiling on total monetary amount of repurchase	NT\$320,000,000
Type and number of repurchased shares	20,000 common shares
Total monetary amount of repurchased shares	NT\$2,801,117
Average repurchased price per share	NT\$140.06
Number of shares registered for the cancellation and transfer	0 share
Accumulated number of the Company's shareholdings	20,000 shares
Ratio of accumulated number of the Company's shareholdings to the total shares outstanding	0.03%



Attachment 5.
Independent Auditors' Report and
2023 Parent Company Only
Financial Statements



安永聯合會計師事務所

80052 高雄市中正三路2號17樓
17F, No. 2, Zhongzheng 3rd Road
Kaohsiung City, Taiwan, R.O.C.

電話 Tel: 886 7 238 0011
傳真 Fax: 886 7 237 0198
ey.com/zh_tw

Independent Auditors' Report

To Power Wind Health Industry Incorporated

Opinion

We have audited the accompanying parent company only balance sheets of Power Wind Health Industry Incorporated (the “Company”) as of December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023 and 2022, and notes to the parent company only financial statements, including the summary of material accounting policies (together “the parent company only financial statements”).

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and its financial performance and cash flows for the years ended December 31, 2023 and 2022, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Parent Company only Financial Statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2023 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

Net sales recognized by the Company amounted to NT\$4,187,750 thousand for the year ended December 31, 2023, including services for fitness center members and sports health courses, soccer and bowling, trampoline and shooting games, and rental of sports space. Due to the diverse range of services and the large number of members, each member's membership and sports health course purchases vary. Differences in membership status and course execution led to complex calculation of revenue. We therefore determined revenue recognition a key audit matter.

Our audit procedures included, but not limited to, assessing the appropriateness of the accounting policy and testing the effectiveness of internal controls around revenue recognition, reperforming relevant control points including reviewing contractual provisions and contract amounts, confirming the period for rendering of services and selecting courses to verify the condition of execution. In addition, through performing cash anchor testing, cut-off testing, reviewing analytical procedures and recalculating etc. to validate appropriateness of revenue recognition, we also assessed the adequacy of disclosures of operating revenue. Please refer to Note 6 to the parent company only financial statements.

Recognition of Right-of-Use Assets and Lease Liabilities

The Company acquired right-of-use for sites of fitness center chains and recreational sports venues by leasing. As the completeness of acquisition of contracts, contract terms and conditions, all relevant facts and circumstances and the discount rate of the lease payments involved management's estimates and assumptions, and the amount of right-of-use assets and lease liabilities increased as business locations increased, we considered this a key audit matter.

Our audit procedures included, but not limited to, testing the effectiveness of internal controls concerning the measurement of right-of-use assets and lease liabilities, reviewing important meetings records and details of rental expenditures of the Company, identifying additional lease agreement during the period. We also identified the lease components within contracts and assessed the lease terms and the appropriateness of the discount rate which the lease payments adopted, and recalculating appropriateness of the recorded amount of right-of-use assets and lease liabilities. Furthermore, we consider the appropriateness of disclosing the right-of-use assets and lease liabilities in Note 6 to the parent company only financial statements.



Responsibilities of Management and Those Charged with Governance for the Parent Company only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the ability to continue as a going concern of the Company, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including Audit Committee, are responsible for overseeing the financial reporting process of the Company.

Auditors' Responsibilities for the Audit of the Parent Company only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of 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 the parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:



1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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



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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2023 parent company only financial statements 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.

/s/ Lee, Fang-Wen

/s/ Hung, Kuo-Sen

Ernst & Young, Taiwan

March 12, 2024

Notice to Readers

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



English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

POWER WIND HEALTH INDUSTRY INCORPORATED

PARENT COMPANY ONLY BALANCE SHEETS

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2023	%	December 31, 2022	%
Current assets					
Cash and cash equivalents	4,6(1)	\$827,868	8	\$810,629	9
Notes receivable, net	4	-	-	244	-
Accounts receivable, net	4,6(2)	53,773	-	12,342	-
Inventories	4	8,627	-	9,860	-
Prepayments		18,407	-	17,108	-
Other financial assets, current	4,6(3),8	367,849	4	366,737	4
Other current assets	7	72,034	1	62,284	1
Total current assets		1,348,558	13	1,279,204	14
Non-current assets					
Financial assets at fair value through other comprehensive income, non-current	4,6(4),12(8)	4,844	-	20,389	-
Investments accounted for using the equity method	4,6(5)	13,526	-	14,907	-
Property, plant and equipment	4,6(6),8	3,154,064	32	3,128,955	34
Right-of-use assets	4,6(17)	5,289,820	53	4,651,612	50
Intangible assets	4,6(7)	49,121	-	48,519	1
Deferred tax assets	4,6(21)	15,103	-	38,665	-
Refundable deposits		134,995	2	125,292	1
Total non-current assets		8,661,473	87	8,028,339	86
Total Assets		\$10,010,031	100	\$9,307,543	100

The accompanying notes are an integral part of the parent company only financial statements.



English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

POWER WIND HEALTH INDUSTRY INCORPORATED
PARENT COMPANY ONLY BALANCE SHEETS-(Continued)

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	December 31, 2023	%	December 31, 2022	%
Current liabilities					
Contract liabilities	4,6(16)	\$717,415	7	\$668,284	7
Notes payable		541	-	636	-
Accounts payable		2,477	-	1,579	-
Payables on equipment		58,051	1	129,369	2
Other payables	6(8)	347,569	3	297,757	3
Other payables - related parties	7	128	-	185	-
Current tax liabilities	4,6(21)	8,309	-	-	-
Lease liabilities	4,6(17)	584,170	6	531,107	6
Current bonds issued and current portion of non-current bonds issued	4,6(10)	96,500	1	383,611	4
Current portion of long-term loans	4,6(11),8	186,110	2	119,555	1
Other current liabilities		2,312	-	2,505	-
Total current liabilities		2,003,582	20	2,134,588	23
Non-current liabilities					
Financial liabilities at fair value through profit or loss, non-current	4,6(9),12(8)	4,283	-	435	-
Bonds payable	4,6(10)	283,958	3	-	-
Long-term loans	4,6(11),8	835,884	8	1,020,174	11
Provisions, non-current	4,6(13)	85,164	1	70,750	1
Lease liabilities	4,6(17)	5,021,072	50	4,374,169	47
Other non-current liabilities		6,342	-	6,713	-
Total non-current liabilities		6,236,703	62	5,472,241	59
Total liabilities		8,240,285	82	7,606,829	82
Equity	4,6(14&15)				
Share capital					
Common stock		793,954	8	794,484	8
Certificate of entitlement to new shares from convertible bond		7	-	-	-
Share capital awaiting retirement		(180)	-	(50)	-
Total share capital		793,781	8	794,434	8
Capital surplus		841,056	9	888,399	10
Retained earnings					
Legal reserve		95,290	1	88,189	1
Special reserve		14,268	-	13,623	-
Unappropriated retained earnings		118,283	1	71,010	1
Total retained earnings		227,841	2	172,822	2
Other equity		(90,131)	(1)	(152,140)	(2)
Treasury shares		(2,801)	-	(2,801)	-
Total equity		1,769,746	18	1,700,714	18
Total liabilities and equity		\$10,010,031	100	\$9,307,543	100

The accompanying notes are an integral part of the parent company only financial statements.



