



股票代號:5478

智冠科技股份有限公司

SOFT-WORLD INTERNATIONAL CORPORATION

114年股東常會

Handbook for the 2025 Annual Meeting of Shareholders

議事手冊



●日期：中華民國114年6月19日 ●地點：高雄福華大飯店福華廳  
(高雄市七賢一路311號M3樓)

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# **One. Meeting Procedures**

## **Soft-World International Corporation**

### **2025 Annual General Meeting Procedures**

- I. Call the Meeting to Order
- II. Chairperson Remarks
- III. Company Reports
- IV. Proposals
- V. Discussion
- VI. Election Matters
- VII. Other Matters
- VIII. Extempore Motions
- IX. Adjournment

**Two. Meeting Agenda**  
**Soft-World International Corporation**  
**The 2025 Annual Meeting of Shareholders Agenda**

Meeting method: Physical meetings

Time: 9:30 a.m. (Thursday), June 19, 2025

Location: Howard Plaza Hotel, Kaohsiung, Banquet Hall  
(M3F, No. 311, Quxian 1st Road, Kaohsiung City, Taiwan)

1. Call the Meeting to Order
2. Chairperson Remarks
3. Company Reports
  - (1) The 2024 Business Report.
  - (2) The Audit Committee's Review Report on the 2024 Financial Statements.
  - (3) The 2024 employee and director remuneration report.
  - (4) The 2024 director remuneration report.
  - (5) Reporting on the distribution of 2024 earnings as cash dividends.
4. Proposals
  - (1) The Company's 2024 Business Report and Financial Statements.
5. Discussion
  - (1) Amendments to the "Articles of Incorporation."
6. Election Matters
  - (1) Proposal for the election of additional independent directors of the company.
7. Other Matters
  - (1) Motion of cancelling the non-compete restriction on the newly-elected independent directors.
8. Extempore Motions
9. Adjournment

## **Three. Report Items**

### **1. The 2024 Business Report**

#### **Soft-World International Corporation**

#### **The 2024 Business Report**

Thank you for joining us at the 2025 annual general meeting of shareholders.

Soft-World Group creates long-term growth in operating performance by consolidating core services while simultaneously diversifying operations to enhance corporate resilience. The Company actively engages in numerous cross-domain and industry collaborations by utilizing the accumulated experience and the advantages in integrated services and basing on the three major business sectors of digital games, online marketing, and financial technology. Additionally, the Company expands its business reach and implements the deployment of overseas markets. Soft-World Group had grown steadily through the joint efforts of all colleagues in 2024. Soft-World channel marketing has made steady contributions with the game product and service scale expanded continuously. The collection and payment business of Neweb Technologies Co., Ltd., the subsidiary, has also shown a growth trend. The Company's consolidated income amounted to NT\$6.774 billion in 2024; also, the consolidated net income attributable to the Company's shareholders amounted to NT\$1.139 billion with an EPS of NT\$7.75.

The digital games business sector actively expands the scope of services, develops new entertainment content, and expands new domestic and overseas cooperations.

The MyCard game points under the Soft World digital game sector has more than 7.2 million members. It offers close to 2,400 games now and has cooperated with nearly 700 companies, maintaining a leading brand position continuously. MyCard has become the preferred partner of international game companies with its one-stop service and localized custom-made marketing strategy offered, and has firmly built itself up as the game points brand with the highest market share and the widest channel coverage in Taiwan, Hong Kong, and Macau. The Company has been actively expanding into the Southeast Asian markets in recent years and has entered high-growth regions such as Singapore, Malaysia, the Philippines, Vietnam, Thailand, and Indonesia. In terms of promoting anti-fraud technology, MyCard also takes the lead in the industry with seven anti-fraud mechanisms launched, becoming the first gaming company in Taiwan to obtain the "FIDO" certification. It had been used by more than one million times, with a significant increase in user satisfaction achieved in 2024. Soft-World Group has launched a brand new virtual-real interactive audio-video experience "Street Player Meeting," which combines physical channels with remote real-time live broadcast, breaking

the boundaries of communication in the online world, deepening the social connection between games and player community, and enhancing user loyalty.

Chinese Gamer International Corporation, the subsidiary engaging in game development, has integrated the Group's marketing, operations, and music creation resources to create a number of well-known online games and actively promote the domestic and international game markets. The blockchain version of the "TS Multiverse," which has the classic charming cartoon version "Three Kingdoms" combined with the emerging blockchain game format, has been officially released in Southeast Asia. In addition, the "TS 2: Reborn" launched on the STEAM platform has been widely appreciated by players and ranked first on the best-selling list in Taiwan and Hong Kong, contributing revenue to the Group. As for mobile games, the "Wonderland M" was released with the new story centered on the "Goddess Rebirth."

Game Flier International Corporation, the subsidiary engaging in game operation, exercises its years of experience in game operation and community management expertise, as well as its keen sense of subculture, to help developers understand market demand and create unique gaming experiences. The "Dragon Oath – Grandmaster," "Perfect World 2 Online," and "Nobunaga's Ambition Series Online" of the Group are launched with frequently updated content and activities, of which, the "Dragon Oath – Grandmaster" has been updated several times already with an immersive gaming experience provided, resulting in a large number of users on a daily basis since the game was launched. It has also been ranked among the top ten popular versions of Bahamut, with cumulative revenue exceeding NT\$100 million generated.

Game First International Corporation, the subsidiary of the Group, is capable of providing integrated game services, including marketing integration, agency operations, and community management, as well as localized operational solutions and a multilingual customer service team. Game First International Corporation has successfully assisted many well-known game companies in laying a solid foundation in Taiwan, Hong Kong, Macau, and Southeast Asian markets. Fast Distributed Cloud Computing (Taiwan) Co., Ltd., the subsidiary of the Group, focuses on data center construction planning, cloud technology services, and information security protection mechanisms. It has begun to cooperate with major information security companies in Korea to introduce global information security solutions and to provide enterprises with efficient and secure IT solutions since last year. The business scope of Soft-World Group covers the upstream, midstream, and downstream of the gaming industry, and will continue to provide quality services to game companies in the future.

Online marketing business sector creates AI marketing and advertisement and provides diversified social media services.

Efun International Corporation, the subsidiary of the Group, offers multiple AI application technologies such as advertising, AI art design, and big data research and analysis. Efun cooperates with many local and international media to provide satisfactory customized integrated marketing services. It is cooperating with more than 700 brands now, covering gaming, e-commerce, technology, real estate, healthcare, catering and retail, fashion and beauty, finance and insurance industry, etc. Efun has established a data center and executed millions of online advertising campaigns. Including assisted a major game company in Korea in introducing AI art design last year, Efun successfully saving 30% of manpower and time costs. And self-made AI short video production is also widely used in many campaigns.

Fintech business sector expands diversified payment scenarios and promotes disruptive innovation services.

