



Sports Gear Co., Ltd.
2022 board resolutions

Item	Meeting date	Important resolution
2nd Board 15th meeting	2022.01.18	<ol style="list-style-type: none"> 1. Approval of issuing annual and performance bonus to Company Managers. 2. Approval of capital increase by cash injections to ALL WELLS INTERNATIONAL CO., LTD. (BVI). 3. Approval of Can Sports Shoes Co., Ltd. Cancelling the endorsement and guarantee for its parent company ALL WELLS INTERNATIONAL CO., LTD. (BVI) for a total amount of US\$8 million to Mega International Commercial Bank. 4. Approval of cancelling the inter-company loan credit by Sports Gear Co.,Ltd. (SAMOA) to Fireman Factory Co., Ltd. 5. Approval of inter-company loan between group subsidiaries. 6. Approval of applying for credit line with a bank. 7. Approval of providing endorsement and guarantee for subsidiary, Footwear Innovation Lab GmbH. 8. Approval of amending Company policy, Corporate Governance Best Practice Principles. 9. Approval of utilizing funds from Mega Syndicated Loan for continuing investments in Indonesia. 10. Approval of utilizing funds from Mega Syndicated Loan for investments in Cambodia.
2nd Board 16th meeting	2022.03.10	<ol style="list-style-type: none"> 1. Approval of amendments to Company's ARTICLES OF ASSOCIATION. 2. Approval of annual self-assessment of the design and operating effectiveness of the internal control systems and the Internal Control System Statement. 3. Approval of parent company only financial statements of Year 2021.

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		<ol style="list-style-type: none"> 4. Approval of consolidated financial statements and business report of Year 2021. 5. Approval of Earnings Distribution of Year 2021. 6. Approval of cash dividends distribution from capital surplus. 7. Approval of employees and directors remuneration of Year 2021. 8. Ratification of acquisition or disposal of assets between related party during Oct to Dec 2021. 9. Approval of promotion and salary adjustment for Managers for Year 2022. 10. Approval of CPA's fees. 11. Approval of adjustment to the credit line with the Taipei Fubon Bank. 12. Approval of inter-company loan between group subsidiaries. 13. Approval of acquisition or disposal of assets by PT Can Sports Industrial Indonesia. 14. Approval of acquisition or disposal of assets by Footwear Innovation Lab GmbH. 15. Approval of amendments to the procedures for acquisition or disposal of assets. 16. Approval of amendments to the sustainable development best practice principles. 17. Approval of reelection of the third session of Board of Directors. 18. Approval of the nomination of candidates for the election of the third session of Board of Directors (including Independent Directors). 19. Approval of releasing the prohibition on new Directors of the third session from participation in competitive business. 20. Approval of convening 2022 annual shareholders meeting.

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2nd Board 17th meeting	2022.05.10	<ol style="list-style-type: none"> 1. Approval of consolidated financial statement for Q1 2022. 2. Ratification of acquisition or disposal of assets by related party in Q1 2022. 3. Approval of promotion and salary adjustment for Managers. 4. Approval of cash capital injections to PT CAN SPORTS INDUSTRIAL INDONESIA by ELEPHANT STEP CO., LTD. And FONGYUAN INTERNATIONALCO., LTD. 5. Approval of cash capital injections to SGP - SPORTS GEAR PORTUGAL, S.A. by SILK INVEST INTERNATIONAL CO., LTD. 6. Approval of Footwear Innovation Lab GmbH acquiring right-of-use asset by leasing factory buildings. 7. Approval of SGP - SPORTS GEAR PORTUGAL, S.A. acquiring asset. 8. Approval of Footwear Innovation Lab GmbH canceling and applying credit lines from Citi Bank (Germany). 9. Approval of canceling and providing endorsement and guarantee for Footwear Innovation Lab GmbH. 10. Approval of inter-company loans. 11. Approval of applying credit lines from financial institution 12. Approval of greenhouse gas inventory and assurance timeline for head office.
3rd Board 1 st meeting	2022.05.27	<ol style="list-style-type: none"> 1. Election of the Chairman of Board of Directors ° 2. Appointing members of the 2nd session of Remuneration Committee. 3. Appointing members of the 2nd session of Audit Committee
3rd Board 2 nd meeting	2022.08.25	<ol style="list-style-type: none"> 1. Approval of distribution of 2021 employees compensation to managerial officer. 2. Review of the remuneration policy, system, standards, and structure for directors and managerial officers and evaluating the remuneration of directors and managerial officers for 2021.

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		<ol style="list-style-type: none"> 3. Approval of the amendments to Regulations Governing Remuneration and Compensation for Directors and Managerial Officer. 4. Approval of consolidated financial statements for 1H 2022. 5. Ratification of acquisition or disposal of assets by related party in Q2 2022. 6. Approval of canceling endorsement and guarantee by the Company for Footwear Innovation Lab GmbH and in exchange providing by SPG(Samoa). 7. Approval of approving inter-company loans. 8. Approval of applying credit lines from financial institutes. 9. Approval of canceling Fireman Factory Co., Ltd. acquisition of property via trust. 10. Approval of utilizing the syndicated loan for SGC expansion project. 11. Approval of the amendments to Regulations Governing Procedure for Board of Directors Meetings. 12. Appointing the Chairman of Audit Committee to administrate the internal audit office and review internal audit reports.
3rd Board 3 rd meeting	2022.11.09	<ol style="list-style-type: none"> 1. Approving consolidated financial statements for Q3 2022. 2. Ratifying acquisition or disposal of assets by related party in Q3 2022. 3. Approving the Procedures for Handling Material Inside Information. 4. Approving the RISK MANAGEMENT BEST-PRACTICE PRINCIPLES.
3rd Board 4th meeting	2022.12.22	<ol style="list-style-type: none"> 1. Approved the annual evaluation of the independence and suitability of the CPA engaged by the company. 2. Approved the operation plan and budget for 2023. 3. Approved the internal audit plan for 2023. 4. Approved company policy "Procedures for handling charitable donations or sponsorships".

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		<ol style="list-style-type: none"> 5. Approved making donations in 2023 via SPG(Samoa) Taiwan Branch to Sports Gear Social Welfare Foundation. 6. Approved amendment to the syndicated loan agreement. 7. Approved setting up a new subsidiary in Singapore via the company. 8. Approved capital reduction for the subsidiary All Wells International Co., Ltd.(BVI). 9. Approved inter-company loan. 10. Approved renewing the credit line agreements with financial institutions.