English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

POWER WIND HEALTH INDUSTRY INCORPORATED
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Accounting	Notes	For the years ended December 31			
		2023	%	2022	%
Operating revenues	4,6(16)	\$4,187,750	100	\$3,495,820	100
Operating costs	4,6(12&15&17&18),7	(3,174,956)	(76)	(2,685,665)	(77)
Gross profit		1,012,794	24	810,155	23
Operating expenses	4,6(12&15&17&18),7				
Selling expenses		(87,927)	(2)	(60,861)	(2)
Administrative expenses		(711,175)	(17)	(609,851)	(17)
Total operating expenses		(799,102)	(19)	(670,712)	(19)
Operating income		213,692	5	139,443	4
Non-operating income and expenses	4,6(5&19)				
Interest income		7,735	-	2,657	-
Other income	(7)	53,483	1	38,035	1
Other gains and losses		(24,882)	(1)	(297)	-
Finance costs		(109,315)	(2)	(92,732)	(2)
Share of profit (loss) of subsidiaries accounted for using the equity method	4,6(5)	2,219	-	2,170	-
Total non-operating income and expenses		(70,760)	(2)	(50,167)	(1)
Profit from continuing operations before income tax		142,932	3	89,276	3
Income tax expense	4,6(21)	(30,790)	-	(18,266)	(1)
Profit from continuing operations		112,142	3	71,010	2
Net income		112,142	3	71,010	2
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss					
Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(20)	7,676	-	(5,573)	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		(1,535)	-	-	-
Total other comprehensive income (loss), net of tax		6,141	-	(5,573)	-
Total comprehensive income		\$118,283	3	\$65,437	2
Earnings per share (NTD)	6(22)				
Earnings per share - Basic		\$1.50		\$0.95	
Earnings per share - Diluted		\$1.48		\$0.94	

The accompanying notes are an integral part of the parent company only financial statements.



English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
POWER WIND HEALTH INDUSTRY INCORPORATED
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Accounting	Common stock	Certificate of entitlement to new shares from convertible bond	Share capital awaiting retirement	Capital surplus	Retained earnings			Other components of equity		Treasury shares	Total
					Legal reserve	Special reserve	Unappropriated retained earnings	Unrealised (losses) on financial assets measured at fair value through other comprehensive income	Unearned rewards for employees		
Balance as of January 1, 2022	\$774,703	\$-	(\$150)	\$796,465	\$214,637	\$29,364	(\$142,189)	(\$7,583)	(\$6,040)	(\$2,801)	\$1,656,406
Appropriation and distribution of 2021 retained earnings:											
Legal reserve used to offset losses	-	-	-	-	(126,448)	-	126,448	-	-	-	-
Reversal of special reserve	-	-	-	-	-	(15,741)	15,741	-	-	-	-
Other changes in capital surplus											
Cash dividends from capital surplus	-	-	-	(100,000)	-	-	-	-	-	-	(100,000)
Other changes in capital surplus	-	-	-	1	-	-	-	-	-	-	1
Net income for the year ended December 31, 2022	-	-	-	-	-	-	71,010	-	-	-	71,010
Other comprehensive (loss), net of tax for the year ended December 31, 2022	-	-	-	-	-	-	-	(5,573)	-	-	(5,573)
Total comprehensive income (loss)	-	-	-	-	-	-	71,010	(5,573)	-	-	65,437
Share-based payment transactions	19,781	-	100	191,933	-	-	-	-	(132,944)	-	78,870
Balance as of December 31, 2022	\$794,484	\$-	(\$50)	\$888,399	\$88,189	\$13,623	\$71,010	(\$13,156)	(\$138,984)	(\$2,801)	\$1,700,714
Balance as of January 1, 2023	\$794,484	\$-	(\$50)	\$888,399	\$88,189	\$13,623	\$71,010	(\$13,156)	(\$138,984)	(\$2,801)	\$1,700,714
Appropriation and distribution of 2022 retained earnings:											
Legal reserve	-	-	-	-	7,101	-	(7,101)	-	-	-	-
Special reserve	-	-	-	-	-	645	(645)	-	-	-	-
Cash dividends	-	-	-	-	-	-	(63,264)	-	-	-	(63,264)
Other changes in capital surplus											
Due to recognition of equity component of convertible bonds issued	-	-	-	13,884	-	-	-	-	-	-	13,884
Cash dividends from capital surplus	-	-	-	(60,000)	-	-	-	-	-	-	(60,000)
Net income for the year ended December 31, 2023	-	-	-	-	-	-	112,142	-	-	-	112,142
Other comprehensive, net of tax for the year ended December 31, 2023	-	-	-	-	-	-	-	6,141	-	-	6,141
Total comprehensive income	-	-	-	-	-	-	112,142	6,141	-	-	118,283
Conversion of convertible bonds	-	7	-	93	-	-	-	-	-	-	100
Share-based payments	(530)	-	(130)	(1,320)	-	-	-	-	62,009	-	60,029
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	6,141	(6,141)	-	-	-
Balance as of December 31, 2023	\$793,954	\$7	(\$180)	\$841,056	\$95,290	\$14,268	\$118,283	(\$13,156)	(\$76,975)	(\$2,801)	\$1,769,746

The accompanying notes are an integral part of the parent company only financial statements.



English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

POWER WIND HEALTH INDUSTRY INCORPORATED
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Accounting	For the years ended December 31	
	2023	2022
Cash flows from operating activities:		
Net income before tax	\$142,932	\$89,276
Adjustments to reconcile profit (loss):		
Depreciation	1,038,883	961,142
Amortization	6,687	7,039
Net loss (gain) on financial assets and liabilities at fair value through profit or loss	12,458	(2,028)
Interest expense	109,315	92,732
Interest income	(7,735)	(2,657)
Share-based payments	62,009	19,169
Share of (profit) of subsidiaries accounted for using the equity method	(2,219)	(2,170)
Loss (Gain) on disposal and abandonment of property, plant and equipment	14,334	(28)
Property, plant and equipment transferred to expenses	-	355
Others	(3,055)	(688)
Changes in operating assets and liabilities:		
Decrease in notes receivable	244	1
(Increase) Decrease in accounts receivable	(41,431)	5,222
Decrease in inventories	1,179	3,647
(Increase) in prepayments	(1,299)	(4,857)
(Increase) in other current assets	(9,617)	(14,048)
(Increase) in other financial assets	(1,112)	(45,878)
Increase in contract liabilities	49,131	76,174
(Decrease) in notes payable	(95)	(348)
Increase in accounts payable	898	1,103
Increase in other payables	44,592	6,411
(Decrease) Increase in other payables - related parties	(57)	68
(Decrease) in provisions	(1,680)	(651)
(Decrease) in other current liabilities	(193)	(775)
(Decrease) in other operating liabilities	(900)	(178)
Cash generated from operations	1,413,269	1,188,033
Interest received	7,735	2,657
Dividends received	3,600	-
Income tax paid	(587)	(37,157)
Net cash provided by operating activities	1,424,017	1,153,533
Cash flows from investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	23,221	-
Acquisition of property, plant and equipment	(606,468)	(460,036)
Proceeds from disposal of property, plant and equipment	27	30
Acquisition of intangible assets	(4,742)	(16,641)
Increase in refundable deposits	(9,703)	(10,320)
Net cash (used in) investing activities	(597,665)	(486,967)
Cash flows from financing activities:		
Proceeds from bonds issued	300,000	-
Repayments of bonds issued	(299,399)	-
Proceeds from long-term loans	-	62,200
Repayments of long-term loans	(117,735)	(164,982)
Payments of lease liabilities	(465,444)	(397,441)
Increase in other non-current liabilities	436	105
Cash dividends paid	(123,264)	(99,999)
Interest paid	(101,727)	(85,853)
Others	(1,980)	59,701
Net cash (used in) financing activities	(809,113)	(626,269)
Net increase in cash and cash equivalents	17,239	40,297
Cash and cash equivalents at beginning of period	810,629	770,332
Cash and cash equivalents at end of period	\$827,868	\$810,629