Neweb Technologies Co., Ltd. has been publicly traded since January 2024 with the annual transaction amount exceeding the set target of NT\$100 billion achieved. Neweb will continue to integrate online and offline services, invest in new payment applications, and establish innovative payment ecosystem. The core business “NewebPay” is with various types of digital financial products promoted actively by referring to international industry trends. It has expanded its business into the beauty industry since last year to provide services to more than 12,000 beauty stores across Taiwan through cross-industry cooperation, creating a win-win situation for the beauty industry and consumers through an escrow mechanism.

The “ezPay” and “ezAIO” of ezPay Co., Ltd., the subsidiary engaged in the electronic payment business, supported the “TWQR” cross-institutional common platform for electronic payments last year. Of these, “ezAIO” is the first in Taiwan to combine forward scanning and reverse scanning to meet the various payment needs of consumers. In addition, “ezAIO” relies on its technological advantages to overcome the various challenges brought upon by the gathering of crowds in large venues, and successfully enters Taipei Dome during the “WBSC Premier 12,” assisting stores in electronic payment collection, improving store operating efficiency, and allowing consumers to shorten the checkout time and enhance the experience.

Here, I would like to give thanks for the incessant efforts of all employees and the full support and trust of shareholders. Below is the results of our operations in 2024 and the business outlook for 2025.

Thanks to all employees' countless effort and full support from our shareholders, directors, the business result of 2024 is as follow:

(1) 2024 Business Plan Result

The 2024 final account book was audited by Deloitte Taiwan. In 2024, the net consolidated revenue was NT\$6.774 billion; the net consolidated profit after tax attributed to owners of this parent was NT\$1.139 billion; and the EPS was NT\$7.75.

(2) Budget execution in 2024

We did not disclose any financial forecast for 2024, and there is thus no budget performance.

(3) Financial income and expenditure, and profitability analysis in 2024

1. Financial Revenue and Expenditure

Unit: NTD thousands; %

Item	2024	2023	Increase (decrease) in amount	Increase / decrease %
Operating revenue	6,774,342	6,249,393	524,949	8.40
Gross profit	3,598,290	3,216,110	382,180	11.88
Operating expenses	2,423,336	2,241,248	182,088	8.12
Net income	1,174,954	974,862	200,092	20.53
Net profit before taxation	1,494,026	1,132,541	361,485	31.92
Net income in current year	1,238,066	894,881	343,185	38.35
Net profit attributable to the Company	1,139,432	859,826	279,606	32.52
Net gain attributable to non-controlling interest	98,634	35,055	63,579	181.37

2. Profitability analysis

Item		2024	2023
Return on assets %		6.81	5.31
Return on shareholders' equity (%)		12.91	11.07
To Paid-in Capital Proportion%	Net income	75.28	76.48
	Net profit before taxation	95.73	88.84
Net profit margin (%)		18.28	14.32
After tax EPS (NT\$)		7.75	7.09



(4) Research and development

As a game development specialist, we mass produce games we develop and actively engage in the production of music and sound effects for games. In 2024, the consolidated R&D expenses were NT\$312.365 million.

We wish you all shareholders,

Health and prosperity in the future.

Chairman : WANG, CHIN-PO

Manager : WANG, CHIN-PO

Chief accountant : HUANG, YA-CHUAN

2. The Audit Committee's Review Report on the 2024 Financial Statements.

Soft-World International Corporation  
Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 business report, individual financial statements and consolidated financial statements and the earnings distribution proposal, of which, the individual financial statements and consolidated financial statements have been duly audited by CPA Chen-Li Chen and CPA Qiu-yan Wu of "Deloitte & Touche" and an audit report relating thereto has been issued. The aforementioned business report, individual financial statements and consolidated financial statements and earnings distribution proposal have been reviewed by the Audit Committee without any inconsistencies found. The report is hereby prepared for approval in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, please approve.

To:

2025 Annual General Meeting

Soft-World International Corporation  
Convener of the Auditing Committee

February 26, 2025

3. The 2024 employee and director remuneration distribution report
  - (1) According to Article 22 of the Company's Articles of Incorporation, shall allocate no less than 2% for employee recompense and no more than 2% for Directors.
  - (2) The Company's net income before tax in 2024 amounted to NT\$1,424,691,021, before the deduction of remuneration to employees and directors. The employee remuneration amounted to NT\$71,235,000, which accounted for 5% of the earnings. The director remuneration amounted to NT\$17,808,638, which accounted for 1.25% of the earnings. Both remunerations were paid in cash.
  - (3) Employee recompense is limited to full-time employees in the corporation and subsidiaries. The amount will be based on length of service, job grade, performance, overall contribution or special achievement, confirmation of employee qualification and so on.
4. The 2024 director remuneration report
  - (1) According to Article 10-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed, the TWSE/TPEX Listed Companies should report the remuneration received by directors in the regular shareholders meeting, including the remuneration policy, the content and amount of remuneration for each director, and the correlation with the performance evaluation results.
  - (2) The company's director remuneration policy is in accordance with the provision of Article 22 of the company's Articles of Incorporation. An amount equivalent to no less than 2% of the annual profits, if any, should be appropriated as employee remuneration, and an amount equivalent to no more than 2% of the annual profits, if any, should be appropriated as director remuneration. The proposal for the distribution of remuneration to employees and directors should be reported in the shareholders meeting.
  - (3) Please refer to Attachment 1 on Page 12 of the Agenda Handbook for the content and amount of remuneration paid to directors by the company in 2024.
5. Reporting on the distribution of 2024 earnings as cash dividends.
  - (1) In 2024, NT\$1,170,557,490 was appropriated from the distributable earnings as dividend in cash at NT\$7.5 per share.
  - (2) The aforementioned cash dividend is calculated according to the distribution ratio (rounded up to dollar). An odd amount of cash dividend distributed less than NT\$1 will be included in the Company's "other income" and will be paid on April 18, 2025.

## **Four. Acknowledgments**

No. 1: Proposed by the Board

Subject: Acknowledging the Company's 2024 Business Report and Financial Statements.

Description: 1. The Company's 2024 individual financial statements and consolidated financial statements have been duly audited by CPA Chen-Li Chen and CPA Qiu-yan Wu of "Deloitte & Touche."  
2. Please refer to Attachment 2 on Page 13 to 33 of the Agenda Handbooks for the 2024 Individual Financial Statements, Consolidated Financial Statements and Independent Auditor's Report.  
3. Please refer to Attachment 3 on Pages 3 to 6 and Page 34 of the Agenda Handbooks for the aforementioned reports, together with the business report and the earnings distribution proposal, that have been reviewed by the Audit Committee and are submitted to the shareholders' meeting for approval.

Resolutions:

## **Five. Discussions**

No. 1: Proposed by the Board

Subject: Amendment to Articles of Incorporation. Please proceed to discuss.

Description: 1. In accordance with Paragraph 6, Article 14 of the Securities and Exchange Act and the Establishment and Exercise of Powers of Board of Directors, the Company plans to amend some provisions of the Articles of Incorporation.  
2. Please refer to page 35–36 of Attachment 4 of this Handbook for the amendments to the aforementioned "Articles of Incorporation" before and after.  
3. The scope of entry-level employees as defined in the Articles of Incorporation refers to those who are not managers with their basic salary lower than the level defined in the "Measures for Reducing the Addition and Deduction of Salary Costs for Employees of SMEs who Receive Pay Rises."

Resolutions:

## **Six. Elections**

No. 1: Proposed by the Board

Subject: Proposal for the election of additional independent directors of the company.

Description: 1. According to the requirements of Article 4 of the Operation Directions for Establishment and Exercise of Powers of Board of Directors, the Board of Directors of TPEx-listed

companies shall have at least one member of each gender on the Board of Directors since 2024. However, if the term of office of a director expires in 2024, this requirement shall apply only when the term expires.

2. As only male directors were elected at the 2024 Annual General Meeting, there is no female director on the current Board of Directors. In order to comply with the law and achieve the goal of Board diversity, the Company is to elect one independent director to be added to the existing independent directors. The new independent director will take office upon the shareholders' meeting and have tenure from June 19, 2025 to June 23, 2027.
3. The election of directors adopts a nomination system, and shareholders select directors from the list of candidates.
4. The education, work experience, and other information of the director candidates are set forth in Attachment 5, page 37.
5. Please vote.

Voting Results:

## **Seven. Other items**

No. 1: Proposed by the Board

Subject: Termination of noncompete obligations of new independent directors.

Please proceed to discuss.

Description: 1. As required for its business, the company proposed to terminate the noncompete obligations of the new independent directors under Article 209 of the Company Act as they may serve as the directors or managers at other companies engaged in the same businesses as the company is.

2. The newly elected independent director who intends to request the shareholders meeting to agree to lifting the non-compete restriction shall be present to provide a supplementary explanation on the scope and content of the said request before it is discussed in the shareholders meeting.

Resolutions:

## **Eight. Extempore Motions**

**Meeting adjourned**

# Attachment 1

## The remuneration paid to directors in 2024:

### (1) The remuneration of the general and individual director

Unit: NTD thousands; %

Title	Name	Remuneration to Directors								% of the sum of A to D in the net profit after tax (Note 10)		Remuneration in the capacity as employees								% of the sum of A to G in the net profit after tax (Note 10)		Collect the remuneration from the reinvestment except the subsidiary or the remuneration from the parent company (Note 11).
		Director fees (A) (Note 2)		Pension (B)		Remuneration to directors (C) (Note 3)		For services (D) (Note 4)				Salaries, bonuses, special allowances etc. (E) (Note 5)		Pension (F)		Remuneration to employees (Note 6)						
		The Company	All companies shown in the financial report (Note 7)	The Company	All companies shown in the financial report (Note 7)	The Company	All companies mentioned in the financial statements (Note 7)	The Company	All companies shown in the financial report (Note 7)	The Company	All companies mentioned in the financial statements	The Company	All companies mentioned in the financial statements (Note 7)	The Company	All companies shown in the financial report (Note 7)	The Company		All companies mentioned in the financial statements (Note 7)		The Company	All companies mentioned in the financial statements	
																Cash	Stock	Cash	Stock			
Chairman	WANG, CHIN-PO	0	0	0	0	1,781	1,797	100	243	1,881 /0.17%	2,040 /0.18%	2,754	4,367	43	43	1,375	0	1,375	0	6,053 /0.53%	7,825 /0.69%	None
Director	WANG, CHIUNG-FEN	0	0	0	0	1,781	1,781	90	90	1,871 /0.16%	1,871 /0.16%	0	0	0	0	0	0	0	0	1,871 /0.16%	1,871 /0.16%	None
Director	CHIEH, CHIN-CHENG	0	0	0	0	1,781	1,781	90	90	1,871 /0.16%	1,871 /0.16%	0	0	0	0	0	0	0	0	1,871 /0.16%	1,871 /0.16%	None
Director	CHANG, HUNG-YUAN	0	0	0	0	1,781	1,781	90	90	1,871 /0.16%	1,871 /0.16%	0	0	0	0	0	0	0	0	1,871 /0.16%	1,871 /0.16%	None
Director	HSU, YU-JEN Note 13	0	0	0	0	929	929	30	30	959 /0.08%	959 /0.08%	0	0	0	0	0	0	0	0	959 /0.08%	959 /0.08%	None
Director	Gloria Material Technology Corp. Note 12	0	0	0	0	929	929	0	0	929 /0.08%	929 /0.08%	0	0	0	0	0	0	0	0	929 /0.08%	929 /0.08%	None
Director	Representative: Cheng-Wen Chen Note 12	0	0	0	0	0	0	40	40	40 /0.01%	40 /0.01%	0	0	0	0	0	0	0	0	40 /0.01%	40 /0.01%	None
Independent director	LIN, HSUAN-CHU	0	0	0	0	1,781	1,781	180	180	1,961 /0.17%	1,961 /0.17%	0	0	0	0	0	0	0	0	1,961 /0.17%	1,961 /0.17%	None
Independent director	SHYU, SO-DE	0	0	0	0	1,781	1,781	190	190	1,971 /0.17%	1,971 /0.17%	0	0	0	0	0	0	0	0	1,971 /0.17%	1,971 /0.17%	None
Independent director	TSAO, WEI-CHIEH Note 12	0	0	0	0	929	929	90	90	1,019 /0.09%	1,019 /0.09%	0	0	0	0	0	0	0	0	1,019 /0.09%	1,019 /0.09%	None
Independent director	WANG, CHIH-CHENG Note 12	0	0	0	0	929	929	70	70	999 /0.09%	999 /0.09%	0	0	0	0	0	0	0	0	999 /0.09%	999 /0.09%	None
Director	SHIH, MING-HAO Note 13	0	0	0	0	852	852	40	40	891 /0.08%	891 /0.08%	0	0	0	0	0	0	0	0	891 /0.08%	891 /0.08%	None
Director	WU, AI-YUN Note 13	0	0	0	0	852	852	50	50	902 /0.08%	902 /0.08%	0	0	0	0	0	0	0	0	902 /0.08%	902 /0.08%	None
Independent director	Ming-Tsan Pan Note 13	0	0	0	0	851	851	70	70	921 /0.08%	921 /0.08%	0	0	0	0	0	0	0	0	921 /0.08%	921 /0.08%	None
Independent director	CHUANG, PI-HUA Note 13	0	0	0	0	851	851	80	80	931 /0.09%	931 /0.09%	0	0	0	0	0	0	0	0	931 /0.09%	931 /0.09%	None

- Please state explicitly the remuneration policy, system, standard and structure of independent directors. Please state explicitly the correlation between the remuneration and the function and risk of the independent director, and the time the independent director engaged in, and pay the remuneration. The remuneration of the independent director is based on Article 6 of Remuneration Committee Charter. Article 6 stated that the performance assessments and compensation levels of directors and managerial officers shall take into account the general pay levels in the industry, individual performance assessment results, the time spent by the individual and their responsibilities, their performance in other positions, and the compensation paid to employees holding equivalent positions in recent years. Also to be evaluated are the reasonableness of the correlation between the individual's performance and this Corporation's operational performance and future risk exposure, with respect to the achievement of short-term and long-term business goals and the financial position of this Corporation. We shall make recommendations and submit them to the board of directors for deliberation.
- In addition to the aforementioned disclosures, the remuneration received by the Company's directors for providing services (such as, serving as a consultant not an employees of the parent company / all companies included in the financial report / transfer invested enterprises, etc.) in the most recent year: None.