The accompanying notes are an integral part of the parent company only financial statements.



Attachment 6.
Independent Auditors' Report and
2023 Consolidated Financial
Statements



安永聯合會計師事務所

80052 高雄市中正三路2號17樓
17F, No. 2, Zhongzheng 3rd Road
Kaohsiung City, Taiwan, R.O.C.

電話 Tel: 886 7 238 0011

傳真 Fax: 886 7 237 0198

ey.com/zh_tw

Independent Auditors' Report

To Power Wind Health Industry Incorporated

Opinion

We have audited the accompanying consolidated balance sheets of Power Wind Health Industry Incorporated (the “Company”) and its subsidiaries as of December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023 and 2022, and notes to the consolidated financial statements, including the summary of material accounting policies (together “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2023 and 2022, and their consolidated financial performance and cash flows for the years ended December 31, 2023 and 2022, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations developed by the International Financial Reporting Interpretations Committee (IFRIC) or the former Standing Interpretations Committee (SIC) as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2023 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Revenue Recognition

Net sales recognized by the Company and its subsidiaries amounted to NT\$4,296,207 thousand for the year ended December 31, 2023, including services for fitness center members and sports health courses, soccer and bowling, trampoline and shooting games, and rental of sports space. Due to the diverse range of services and the large number of members, each member's membership and sports health course purchases vary. Differences in membership status and course execution led to complex calculation of revenue. We therefore determined revenue recognition a key audit matter.

Our audit procedures included, but not limited to, assessing the appropriateness of the accounting policy and testing the effectiveness of internal controls around revenue recognition, reperforming relevant control points including reviewing contractual provisions and contract amounts, confirming the period for rendering of services and selecting courses to verify the condition of execution. In addition, through performing cash anchor testing, cut-off testing, reviewing analytical procedures and recalculating etc. to validate appropriateness of revenue recognition, we also assessed the adequacy of disclosures of operating revenue. Please refer to Note 6 to the consolidated financial statements.

Recogniton of Right-of-Use Assets and Lease Liabilities

The Company and its subsidiaries acquired right-of-use for sites of fitness center chains and recreational sports venues by leasing. As the completeness of acquisition of contracts, contract terms and conditions, all relevant facts and circumstances and the discount rate of the lease payments involved management's estimates and assumptions, and the amount of right-of-use assets and lease liabilities increased as business locations increased, we considered this a key audit matter.

Our audit procedures included, but not limited to, testing the effectiveness of internal controls concerning the measurement of right-of-use assets and lease liabilities, reviewing important meetings records and details of rental expenditures of the Group, identifying additional lease agreement during the period. We also identified the lease components within contracts and assessed the lease terms and the appropriateness of the discount rate which the lease payments adopted, and recalculating appropriateness of the recorded amounted of right-of-use assets and lease liabilities. Furthermore, we consider the appropriateness of disclosing the right-of-use assets and lease liabilities in Note 6 to the consolidated financial statements.

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

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



In preparing the consolidated financial statements, management is responsible for assessing the ability to continue as a going concern of the Company and its subsidiaries, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including Audit Committee, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

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 Standards on Auditing of 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 Standards on Auditing of the Republic of China, we exercise professional judgment and 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 internal control of the Company and its subsidiaries.



3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 Company and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2023 consolidated financial statements 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.



Other

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as of and for the years ended December 31, 2023 and 2022.

/s/ Lee, Fang-Wen

/s/ Hung, Kuo-Sen

Ernst & Young, Taiwan

March 12, 2024

Notice to Readers

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



English Translation of Consolidated Financial Statements Originally Issued in Chinese
POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2023	%	December 31, 2022	%
Current assets					
Cash and cash equivalents	4,6(1)	\$852,638	8	\$835,544	9
Notes receivable, net	4	-	-	244	-
Accounts receivable, net	4,6(2)	54,949	1	12,635	-
Inventories	4	9,284	-	10,538	-
Prepayments		18,670	-	17,574	-
Other financial assets, current	4,6(3),8	377,506	4	376,240	4
Other current assets	4,7	71,956	1	69,723	1
Total current assets		1,385,003	14	1,322,498	14
Non-current assets					
Financial assets at fair value through other comprehensive income, non-current	4,6(4)	4,844	-	20,389	-
Property, plant and equipment	4,6(5)	3,157,619	31	3,136,880	34
Right-of-use assets	4,6(16),7	5,336,920	53	4,651,612	50
Intangible assets	4,6(6)	49,121	1	48,519	1
Deferred tax assets	4,6(20)	15,347	-	38,903	-
Refundable deposits	4,7	141,613	1	125,310	1
Total non-current assets		8,705,464	86	8,021,613	86
Total Assets		\$10,090,467	100	\$9,344,111	100