Note 12: Representatives of Directors CHEN, CHENG-WEN and HSU, YU-JEN of Gloria Material Technology and Independent Directors TSAO, WEI-JIE and WANG, CHI-CHENG were newly elected on June 24, 2024.

Note 13: Directors SHIH, MING-HAO and WU, AI-YUN and Independent Directors PAN, MING-TSAN and CHUANG, PI-HUA were relieved of office on June 24, 2024.

## INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
Soft-World International Corporation

### Opinion

We have audited the accompanying parent company only financial statements of Soft-World International Corporation (the "Corporation"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Corporation as of December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing 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 Corporation in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. 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.

The key audit matter of the Corporation's parent company only financial statements for the year ended December 31, 2024 is described as follows:

#### Revenue recognition - MyCard transactions

The Corporation is an agent in its exclusive card (MyCard) transactions. Net service revenue is recognized at the time customers use MyCard in exchange for game points. Please refer to Note 4 of the parent company only financial statements of the Corporation. We considered the risk of material misstatement of the recognition of revenue as the risk of incorrect calculation of the aforementioned game points and the amount needed to be transferred to the related game operators. Therefore, we focused on the accuracy of revenue recognized from MyCard transactions.

The main audit procedures that we performed included the following:

1. We obtained an understanding of and tested the operating effectiveness of the internal controls of the MyCard internet platform and the interface control between MyCard and the ERP system;
2. We implemented computer-assisted audit techniques and tested the process by which MyCard points were deposited, exchanged and consumed. We also verified the amount from MyCard points exchanged that needed to be transferred to the related game operators and confirmed that the net service revenue amounts had been recorded appropriately.

### **Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements**

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the Corporation's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements**

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.



However, future events or conditions may cause the Corporation to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Corporation to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chiu-Yen Wu and Chen-Li Chen.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 26, 2025

#### Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.*

# SOFT-WORLD INTERNATIONAL CORPORATION

## PARENT COMPANY ONLY BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,862,397	13	\$ 2,691,507	22
Notes receivable (Notes 4, 5 and 7)	10	-	83	-
Accounts receivable, net (Notes 4, 5 and 7)	130,449	1	122,664	1
Accounts receivable - related parties (Notes 4, 5, 7 and 28)	11,325	-	29,384	-
Other receivables (Notes 4, 5 and 7)	1,327,718	9	1,408,587	12
Other receivables - related parties (Notes 4, 5, 7 and 28)	88,296	-	83,552	1
Inventories (Notes 4 and 8)	45,545	-	26,846	-
Other financial assets - current (Notes 9 and 29)	3,943,376	27	3,467,489	28
Other current assets	<u>108,756</u>	<u>1</u>	<u>66,844</u>	<u>1</u>
Total current assets	<u>7,517,872</u>	<u>51</u>	<u>7,896,956</u>	<u>65</u>
<b>NONCURRENT ASSETS</b>				
Financial assets at fair value through profit or loss (FVTPL) - noncurrent (Notes 4 and 10)	4,005	-	5,144	-
Financial assets at fair value through other comprehensive income (FVTOCI)- noncurrent (Notes 4 and 11)	3,138,259	22	247,311	2
Investments accounted for using the equity method (Notes 4 and 12)	3,596,469	25	3,576,322	30
Property, plant and equipment (Notes 4, 13 and 29)	325,467	2	338,489	3
Right-of-use assets (Notes 4 and 14)	10,846	-	16,262	-
Investment properties (Notes 4, 15 and 29)	10,786	-	2,755	-
Other intangible assets (Notes 4 and 16)	3,801	-	3,429	-
Deferred tax assets (Notes 4 and 24)	14,653	-	17,697	-
Refundable deposits	11,390	-	10,710	-
Other financial assets - noncurrent (Note 9)	<u>41,643</u>	<u>-</u>	<u>42,084</u>	<u>-</u>
Total noncurrent assets	<u>7,157,319</u>	<u>49</u>	<u>4,260,203</u>	<u>35</u>
<b>TOTAL</b>	<u>\$ 14,675,191</u>	<u>100</u>	<u>\$ 12,157,159</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Contract liabilities - current (Note 22)	\$ 98,998	1	\$ 36,978	-
Notes payable (Note 17)	7,517	-	10,974	-
Notes payable - related parties (Notes 17 and 28)	272	-	780	-
Accounts payable (Note 17)	115,398	1	196,419	2
Accounts payable - related parties (Notes 17 and 28)	4,000	-	4,991	-
Other payables (Note 18)	3,574,957	24	3,770,878	31
Other payables - related parties (Note 28)	105,214	1	212,219	2
Current tax liabilities (Notes 4 and 24)	76,719	-	73,189	-
Lease liabilities - current (Notes 4 and 14)	6,616	-	7,035	-
Other financial liabilities - current (Note 19)	671,927	5	686,010	6
Other current liabilities	<u>53,770</u>	<u>-</u>	<u>22,224</u>	<u>-</u>
Total current liabilities	<u>4,715,388</u>	<u>32</u>	<u>5,021,697</u>	<u>41</u>
<b>NONCURRENT LIABILITIES</b>				
Deferred tax liabilities (Notes 4 and 24)	123,638	1	90,218	1
Lease liabilities - noncurrent (Notes 4 and 14)	4,468	-	9,449	-
Net defined benefit liabilities (Notes 4 and 20)	26,651	-	42,350	-
Guarantee deposits received	<u>786</u>	<u>-</u>	<u>468</u>	<u>-</u>
Total noncurrent liabilities	<u>155,543</u>	<u>1</u>	<u>142,485</u>	<u>1</u>
Total liabilities	<u>4,870,931</u>	<u>33</u>	<u>5,164,182</u>	<u>42</u>
<b>EQUITY (Note 21)</b>				
Share capital	<u>1,560,743</u>	<u>11</u>	<u>1,274,743</u>	<u>11</u>
Capital surplus	<u>4,370,959</u>	<u>30</u>	<u>1,882,495</u>	<u>16</u>
Retained earnings				
Legal reserve	1,416,754	10	1,300,061	11
Special reserve	25,117	-	46,916	-
Unappropriated earnings	<u>2,868,553</u>	<u>19</u>	<u>2,889,129</u>	<u>24</u>
Total retained earnings	<u>4,310,424</u>	<u>29</u>	<u>4,236,106</u>	<u>35</u>
Other equity	<u>129,142</u>	<u>1</u>	<u>172,873</u>	<u>1</u>
Treasury shares	<u>(567,008)</u>	<u>(4)</u>	<u>(573,240)</u>	<u>(5)</u>
Total equity	<u>9,804,260</u>	<u>67</u>	<u>6,992,977</u>	<u>58</u>
<b>TOTAL</b>	<u>\$ 14,675,191</u>	<u>100</u>	<u>\$ 12,157,159</u>	<u>100</u>

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

# SOFT-WORLD INTERNATIONAL CORPORATION

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 4, 22 and 28)	\$ 3,147,259	100	\$ 3,060,525	100
OPERATING COSTS (Notes 23 and 28)	<u>794,607</u>	<u>25</u>	<u>741,769</u>	<u>24</u>
GROSS PROFIT	<u>2,352,652</u>	<u>75</u>	<u>2,318,756</u>	<u>76</u>
OPERATING EXPENSES (Notes 23 and 28)				
Selling and marketing expenses	1,245,774	40	1,208,647	40
General and administrative expenses	260,964	8	208,327	7
Research and development expenses	43,392	2	42,430	1
Expected credit loss (gain) (Note 7)	<u>4,520</u>	<u>-</u>	<u>(2,151)</u>	<u>-</u>
Total operating expenses	<u>1,554,650</u>	<u>50</u>	<u>1,457,253</u>	<u>48</u>
OPERATING INCOME	<u>798,002</u>	<u>25</u>	<u>861,503</u>	<u>28</u>
NON-OPERATING INCOME AND EXPENSES (Note 23)				
Interest income	69,442	2	64,664	2
Other income	177,084	6	18,997	-
Other gains and losses	15,622	-	(3,555)	-
Finance costs	(332)	-	(423)	-
Share of profit or loss of subsidiaries and associates accounted for using the equity method	<u>275,829</u>	<u>9</u>	<u>112,310</u>	<u>4</u>
Total non-operating income and expenses	<u>537,645</u>	<u>17</u>	<u>191,993</u>	<u>6</u>
PROFIT BEFORE INCOME TAX	1,335,647	42	1,053,496	34
INCOME TAX EXPENSE (Notes 4 and 24)	<u>196,215</u>	<u>6</u>	<u>193,670</u>	<u>6</u>
NET PROFIT FOR THE YEAR	<u>1,139,432</u>	<u>36</u>	<u>859,826</u>	<u>28</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 20)	5,729	-	(1,436)	-
Unrealized (loss) income on investments in equity instruments at FVTOCI (Note 21)	(87,340)	(3)	178,912	6
Share of other comprehensive income of subsidiaries and associates accounted for using the equity method	14,022	1	75,892	2
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 24)	<u>\$ (1,146)</u>	<u>-</u>	<u>\$ 287</u>	<u>-</u>

(Continued)

# SOFT-WORLD INTERNATIONAL CORPORATION

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:	<u>(68,735)</u>	<u>(2)</u>	<u>253,655</u>	<u>8</u>
Exchange differences on translating foreign operations (Note 21)	49,046	2	(5,054)	-
Share of other comprehensive loss of subsidiaries and associates accounted for using equity method	9,246	-	(1,261)	-
Income tax relating to items that may be reclassified subsequently to profit or loss (Note 24)	<u>(9,809)</u>	<u>-</u>	<u>1,011</u>	<u>-</u>
	<u>48,483</u>	<u>2</u>	<u>(5,304)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(20,252)</u>	<u>-</u>	<u>248,351</u>	<u>8</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,119,180</u>	<u>36</u>	<u>\$ 1,108,177</u>	<u>36</u>
EARNINGS PER SHARE (Note 25)				
Basic	<u>\$ 7.75</u>		<u>\$ 7.09</u>	
Diluted	<u>\$ 7.72</u>		<u>\$ 7.06</u>	

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

(Concluded)

SOFT-WORLD INTERNATIONAL CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

	Share Capital	Capital Surplus	Retained Earnings			Other Equity		Subtotal	Treasury Shares	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at FVTOCI			
BALANCE AT JANUARY 1, 2023	\$ 1,274,743	\$ 1,842,281	\$ 1,214,851	\$ 25,117	\$ 2,717,604	\$ (19,578)	\$ 251,201	\$ 231,623	\$ (515,770)	\$ 6,790,449
Appropriation of 2022 earnings (Note 21)										
Legal reserve	-	-	85,210	-	(85,210)	-	-	-	-	-
Special reserve	-	-	-	21,799	(21,799)	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(888,393)	-	-	-	-	(888,393)
	-	-	85,210	21,799	(995,402)	-	-	-	-	(888,393)
Net profit in 2023	-	-	-	-	859,826	-	-	-	-	859,826
Other comprehensive income (loss) in 2023, net of income tax	-	-	-	-	(341)	(5,304)	253,996	248,692	-	248,351
	-	-	-	-	859,485	(5,304)	253,996	248,692	-	1,108,177
Total comprehensive income (loss) in 2023	-	-	-	-	859,485	(5,304)	253,996	248,692	-	1,108,177
Purchase of the Corporation’ s shares by subsidiaries	-	-	-	-	-	-	-	-	(57,523)	(57,523)
Adjustments of capital surplus for the Corporation’ s cash dividends received by subsidiaries	-	39,511	-	-	-	-	-	-	-	39,511
Changes in percentage of ownership interests in subsidiaries	-	703	-	-	-	-	-	-	53	756
Disposal of investment in equity instruments designated as at FVTOCI (Note 21)	-	-	-	-	307,442	-	(307,442)	(307,442)	-	-
	1,274,743	1,882,495	1,300,061	46,916	2,889,129	(24,882)	197,755	172,873	(573,240)	6,992,977
BALANCE AT DECEMBER 31, 2023	1,274,743	1,882,495	1,300,061	46,916	2,889,129	(24,882)	197,755	172,873	(573,240)	6,992,977
Appropriation of 2023 earnings (Note 21)										
Legal reserve	-	-	116,693	-	(116,693)	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(1,088,593)	-	-	-	-	(1,088,593)
Reversal of special reserve	-	-	-	(21,799)	21,799	-	-	-	-	-
	-	-	116,693	(21,799)	(1,183,487)	-	-	-	-	(1,088,593)
Cash dividends from capital surplus (Note 21)	-	(311,027)	-	-	-	-	-	-	-	(311,027)
Net profit in 2024	-	-	-	-	1,139,432	-	-	-	-	1,139,432
Other comprehensive income (loss) in 2024, net of income tax	-	-	-	-	10,027	48,483	(78,762)	(30,279)	-	(20,252)
	-	-	-	-	1,149,459	48,483	(78,762)	(30,279)	-	1,119,180
Total comprehensive income (loss) in 2024	-	-	-	-	1,149,459	48,483	(78,762)	(30,279)	-	1,119,180
Issue of ordinary share, others (Note 21)	286,000	2,708,992	-	-	-	-	-	-	-	2,994,992
Purchase of the Corporation’ s shares by subsidiaries	-	-	-	-	-	-	-	-	(37,356)	(37,356)
Adjustments of capital surplus for the Corporation’ s cash dividends received by subsidiaries	-	56,227	-	-	-	-	-	-	-	56,227
Changes in percentage of ownership interests in subsidiaries	-	966	-	-	-	-	-	-	96	1,062
Share-based payment (Note 21)	-	33,306	-	-	-	-	-	-	43,492	76,798
Disposal of investment in equity instruments designated as at FVTOCI (Note 21)	-	-	-	-	13,452	-	(13,452)	(13,452)	-	-
	1,560,743	4,370,959	1,416,754	25,117	2,868,553	23,601	105,541	129,142	(567,008)	9,804,260
BALANCE AT DECEMBER 31, 2024	1,560,743	4,370,959	1,416,754	25,117	2,868,553	23,601	105,541	129,142	(567,008)	9,804,260