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



English Translation of Consolidated Financial Statements Originally Issued in Chinese
POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS – (Continued)
December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	December 31, 2023	%	December 31, 2022	%
Current liabilities					
Contract liabilities	4,6(15)	\$733,784	7	\$685,832	7
Notes payable		545	-	640	-
Notes payable - related parties	7	-	-	437	-
Accounts payable		2,516	-	1,700	-
Payables on equipment		58,051	1	129,508	1
Other payables	6(7)	354,575	3	304,410	3
Other payables - related parties	7	-	-	515	-
Current tax liabilities	4,6(20)	9,036	-	140	-
Lease liabilities	4,6(16)	623,770	6	531,107	6
Current bonds issued and current portion of non-current bonds issued	4,6(9),8	96,500	1	383,611	4
Current portion of long-term loans	4,6(10),8	186,110	2	119,555	1
Other current liabilities		2,345	-	2,542	1
Total current liabilities		2,067,232	20	2,159,997	23
Non-current liabilities					
Financial liabilities at fair value through profit or loss, non-current	4,6(8)	4,283	-	435	-
Bonds payable	4,6(9),8	283,958	3	-	-
Long-term loans	4,6(10),8	835,884	8	1,020,174	11
Provisions, non-current	4,6(12)	86,386	1	71,972	1
Lease liabilities	4,6(16)	5,027,618	50	4,374,169	47
Other non-current liabilities		6,342	-	6,713	-
Total non-current liabilities		6,244,471	62	5,473,463	59
Total liabilities		8,311,703	82	7,633,460	82
Equity attributable to the parent company	4,6(13&14)				
Share capital					
Common stock		793,954	8	794,484	8
Certificate of entitlement to new shares from convertible bond		7	-	-	-
Share capital awaiting retirement		(180)	-	(50)	-
Total share capital		793,781	8	794,434	8
Capital surplus		841,056	9	888,399	10
Retained earnings					
Legal reserve		95,290	1	88,189	1
Special reserve		14,268	-	13,623	-
Unappropriated retained earnings		118,283	1	71,010	1
Total retained earnings		227,841	2	172,822	2
Other equity		(90,131)	(1)	(152,140)	(2)
Treasury shares		(2,801)	-	(2,801)	-
Total equity attributable to owners of parent		1,769,746	18	1,700,714	18
Non-controlling interests		9,018	-	9,937	-
Total equity		1,778,764	18	1,710,651	18
Total liabilities and equity		\$10,090,467	100	\$9,344,111	100

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



English Translation of Consolidated Financial Statements Originally Issued in Chinese
POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Accounting	Notes	For the years ended December 31			
		2023	%	2022	%
Operating revenues	4,6(15)	\$4,296,207	100	\$3,606,403	100
Operating costs	4,6(11&17),7	(3,263,833)	(76)	(2,776,888)	(77)
Gross profit		1,032,374	24	829,515	23
Operating expenses	4,6(11&17),7				
Selling expenses		(88,329)	(2)	(61,169)	(2)
Administrative expenses		(725,413)	(17)	(624,445)	(17)
Total operating expenses		(813,742)	(19)	(685,614)	(19)
Operating income		218,632	5	143,901	4
Non-operating income and expenses	4,6(18),7				
Interest income		7,983	-	2,751	-
Other income		53,780	1	38,321	1
Other gains and losses		(24,882)	(1)	(297)	-
Finance costs		(110,280)	(2)	(93,066)	(2)
Total non-operating income and expenses		(73,399)	(2)	(52,291)	(1)
Profit from continuing operations before income tax		145,233	3	91,610	3
Income tax expense	4,6(20)	(31,611)	-	(19,154)	(1)
Profit from continuing operations		113,622	3	72,456	2
Net income		113,622	3	72,456	2
Other comprehensive income	6(19)				
Items that will not be reclassified subsequently to profit or loss					
Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income		7,676	-	(5,573)	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		(1,535)	-	-	-
Total other comprehensive, income(loss)net of tax		6,141	-	(5,573)	-
Total comprehensive income		\$119,763	3	\$66,883	2
Net income attributable to:					
Owners of the parent		\$112,142	3	\$71,010	2
Non-controlling interests		1,480	-	1,446	-
		\$113,622	3	\$72,456	2
Comprehensive income attributable to:					
Owners of the parent		\$118,283	3	\$65,437	2
Non-controlling interests		1,480	-	1,446	-
		\$119,763	3	\$66,883	2
Earnings per share (NTD)	6(21)				
Earnings per share - Basic		\$1.50		\$0.95	
Earnings per share - Diluted		\$1.48		\$0.94	

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Accounting	Equity attributable to the parent company											Non-controlling interests	Total equity
	Common stock	Certificate of entitlement to new shares from convertible bond	Share capital awaiting retirement	Capital surplus	Retained earnings			Other components of equity		Treasury shares	Total		
					Legal reserve	Special reserve	Unappropriated retained earnings	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	Unearned rewards for employees				
Balance as of January 1, 2022	\$774,703	\$-	(\$150)	\$796,465	\$214,637	\$29,364	(\$142,189)	(\$7,583)	(\$6,040)	(\$2,801)	\$1,656,406	\$8,491	\$1,664,897
Appropriation and distribution of 2021 retained earnings:													
Legal reserve used to offset losses	-	-	-	-	(126,448)	-	126,448	-	-	-	-	-	-
Reversal of special reserve	-	-	-	-	-	(15,741)	15,741	-	-	-	-	-	-
Other changes in capital surplus													
Cash dividends from capital surplus	-	-	-	(100,000)	-	-	-	-	-	-	(100,000)	-	(100,000)
Other changes in capital surplus	-	-	-	1	-	-	-	-	-	-	1	-	1
Net income for the year ended December 31, 2022	-	-	-	-	-	-	71,010	-	-	-	71,010	1,446	72,456
Other comprehensive (loss), net of tax for the year ended December 31, 2022	-	-	-	-	-	-	-	(5,573)	-	-	(5,573)	-	(5,573)
Total comprehensive income (loss)	-	-	-	-	-	-	71,010	(5,573)	-	-	65,437	1,446	66,883
Share-based payment transactions	19,781	-	100	191,933	-	-	-	-	(132,944)	-	78,870	-	78,870
Balance as of December 31, 2022	\$794,484	\$-	(\$50)	\$888,399	\$88,189	\$13,623	\$71,010	(\$13,156)	(\$138,984)	(\$2,801)	\$1,700,714	\$9,937	\$1,710,651
Balance as of January 1, 2023	\$794,484	\$-	(\$50)	\$888,399	\$88,189	\$13,623	\$71,010	(\$13,156)	(\$138,984)	(\$2,801)	\$1,700,714	\$9,937	\$1,710,651
Appropriation and distribution of 2022 retained earnings:													
Legal reserve	-	-	-	-	7,101	-	(7,101)	-	-	-	-	-	-
Special reserve	-	-	-	-	-	645	(645)	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(63,264)	-	-	-	(63,264)	-	(63,264)
Other changes in capital surplus													
Due to recognition of equity component of convertible bonds issued	-	-	-	13,884	-	-	-	-	-	-	13,884	-	13,884
Cash dividends from capital surplus	-	-	-	(60,000)	-	-	-	-	-	-	(60,000)	-	(60,000)
Net income for the year ended December 31, 2023	-	-	-	-	-	-	112,142	-	-	-	112,142	1,480	113,622
Other comprehensive income, net of tax for the years ended December 31, 2023	-	-	-	-	-	-	-	6,141	-	-	6,141	-	6,141
Total comprehensive income	-	-	-	-	-	-	112,142	6,141	-	-	118,283	1,480	119,763
Conversion of convertible bonds	-	7	-	93	-	-	-	-	-	-	100	-	100
Share-based payments	(530)	-	(130)	(1,320)	-	-	-	-	62,009	-	60,029	-	60,029
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	6,141	(6,141)	-	-	-	-	-
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(2,399)	(2,399)
Balance as of December 31, 2023	\$793,954	\$7	(\$180)	\$841,056	\$95,290	\$14,268	\$118,283	(\$13,156)	(\$76,975)	(\$2,801)	\$1,769,746	\$9,018	\$1,778,764