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

# SOFT-WORLD INTERNATIONAL CORPORATION

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 1,335,647	\$ 1,053,496
Income and expenses		
Depreciation expenses	19,414	17,280
Amortization expenses	5,662	5,089
Expected credit loss (gain)	4,520	(2,151)
Loss on financial assets at FVTPL	1,136	4,931
Finance costs	332	423
Share-based compensation	31,848	-
Interest income	(69,442)	(64,664)
Dividend income	(160,844)	(7,855)
Share of profit of subsidiaries and associates accounted for using the equity method	(275,829)	(112,310)
Others	4,458	(1,959)
Changes in operating assets and liabilities		
Notes receivable	73	(83)
Accounts receivable	(7,879)	(24,115)
Accounts receivable - related parties	18,059	(5,702)
Other receivables	76,562	52,864
Other receivables - related parties	(4,744)	(30,481)
Inventories	(22,997)	29,208
Other current assets	(41,912)	43,485
Other financial assets	441	(23,418)
Contract liabilities	62,020	(50,760)
Notes payable	(3,457)	5,209
Notes payable - related parties	(508)	-
Accounts payable	(81,021)	(3,347)
Accounts payable - related parties	(991)	774
Other payables	(195,938)	(275,508)
Other payables - related parties	(107,005)	106,119
Other financial liabilities	(14,083)	(15,782)
Other current liabilities	31,546	9,413
Net defined benefit liabilities	(9,953)	(14,939)
Cash generated from operations	595,115	695,217
Interest received	69,323	63,868
Dividends received	335,785	93,825
Interest paid	(332)	(423)
Income tax paid	(167,176)	(233,173)
Net cash generated from operating activities	832,715	619,314
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Disposal of financial assets at FVTOCI	16,704	243,899
Proceeds from sale of financial assets at FVTPL	3	-

(Continued)

# SOFT-WORLD INTERNATIONAL CORPORATION

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Acquisition of investments accounted for using the equity method	\$ (7)	\$ (4,000)
Proceeds from sale of subsidiaries	-	21,975
Proceeds from capital reduction of investments accounted for using equity method	174,421	-
Payments for property, plant and equipment	(7,330)	(13,057)
Decrease (increase) in refundable deposits	(680)	717
Payments for intangible assets	(6,034)	(5,291)
Increase in other financial assets	<u>(475,887)</u>	<u>(76,179)</u>
Net cash generated from (used in) investing activities	<u>(298,810)</u>	<u>168,064</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposits received	318	30
Repayment of the principal portion of lease liabilities	(7,077)	(6,854)
Cash dividends distributed	(1,399,620)	(888,393)
Treasury stock transferred to employees	<u>43,364</u>	<u>-</u>
Net cash used in financing activities	<u>(1,363,015)</u>	<u>(895,217)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(829,110)	(107,839)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,691,507</u>	<u>2,799,346</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,862,397</u>	<u>\$ 2,691,507</u>

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

(Concluded)

## **DECLARATION OF CONSOLIDATED FINANCIAL STATEMENTS OF AFFILIATES**

The entities that are required to be included in the consolidated financial statements of affiliates of Soft-World International Corporation for the year ended December 31, 2024 under the “Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” are the same as those included in the consolidated financial statements of parent and subsidiary companies prepared in conformity with International Financial Reporting Standard No. 10, “Consolidated Financial Statements”. In addition, relevant information required to be disclosed in the consolidated financial statements of affiliates has all been included in the consolidated financial statements of parent and subsidiary companies. Consequently, Soft-World International Corporation and its subsidiaries did not prepare a separate set of consolidated financial statements of affiliates.

Very truly yours,

Soft-World International Corporation

By

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Wang, Chin - Po  
Chairman

February 26, 2025



## INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
Soft-World International Corporation

### Opinion

We have audited the accompanying consolidated financial statements of Soft-World International Corporation (the "Corporation") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing 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 Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2024 is described as follows:

#### Revenue recognition - MyCard transactions

The Corporation is an agent in its exclusive card (MyCard) transactions. Net service revenue is recognized at the time customers use MyCard in exchange for game points. Please refer to Note 4 of the consolidated financial statements. We considered the risk of material misstatement of the recognition of revenue as the risk of incorrect calculation of the aforementioned game points and the amount needed to be transferred to the related game operators. Therefore, we focused on the accuracy of revenue recognized from MyCard transactions.

The main audit procedures that we performed included the following:

1. We obtained an understanding of and tested the operating effectiveness of the internal controls of the MyCard internet platform and the interface control between MyCard and the ERP system;
2. We implemented computer-assisted audit techniques and tested the process by which MyCard points were deposited, exchanged and consumed. We also verified the amount from MyCard points exchanged that needed to be transferred to the related game operators and confirmed that the net service revenue amounts had been recorded appropriately.

### **Other Matter**

We have also audited the parent company only financial statements of the Corporation as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chiu-Yen Wu and Chen-Li Chen.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 26, 2025

#### Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.*

# SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	December 31, 2024		December 31, 2023	
ASSETS	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 4,020,788	21	\$ 5,154,491	30
Contract assets - current (Note 24)	2,920	-	4,446	-
Notes receivable (Notes 4 and 7)	841	-	578	-
Accounts receivable, net (Notes 4, 7 and 30)	281,501	1	313,785	2
Other receivables (Notes 4, 7 and 30)	1,593,225	8	1,654,193	10
Current tax assets (Notes 4 and 26)	9,180	-	7,999	-
Inventories (Notes 4 and 8)	46,993	-	28,631	-
Other financial assets - current (Notes 9 and 31)	7,888,121	41	7,102,790	42
Other current assets (Note 7)	<u>707,083</u>	<u>4</u>	<u>822,501</u>	<u>5</u>
Total current assets	<u>14,550,652</u>	<u>75</u>	<u>15,089,414</u>	<u>89</u>
<b>NONCURRENT ASSETS</b>				
Financial assets at fair value through profit or loss (FVTPL) - noncurrent (Notes 4 and 10)	4,005	-	5,144	-
Financial assets at fair value through other comprehensive income (FVTOCI) - noncurrent (Notes 4 and 11)	3,284,375	17	387,742	3
Investments accounted for using the equity method (Notes 4 and 13)	39,682	-	39,605	-
Property, plant and equipment (Notes 4, 14 and 31)	341,110	2	362,293	2
Right-of-use assets (Notes 4 and 15)	47,614	-	45,659	-
Investment properties (Notes 4, 16 and 31)	42,111	-	35,246	-
Goodwill (Notes 4 and 5)	457,621	3	457,621	3
Other intangible assets (Notes 4 and 17)	18,272	-	26,549	-
Deferred tax assets (Notes 4, 5 and 26)	16,602	-	20,525	-
Refundable deposits	27,846	-	26,894	-
Net defined benefit assets (Notes 4 and 22)	40,104	-	28,801	-
Other financial assets - noncurrent (Notes 9 and 31)	603,215	3	399,658	3
Other noncurrent assets	<u>526</u>	<u>-</u>	<u>526</u>	<u>-</u>
Total noncurrent assets	<u>4,923,083</u>	<u>25</u>	<u>1,836,263</u>	<u>11</u>
<b>TOTAL</b>	<u>\$ 19,473,735</u>	<u>100</u>	<u>\$ 16,925,677</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Contract liabilities - current (Note 24)	\$ 261,428	1	\$ 201,172	1
Notes payable (Notes 18 and 30)	8,050	-	12,209	-
Accounts payable (Notes 18 and 30)	213,947	1	336,140	2
Other payables (Notes 19 and 30)	4,084,236	21	4,113,065	24
Current tax liabilities (Notes 4 and 26)	105,124	1	89,528	1
Lease liabilities - current (Notes 4 and 15)	26,923	-	29,045	-
Other financial liabilities - current (Notes 4 and 20)	792,240	4	815,880	5
Other current liabilities (Note 21)	<u>2,694,453</u>	<u>14</u>	<u>2,898,917</u>	<u>17</u>
Total current liabilities	<u>8,186,401</u>	<u>42</u>	<u>8,495,956</u>	<u>50</u>
<b>NONCURRENT LIABILITIES</b>				
Deferred tax liabilities (Notes 4 and 26)	131,785	1	97,786	1
Lease liabilities - noncurrent (Notes 4 and 15)	21,370	-	17,403	-
Net defined benefit liabilities (Notes 4 and 22)	26,651	-	42,350	-
Guarantee deposits received	<u>101,466</u>	<u>-</u>	<u>98,269</u>	<u>1</u>
Total noncurrent liabilities	<u>281,272</u>	<u>1</u>	<u>255,808</u>	<u>2</u>
Total liabilities	<u>8,467,673</u>	<u>43</u>	<u>8,751,764</u>	<u>52</u>
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Note 23)</b>				
Share capital	<u>1,560,743</u>	<u>8</u>	<u>1,274,743</u>	<u>7</u>
Capital surplus	<u>4,370,959</u>	<u>23</u>	<u>1,882,495</u>	<u>11</u>
Retained earnings				
Legal reserve	1,416,754	7	1,300,061	8
Special reserve	25,117	-	46,916	-
Unappropriated earnings	<u>2,868,553</u>	<u>15</u>	<u>2,889,129</u>	<u>17</u>
Total retained earnings	<u>4,310,424</u>	<u>22</u>	<u>4,236,106</u>	<u>25</u>
Other equity	<u>129,142</u>	<u>1</u>	<u>172,873</u>	<u>1</u>
Treasury shares	<u>(567,008)</u>	<u>(3)</u>	<u>(573,240)</u>	<u>(3)</u>
Total equity attributable to owners of the Corporation	9,804,260	51	6,992,977	41
<b>NON-CONTROLLING INTERESTS (Note 25)</b>	<u>1,201,802</u>	<u>6</u>	<u>1,180,936</u>	<u>7</u>
Total equity	<u>11,006,062</u>	<u>57</u>	<u>8,173,913</u>	<u>48</u>
<b>TOTAL</b>	<u>\$ 19,473,735</u>	<u>100</u>	<u>\$ 16,925,677</u>	<u>100</u>

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

# SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 4, 24 and 30)	\$ 6,774,342	100	\$ 6,249,393	100
OPERATING COSTS (Notes 4, 25 and 30)	<u>3,176,052</u>	<u>47</u>	<u>3,033,283</u>	<u>48</u>
GROSS PROFIT	<u>3,598,290</u>	<u>53</u>	<u>3,216,110</u>	<u>52</u>
OPERATING EXPENSES (Notes 25 and 30)				
Selling and marketing expenses	1,664,575	25	1,537,589	25
General and administrative expenses	419,431	6	365,441	6
Research and development expenses	312,365	5	284,204	4
Expected credit loss (Notes 7 and 24)	<u>26,965</u>	<u>-</u>	<u>54,014</u>	<u>1</u>
Total operating expenses	<u>2,423,336</u>	<u>36</u>	<u>2,241,248</u>	<u>36</u>
OPERATING INCOME	<u>1,174,954</u>	<u>17</u>	<u>974,862</u>	<u>16</u>
NON-OPERATING INCOME AND EXPENSES (Note 25)				
Interest income	147,821	2	127,169	2
Other income	194,330	3	42,975	-
Other gains and losses	(23,579)	-	(12,160)	-
Finance costs	(1,236)	-	(1,586)	-
Share of gain of associates accounted for using the equity method	<u>1,736</u>	<u>-</u>	<u>1,281</u>	<u>-</u>
Total non-operating income and expenses	<u>319,072</u>	<u>5</u>	<u>157,679</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	1,494,026	22	1,132,541	18
INCOME TAX EXPENSE (Notes 4 and 26)	<u>255,960</u>	<u>4</u>	<u>237,660</u>	<u>4</u>
NET PROFIT FOR THE YEAR	<u>1,238,066</u>	<u>18</u>	<u>894,881</u>	<u>14</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 22)	16,447	-	439	-
Unrealized (loss) income on investments in equity instruments at FVTOCI (Note 23)	(81,223)	(1)	258,965	4
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 26)	<u>(3,290)</u>	<u>-</u>	<u>(88)</u>	<u>-</u>
	<u>(68,066)</u>	<u>(1)</u>	<u>259,316</u>	<u>4</u>

(Continued)

# SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations (Note 23)	\$ 69,682	1	\$ (7,714)	-
Income tax relating to items that may be reclassified subsequently to profit or loss (Note 26)	(9,809)	-	1,011	-
	<u>59,873</u>	<u>1</u>	<u>(6,703)</u>	<u>-</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(8,193)</u>	<u>-</u>	<u>252,613</u>	<u>4</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,229,873</u>	<u>18</u>	<u>\$ 1,147,494</u>	<u>18</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 1,139,432	17	\$ 859,826	14
Non-controlling interests	<u>98,634</u>	<u>1</u>	<u>35,055</u>	<u>-</u>
	<u>\$ 1,238,066</u>	<u>18</u>	<u>\$ 894,881</u>	<u>14</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 1,119,180	16	\$ 1,108,177	18
Non-controlling interests	<u>110,693</u>	<u>2</u>	<u>39,317</u>	<u>-</u>
	<u>\$ 1,229,873</u>	<u>18</u>	<u>\$ 1,147,494</u>	<u>18</u>
EARNINGS PER SHARE (Note 27)				
Basic	<u>\$ 7.75</u>		<u>\$ 7.09</u>	
Diluted	<u>\$ 7.72</u>		<u>\$ 7.06</u>	