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



English Translation of Consolidated Financial Statements Originally Issued in Chinese

POWER WIND HEALTH INDUSTRY INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Accounting	For the years ended December 31	
	2023	2022
Cash flows from operating activities:		
Net income before tax	\$145,233	\$91,610
Adjustments to reconcile profit (loss):		
Depreciation	1,081,254	1,002,857
Amortization	6,687	7,039
Net loss (gain) on financial assets and liabilities at fair value through profit or loss	12,458	(2,028)
Interest expense	110,280	93,066
Interest income	(7,983)	(2,751)
Share-based payments	62,009	19,169
Loss (Gain) on disposal and abandonment of property, plant and equipment	14,334	(28)
Property, plant and equipment transferred to expenses	-	355
Others	(3,025)	(688)
Changes in operating assets and liabilities:		
Decrease in notes receivable	244	1
(Increase) Decrease in accounts receivable	(42,314)	5,637
Decrease in inventories	1,170	3,704
(Increase) in prepayments	(1,096)	(5,059)
(Increase) in other current assets	(1,646)	(13,917)
(Increase) in other financial assets	(1,266)	(52,571)
Increase in contract liabilities	47,952	74,070
(Decrease) in notes payable	(95)	(359)
(Decrease) Increase in notes payable - related parties	(437)	12
Increase in accounts payable	816	1,141
Increase in other payables	44,945	4,781
(Decrease) Increase in other payables - related parties	(515)	146
(Decrease) in provisions	(1,680)	(651)
(Decrease) in other current liabilities	(197)	(796)
(Decrease) in other operating liabilities	(900)	(178)
Cash generated from operations	1,466,228	1,224,562
Interest received	7,983	2,751
Income tax paid	(1,281)	(39,272)
Net cash provided by operating activities	1,472,930	1,188,041
Cash flows from investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	23,221	-
Acquisition of property, plant and equipment	(606,926)	(460,751)
Proceeds from disposal of property, plant and equipment	27	118
Increase in refundable deposits	(16,303)	(2,702)
Acquisition of intangible assets	(4,742)	(16,641)
Net cash (used in) investing activities	(604,723)	(479,976)
Cash flows from financing activities:		
Proceeds from bonds issued	300,000	-
Repayments of bonds issued	(299,399)	-
Proceeds from long-term loans	-	62,200
Repayments of long-term loans	(117,735)	(164,982)
Payments of lease liabilities	(504,080)	(433,780)
Increase in other non-current liabilities	436	105
Cash dividends paid	(123,264)	(99,999)
Interest paid	(102,692)	(86,174)
Change in non-controlling interests	(2,399)	-
Others	(1,980)	59,701
Net cash (used in) financing activities	(851,113)	(662,929)
Net increase in cash and cash equivalents	17,094	45,136
Cash and cash equivalents at beginning of period	835,544	790,408
Cash and cash equivalents at end of period	\$852,638	\$835,544

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



Attachment 7.
“Procedures for Acquisition and
Disposal of Assets” amendment
comparison table



“Procedures for Acquisition and Disposal of Assets” amendment comparison table

Date of amendment: June 8, 2023

Amended Article	Original Article	Reference and reason of amendment
<p>Article 3 Procedures and content</p> <p>The acquisition or disposal of property, equipment, or right-of-use assets by the Company shall be handled as follows: The requesting unit shall, based on actual needs, or the original user unit shall submit a project report explaining the reasons, subject matter, transaction parties, payment conditions, price, reference basis, etc., in conjunction with relevant units. After consultation, comparison, negotiation, and appraisal, the executing unit shall submit it to the approval authority according to the Approval Authority Table. Transaction amounts exceeding NT\$30,000 thousand shall be submitted to the Board of Directors for approval. Transaction amounts of NT\$30,000 thousand or less shall <u>be decided by the Chairperson.</u></p>	<p>Article 3 Procedures and content</p> <p>The acquisition or disposal of property, equipment, or right-of-use assets by the Company shall be handled as follows: The requesting unit shall, based on actual needs, or the original user unit shall submit a project report explaining the reasons, subject matter, transaction parties, payment conditions, price, reference basis, etc., in conjunction with relevant units. After consultation, comparison, negotiation, and appraisal, the executing unit shall submit it to the approval authority according to the Approval Authority Table. Transaction amounts exceeding NT\$30,000 thousand shall be submitted to the Board of Directors for approval. Transaction amounts of NT\$30,000 thousand or less shall be decided by the <u>Chairperson, authorized by the Board of Directors.</u></p>	<p>To adjust some terms that the acquisition or disposal of property, equipment, or right-of-use assets , with transaction amounts of NT\$30,000 thousand or less shall be decided by the Chairperson.</p>



Amended Article	Original Article	Reference and reason of amendment
Article 10 Enforcement and amendment (Omitted) The 6 th amendment was approved by the Board of Directors on June 8, 2023, then submitted to the Shareholders' Meeting on May 28, 2024.	Article 10 Enforcement and amendment (Omitted)	Add the revision history.



Attachment 8.
“Making of Endorsements or
Guarantees Operating Procedures”
amendment comparison table



“Making of Endorsements or Guarantees Operating Procedures” amendment comparison table

Date of amendment: November 7, 2023

Amended Article	Original Article	Reference and reason of amendment
Article 4 Procedures and content (Omitted) 2. When making or canceling endorsements and guarantees, the handling department shall complete the application form, specifying the guaranteed company, type, reasons, term, and amount, and submit it to the relevant unit for necessary credit status and risk assessment procedures. The application should also outline the impact on the Company's business operations, financial condition, and shareholders' equity, and be submitted for approval by the Chairperson.	Article 4 Procedures and content (Omitted) 2. When making or canceling endorsements and guarantees, the handling department shall complete the application form, specifying the guaranteed company, type, reasons, term, and amount, and submit it to the relevant unit for necessary credit status and risk assessment procedures. The application should also outline the impact on the Company's business operations, financial condition, and shareholders' equity, and be submitted for approval by the <u>CEO and</u> Chairperson.	Due to the cancellation of the CEO position, the term “CEO” is deleted.
Article 6 Enforcement and amendment (Omitted) The 2 nd amendment was approved by the Board of Directors on November 7, 2023, then submitted to the Shareholders' Meeting on May 28, 2024.	Article 6 Enforcement and amendment (Omitted)	Add the revision history.



Attachment 9.
The slate of independent directors
candidates



Power Wind Health Industry Incorporated

The slate of independent directors candidates

Elected Position of Candidate	Name	Shareholding (shares)	Education Background	Experience	Representative of the Government or a Juristic Person	Has Already Served as an Independent Director for Three Consecutive Terms / Reasons
Independent Director	Chin-Hung Liu	0	M.S. in Actuarial Science, Boston University, USA MBA in Accounting, National Taiwan University B.S. in Accounting, National Chengchi University International Department, Waseda	Managing Partner, Chang Hsing Public Accounting Firm Chairperson, ThinFlex Corporation Chairperson, Chien Hsing Information Corp. Chairperson, Keen Union Investment Limited Chairperson, Victoria Investment Co., Ltd. Chairperson, Ever Spring	-	No



Elected Position of Candidate	Name	Shareholding (shares)	Education Background	Experience	Representative of the Government or a Juristic Person	Has Already Served as an Independent Director for Three Consecutive Terms / Reasons
			University, Japan	Enterprise Management Co., Ltd Chairperson, Songyang Electronic Material (Kunshan) Co., Ltd. Independent Director, Poya International Co., Ltd. Independent Director, Symtek Automation Asia Co., Ltd. Independent Director, Sunny Pharmtech Inc.		



Attachment 10.
List of directors to be released
from non-competition restrictions



Power Wind Health Industry Incorporated

List of directors to be released from non-competition restrictions

List of directors to be released from non-competition restrictions is as below:

Name of Director	Position in Other Company
Chin-Hung Liu	ThinFlex Corporation Chien Hsing Information Corp. Victoria Investment Co., Ltd. Ever Spring Enterprise Management Co., Ltd Songyang Electronic Material (Kunshan) Co., Ltd. Poya International Co., Ltd. Symtek Automation Asia Co., Ltd. Sunny Pharmtech Inc. Shun Lai Management Consulting Co., Ltd. Ever Spring Hotel Co., Ltd. Ever Spring Biomedical Co., Ltd. Shuo Ren Li Xin Co., Ltd.



Appendix 1. Articles of Incorporation



Power Wind Health Industry Incorporated

Articles of Incorporation

Chapter 1 General Principles

- Article 1: The Company is duly incorporated in accordance with Company Act, with the name of “柏文健康事業股份有限公司” and the English name of “Power Wind Health Industry Incorporated.”
- Article 2: The business scope of the Company shall be as follows:
1. J701040 Recreational Activities Grounds and Facilities.
 2. J801030 Athletics and Recreational Sports Stadium.
 3. J802010 Sporting Training.
 4. JE01010 Rental and Leasing Business.
 5. JZ99020 Bathhouses.
 6. JZ99080 Beauty Shops.
 7. JZ99110 Body Shaping Services.
 8. I103060 Management Consulting Services.
 9. F102030 Wholesale of Tobacco Products and Alcoholic Beverages.
 10. F102040 Wholesale of Nonalcoholic Beverages.
 11. F102170 Wholesale of Food and Grocery.
 12. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products.
 13. F108040 Wholesale of Cosmetics.
 14. F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
 15. F203010 Retail sale of Food Products and Groceries.
 16. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products.
 17. F208040 Retail Sale of Cosmetics.
 18. F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
 19. F401010 International Trade.
 20. F501030 Coffee/Tea Shops and Bars.
 21. F501060 Restaurants.
 22. ZZ99999 All business items that are not prohibited or restricted by laws, except those that are subject to special approval.
- Article 2-1: The Company may provide mutual guarantees with affiliated enterprises or peer group when necessary for its business.
- Article 3: When the Company becomes a shareholder of limited liability in other companies, the total amount of its investments in such other companies is not restricted by Article 13 of Company Act, the provision of not exceeding forty percent of the amount of its own paid-up capital.



- Article 4: The Company has its head office in Kaohsiung city and may, when necessary, set up branch offices in Taiwan and abroad after being resolved by the Board of Directors and approved by competent authority.

Chapter 2 Shares

- Article 5: The total authorized capital of the Company shall be in the amount of NT\$1,000,000,000, divided into 100,000,000 shares, at par value of NT\$10, and is authorized to the Board of Directors to issue in installments.
The total authorized capital of the preceding paragraph shall retain 10,000,000 shares for the issuance of employee stock warrants.
- Article 6: The share certificates of the Company shall be registered and issued with signature and seal specimen by three or more directors after being authenticated in accordance with laws. The Company may be exempted from printing any share certificate for the shares issued, but shall register with a centralized securities depository enterprise.
- Article 7: Assignment or transfer of shares shall not be registered within sixty days prior to the convening date of a regular Shareholders' Meeting, or within thirty days prior to the convening date of a special Shareholders' Meeting, or within five days prior to the record date set by the issuing company for distribution of dividends, bonus or other benefits.
- Article 8: The handling of stock affairs of the Company, except other provisions in applicable laws or securities regulations, shall be subject to "Regulations Governing the Administration of Shareholder Services of Public Companies" prescribed by competent authority.

Chapter 3 Shareholders' Meeting

- Article 9: Shareholders' Meeting shall be of two kinds: regular meeting of shareholders and special meeting of shareholders. Regular meeting shall be held at least once every year within six months after the close of each fiscal year and convened by the Board of Directors in accordance with the laws. Special meeting shall be held when necessary in accordance with the laws.
- Article 10: Being unable to attend a Shareholders' Meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company with signature and seal specimen and stating the scope of the proxy's authorization. Proxy appointment regulations shall in compliance with Article 177 of Company Act and "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" prescribed by competent authority.



- Article 11: A chair of Shareholders' Meeting shall in accordance with Article 182-1 and Article 208, paragraph 3 of Company Act.
- Article 12: Except in the circumstances otherwise provided for in applicable laws, a shareholder of the Company shall be entitled to one vote for each share held.
- Article 13: Resolutions at a Shareholders' Meeting shall, unless otherwise provided for in Company Act, Securities and Exchange Act or other applicable laws, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.
- When the Company holds a Shareholders' Meeting, a shareholder shall exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the Shareholders' Meeting notice.

Chapter 4 Board of Directors and Audit Committee

- Article 14: The Company shall set five to seven directors for a term of three years and eligible for re-election. The number of directors is authorized to the Board of Directors to decide. The total shares held by all directors shall be no less than the proportion prescribed by competent authority. Among the directors, independent directors shall not be fewer than two persons, and no less than one-fifths of directors' seats.
- Directors election shall be adopted through the candidate nomination system, and to be elected from the directors' slate in a Shareholders' Meeting. The acceptance method, announcement and other matters related to the nomination of director candidates shall be in compliance with the related regulations of Company Act and Securities and Exchange Act.
- The qualification, shareholding, restrictions on part-time job, assessment of independence and other matters to be complied with of independent directors shall be handled in compliance with competent authority.
- In accordance with Article 14-4 of Securities and Exchange Act, the Company establishes an Audit Committee in lieu of a supervisor. Audit Committee composes of the entire number of independent directors, and shall not be fewer than three persons in number. One of whom shall be convener, and at least one of whom shall have accounting or financial expertise. Upon the date Audit Committee establishes, powers of a supervisor of the Company shall be exercised by Audit Committee. The responsibility, charter, exercise of power and other matters to be complied with of Audit Committee shall be in accordance with Company Act, Securities and Exchange Act and other applicable laws.



- Article 15: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.
- Article 16: The Board of Directors is organized by directors and shall elect a chairperson from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairperson represents the Company externally and handles all the matters of the Company in compliance with the regulations, charter and resolutions of the Shareholders' Meeting and the Board of Directors.
- Article 17: The Board of Directors shall be called once every quarter. The Company executes its business strategies and other matters in compliance with the resolutions of the Board of Directors. Except the first meeting of each newly elected Board of Directors is called in accordance with Article 203 of Company Act, a meeting of Board of Directors shall be called and chaired by the chairperson of the Company. When the chairperson is on leave or for any reason is unable to exercise the powers of the chairperson, the designation shall be handled in accordance with Article 208 of Company Act. In emergency circumstances, a meeting may be called on shorter notice. Meeting notice of the Board of Directors may be effected by means of correspondence, E-mail or fax.
- Article 18: Except as otherwise stated in Company Act, a resolution at the Board of Directors' meeting requires the approval of a majority of the directors present at the meeting, that shall be attended by a majority of all directors. When a director is not able to attend the meeting in person for any reason, he or she may appoint another director to attend the meeting in his or her place with a written proxy stating the scope of authorization with respect to the reasons for meeting. However, each director may accept a proxy from one person only.
If a meeting of Board of Directors is convened as a tele- or video-conference, a director who attends via television or video is deemed as attendance in person.
- Article 19: Deleted.
- Article 20: Deleted.
- Article 21: Minutes shall be prepared of the discussions at Board of Directors' meeting with signature or seal of the chair; a copy of the minutes shall be distributed to each director within twenty days after the meeting. A meeting minutes shall record a summary of the essential points during the proceeding and the result for each proposal. The meeting minutes, attendance book and proxy shall be well preserved in the Company.
- Article 22: A Board of Directors is authorized to determine the salary for all directors, taking into account the extent and value of the services



- provided for the management of the Company and the general pay levels in the industry.
- Article 23: The Company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship.

Chapter 5 Managerial Officers

- Article 24: The Company may appoint one or more CEO(s), president(s), vice president(s) or such other officers to meet its operational or managerial needs. The appointment, discharge and compensation shall be handled in accordance with Article 29 of Company Act.

Chapter 6 Accounting

- Article 25: The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, the following reports shall be prepared by the Board of Directors:
1. Business report.
 2. Financial Statements.
 3. Proposal concerning the distribution of earnings or covering of losses.
- All the documents shall be audited by Audit Committee within thirty days prior to the convening date of the regular Shareholders' Meeting and submitted to the regular Shareholders' Meeting for acceptance in accordance with the laws.
- Article 26: If there is annual profit, the Company shall set aside no less than 1% of said profit as employees' compensation and a maximum of 3% of said profit as directors' remuneration; provided, however, that the Company shall have reserved a sufficient amount to offset its accumulated losses.
- Employees' compensation of the preceding paragraph shall be distributed in the form of shares or cash, and employees qualified to receive such compensation may include those from affiliated company who meet the certain qualifications.
- Article 26-1: If there shall be any surplus in final accounts, the Company shall firstly pay taxes, offset its accumulated losses, then set aside 10% of the remaining surplus as legal capital reserve. Where such legal capital reserve amounts to the total paid-in capital of the Company, this provision shall not apply. After above, the remaining surplus shall be set aside or reverse for special capital reserve in accordance with the laws. Any further remaining amounts shall be added to the unallocated surplus from the prior year as the distributable earnings available of the current year. The Board of Directors shall draft a proposal to distribute the surplus, which shall be approved by a Shareholders' Meeting.
- The distribution of dividends shall be made according to the



business development, fund management and financial plans, meanwhile considering the interests of shareholders. The dividends to shareholders shall be in the form of cash or stock. More than (or equal to) 10% of the total amount of dividends shall be distributed by cash dividends.

Chapter 7 Supplementary Provisions

- Article 27: Regarding the matters not provided for in the Articles of Incorporation, the Company Act and other relevant laws and regulations shall govern.
- Article 28: The Articles of Incorporation were adopted on September 23, 2005.
The 1st amendments were made on December 23, 2005.
The 2nd amendments were made on January 24, 2006.
The 3rd amendments were made on November 30, 2006.
The 4th amendments were made on June 30, 2013.
The 5th amendments were made on October 31, 2014.
The 6th amendments were made on May 25, 2015.
The 7th amendments were made on June 6, 2016.

Power Wind Health Industry Incorporated

Chairperson: George Chen



Appendix 2.
Rules of Procedure for
Shareholders' Meeting



Power Wind Health Industry Incorporated

Rules of Procedure for Shareholders' Meeting

- Article 1: Shareholders' Meeting of the Company shall be conducted in accordance with these Rules.
- Article 2: Shareholders shall hand in a sign-in card in lieu of signing in for the registration of attending the Shareholders' Meeting. When a juristic person shareholder appoints a representative to attend the Shareholders' Meeting, the representative shall hand in the letter of appointment and the identification documents during the registration process. When a proxy and a representative of the juristic person shareholder attend the meeting concurrently, the latter shall prevail. The venue for a Shareholders' Meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a Shareholders' Meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. The Company may appoint its attorney, certified public accountant or related person retained by it to attend the Shareholders' Meeting in a non-voting capacity. Staffs handling the administrative affairs of a Shareholders' Meeting shall wear identification cards or arm bands. If a Shareholders' Meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson. When the chairperson, for any reason, is unable to exercise the powers of the chairperson, the president shall act in place of the chairperson; if the president, for any reason, is also unable to exercise the powers of the president, the chairperson shall appoint one of directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair. If the meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves. The Company shall make an uninterrupted audio or video recording during the proceeding of the Shareholders' Meeting, and these recorded materials shall be retained for at least one year.
- Article 2-1: The Company shall prepare electronic versions of the shareholders' meeting notice and proxy form, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular Shareholders' Meeting or 15 days before the date of a special Shareholders' Meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload



them to the MOPS 21 days before the date of the regular Shareholders' Meeting or 15 days before the date of the special Shareholders' Meeting. In addition, 15 days before the date of the Shareholders' Meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. These documents shall also be displayed at the Company and the professional stock transfer agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a Shareholders' Meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of Company Act, or Article 26-1 and 43-6 of Securities and Exchange Act, or Article 56-1 and 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out and the essential contents explained in the notice of the reasons for convening the Shareholders' Meeting. None of the above matters may be raised by an extemporary motion.

Where re-election of all directors and supervisors as well as their inauguration date are stated in the notice of the reasons for convening the Shareholders' Meeting, after the completion of the re-election in said meeting, such inauguration date may not be altered by any extemporary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular Shareholders' Meeting. The number of items proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. Prior to the book closure date before a regular Shareholders' Meeting is held, the Company shall publicly announce its acceptance of shareholders' proposal in writing or electronically, the location and period for their submission; the period for submission of shareholders' proposal may not be less than 10 days. The proposals submitted by shareholders are limited to three hundred words, and no proposal containing more than three hundred words will be included in the meeting agenda. The shareholders making the proposal shall be present in person or by proxy at the regular Shareholders' Meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a Shareholders' Meeting,



the Company shall inform the shareholders who submitted the proposal of the screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the Shareholders' Meeting, the Board of Directors shall explain the reasons for exclusion of any shareholders proposal not included in the agenda.

Article 3: Attendance and voting rights at a Shareholders' Meeting shall be calculated based on numbers of shares. The numbers of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in, plus the numbers of shares whose voting rights are exercised by correspondence or electronically.

Article 4: The chair shall call the meeting to order at the appointed meeting time, and meanwhile announce the number of non-voting rights, the number of shareholdings present and related information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of Company Act; all shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within one month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the Shareholders' Meeting pursuant to Article 174 of Company Act.

Article 5: If a Shareholders' Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Shareholders' Meeting. The provisions of the preceding paragraph apply mutatis mutandis to a Shareholders' Meeting convened by a party with the power to convene that is not the Board of Directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporaneous motions), except by a resolution of the Shareholders' Meeting. After the meeting adjourned, expect the chair declares the meeting adjourned in violation of the rules of procedure, the shareholders may not elect a new chair to resume the meeting at current or another venue.



- Article 6: When a meeting is in progress, the chair may announce a break based on time considerations.
- Article 7: Before speaking, an attending shareholder must specify on a speaker's slip his or her shareholder account number (or attendance card number), account name and the subject of the speech. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
- Article 8: Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes.
- Article 9: If the shareholder's speech violates the rule of length, the number of times or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation. Article 14 applies mutatis mutandis to a disobedience of the stop ordered by the chair.
- Article 10: When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the Shareholders' Meeting. When a juristic person shareholder appoints two or more representatives to attend a Shareholders' Meeting, only one of the representatives so appointed may speak on the same proposal.
- Article 11: After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond. During the discussion of proposals, the chair may announce the discussion closed and call for a vote at a proper time.
- Article 12: Except as otherwise provided in related laws and regulations and the Articles of Incorporation, a resolution of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is resolved, the other proposals will then be deemed rejected, and no further voting shall be required. A shareholder shall be entitled to one vote for each share held. With the exception of a trust enterprise or a stock transfer agent approved by competent securities authority, when one person is concurrently



appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13: Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The results of the voting shall be reported on-site at the meeting and kept in a record.

Article 14: The election of directors or supervisors at a Shareholders' Meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected as well as the names of the rejected directors and supervisors and the numbers of votes they obtained. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year.

If, however, a shareholder files a lawsuit pursuant to Article 189 of Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15: Matters relating to the resolutions of a Shareholders' Meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions are adopted, and a summary of the deliberations and the voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.

Article 16: The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an armband bearing the word of proctor. The chair or proctors (or security personnel) shall expel the person obstructing order in the Shareholders' Meeting.

Article 17: If a force majeure event occurs during the meeting, thus it cannot continue, the chair may announce the meeting temporarily suspended or defer the meeting at another date.



- Article 18: Regarding the matters not provided for in these Rules, the Company Act, Articles of Incorporation and other relevant laws and regulations shall govern.
- Article 19: These Rules were adopted on July 1, 2013, and resolved to execute by the meeting of incorporators. Any amendments hereto, shall be approved by a Shareholders' Meeting.
The 1st amendments were made on August 6, 2020.
The 2nd amendments were made on March 15, 2020, then implemented after being submitted to the Shareholders' Meeting for approval on July 5, 2021.



Appendix 3. Rules for Election of Directors



Power Wind Health Industry Incorporated

Rules for Election of Directors

- Article 1: (Purpose)
To ensure a just, fair, and open election of directors, these Rules are adopted pursuant to Article 21 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.
- Article 2: (Scope)
Except as otherwise provided by law and regulation or by the Company's Articles of Incorporation, elections of directors shall be conducted in accordance with these Rules.
- Article 3: (Responsible unit)
Department of Finance.
- Article 4: (Requirements of the selection of directors)
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 include, but not limited to, the following two general standards:
1. Basic requirements and values: Gender, age, nationality, and culture.
 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
- Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
- (1) The ability to make judgments about operations.
 - (2) Accounting and financial analysis ability.
 - (3) Business management ability.
 - (4) Crisis management ability.
 - (5) Knowledge of the industry.
 - (6) An international market perspective.
 - (7) Leadership ability.
 - (8) Decision-making ability.
- More than half 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 Board of Directors of the Company shall consider adjusting its composition based on the results of performance evaluation.



- Article 5: (The qualifications and election of independent directors)
1. 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.
 2. The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- Article 6: Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one third of the total number prescribed in the Company's Articles of Incorporation, the Company shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- Article 7: The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 8: The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the director 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 numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 9: The number of directors will be as specified in the Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those 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 chair drawing lots on behalf of



- any person not in attendance.
- Article 10: Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 11: A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by a person with the right to convene.
 2. A blank ballot is placed in the ballot box.
 3. The writing is unclear and indecipherable or has been altered
 4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
 5. Other words or marks are entered in addition to the number of voting rights allotted.
- Article 12: The voting rights 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 the numbers of votes with which they were elected, shall be announced by the chair on the site. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 13: The Board of Directors of the Company shall issue notifications to the persons elected as directors.
- Article 14: (Implementation)
These Rules, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.
These Rules were made on July 1, 2013.
The 1st amendment was resolved by the Board of Directors on September 12, 2014, and implemented after approval by the special shareholders' meeting on October 31, 2014.
The 2nd amendment was resolved by the Board of Directors on October 18, 2018, and implemented after approval by the shareholders' meeting on May 30, 2019.
The 3rd amendment was resolved by the Board of Directors on August 6, 2020, and implemented after approval by the shareholders' meeting on July 5, 2021.
The 4th amendment was resolved by the Board of Directors on September 6, 2021, and implemented after approval by the shareholders' meeting on June 1, 2022.



Appendix 4. Shareholdings of all directors



Power Wind Health Industry Incorporated

Shareholdings of all directors

1. The statutory minimum number of shares to be held by all directors of the Company is as below:

The Company's total number of shares outstanding	79,378,063 shares
Statutory minimum number of shares to be held by all directors	6,350,245 shares

2. As of the book closure starting date (March 30, 2024) of this regular Shareholders' Meeting, the numbers of shares to be held by each and all directors as stated on shareholders roster are as below, which are in conformity with the minimum percentage of nominal stocks to be held by directors in Article 26 of Securities and Exchange Act:

Title	Name	Shareholding	
		Number	Ratio
Chairperson	George Chen	4,220,895	5.32%
Director	John Chen	1,351,097	1.70%
Director	Jiayong Investment Development Co., Ltd.	21,751,989	27.40%
Director	Su-Chi Chang	959,854	1.21%
Independent Director	Shang-Pao Yeh	-	-
Independent Director	Guan-Ye Huang	-	-
Total number of shareholdings of all directors		28,283,835	35.63%

Note 1: In accordance with Article 2, paragraph 2 of "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," the shareholdings of independent directors shall not be counted in the total; the company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in paragraph 1 for all directors other than the independent directors shall be decreased by 20%.

Note 2: The Company has set up an Audit Committee, thus the statutory number of shares to be held by supervisors shall not apply.

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