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

(Concluded)

SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Corporation											
						Other Equity		Subtotal	Treasury shares	Total	Non-controlling Interests	Total Equity
	Share Capital	Capital Surplus	Retained Earnings		Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at FVTOCI					
			Legal Reserve	Special Reserve								
BALANCE AT JANUARY 1, 2023	\$ 1,274,743	\$ 1,842,281	\$ 1,214,851	\$ 25,117	\$ 2,717,604	\$ (19,578)	\$ 251,201	\$ 231,623	\$ (515,770)	\$ 6,790,449	\$ 1,206,342	\$ 7,996,791
Appropriation of 2022 earnings (Note 23)												
Legal reserve	-	-	85,210	-	(85,210)	-	-	-	-	-	-	-
Special reserve	-	-	-	21,799	(21,799)	-	-	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(888,393)	-	-	-	-	(888,393)	-	(888,393)
	-	-	85,210	21,799	(995,402)	-	-	-	-	(888,393)	-	(888,393)
Cash dividends distributed by subsidiaries (Note 23)	-	-	-	-	-	-	-	-	-	-	(7,668)	(7,668)
Net profit in 2023	-	-	-	-	859,826	-	-	-	-	859,826	35,055	894,881
Other comprehensive income (loss) in 2023, net of income tax	-	-	-	-	(341)	(5,304)	253,996	248,692	-	248,351	4,262	252,613
Total comprehensive income (loss) in 2023	-	-	-	-	859,485	(5,304)	253,996	248,692	-	1,108,177	39,317	1,147,494
Purchase of the Corporation's shares by subsidiaries (Note 23)	-	-	-	-	-	-	-	-	(57,523)	(57,523)	(34,533)	(92,056)
Adjustments of capital surplus for the Corporation's cash dividends received by subsidiaries	-	39,511	-	-	-	-	-	-	-	39,511	-	39,511
Changes in percentage of ownership interests in subsidiaries	-	703	-	-	-	-	-	-	53	756	(756)	-
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(21,766)	(21,766)
Disposal of investment in equity instruments designated as at FVTOCI (Note 11)	-	-	-	-	307,442	-	(307,442)	(307,442)	-	-	-	-
BALANCE AT DECEMBER 31, 2023	1,274,743	1,882,495	1,300,061	46,916	2,889,129	(24,882)	197,755	172,873	(573,240)	6,992,977	1,180,936	8,173,913
Appropriation of 2023 earnings (Note 23)												
Legal reserve	-	-	116,693	-	(116,693)	-	-	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(1,088,593)	-	-	-	-	(1,088,593)	-	(1,088,593)
Reversal of special reserve	-	-	-	(21,799)	21,799	-	-	-	-	-	-	-
	-	-	116,693	(21,799)	(1,183,487)	-	-	-	-	(1,088,593)	-	(1,088,593)
Cash dividends from capital surplus (Note 23)	-	(311,027)	-	-	-	-	-	-	-	(311,027)	-	(311,027)
Cash dividends distributed by the subsidiaries (Note 23)	-	-	-	-	-	-	-	-	-	-	(9,866)	(9,866)
Net profit in 2024	-	-	-	-	1,139,432	-	-	-	-	1,139,432	98,634	1,238,066
Other comprehensive income (loss) in 2024, net of income tax	-	-	-	-	10,027	48,483	(78,762)	(30,279)	-	(20,252)	12,059	(8,193)
Total comprehensive income (loss) in 2024	-	-	-	-	1,149,459	48,483	(78,762)	(30,279)	-	1,119,180	110,693	1,229,873
Issue of ordinary share, others (Note 23)	286,000	2,708,992	-	-	-	-	-	-	-	2,994,992	-	2,994,992
Purchase of the Corporation's shares by subsidiaries (Note 23)	-	-	-	-	-	-	-	-	(37,356)	(37,356)	(22,426)	(59,782)
Adjustments of capital surplus for the Corporation's cash dividends received by subsidiaries	-	56,227	-	-	-	-	-	-	-	56,227	-	56,227
Changes in percentage of ownership interests in subsidiaries	-	966	-	-	-	-	-	-	96	1,062	(1,062)	-
Share-based payment (Note 23)	-	33,306	-	-	-	-	-	-	43,492	76,798	534	77,332
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(57,007)	(57,007)
Disposal of investment in equity instruments designated as at FVTOCI (Note 11)	-	-	-	-	13,452	-	(13,452)	(13,452)	-	-	-	-
BALANCE AT DECEMBER 31, 2024	\$ 1,560,743	\$ 4,370,959	\$ 1,416,754	\$ 25,117	\$ 2,868,553	\$ 23,601	\$ 105,541	\$ 129,142	\$ (567,008)	\$ 9,804,260	\$ 1,201,802	\$ 11,006,062

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

# SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 1,494,026	\$ 1,132,541
Income and expenses		
Depreciation expenses	58,857	62,113
Amortization expenses	25,206	44,154
Expected credit loss	26,965	54,014
Loss on financial assets at FVTPL	1,136	4,931
Finance costs	1,236	1,586
Interest income	(147,821)	(127,169)
Dividend income	(160,844)	(8,359)
Share-based compensation	33,968	-
Share of profit of associates accounted for using the equity method	(1,736)	(1,281)
Loss (gain) on disposal of property, plant and equipment	8,337	(5)
Others	(17,215)	(1,970)
Changes in operating assets and liabilities		
Contract assets	1,526	(1,311)
Notes receivable	(263)	(578)
Accounts receivable	28,660	42,922
Other receivables	57,683	(13,369)
Inventories	512	35,069
Other current assets	96,555	(197,457)
Other financial assets	65,918	(190,805)
Contract liabilities	60,256	(74,771)
Notes payable	(4,159)	5,132
Accounts payable	(122,193)	(23,142)
Other payables	(29,248)	(251,818)
Other financial liabilities	(23,640)	15,054
Other current liabilities	(204,464)	332,667
Net defined benefit liabilities	(10,538)	(16,525)
Cash generated from operations	1,238,720	821,623
Interest received	145,832	123,355
Dividends received	160,844	8,359
Interest paid	(1,236)	(1,586)
Income tax paid	(216,722)	(275,125)
Net cash generated from operating activities	<u>1,327,438</u>	<u>676,626</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at FVTOCI	-	(9,975)
Proceeds from disposal of financial assets at FVTOCI	17,136	404,350
Proceeds from sale of financial assets at FVTPL	3	-
Payments for property, plant and equipment	(15,074)	(17,026)
Proceeds from disposal of property, plant and equipment	38	18
(Increase) decrease in refundable deposits	(952)	1,990
Payments for intangible assets	(16,729)	(23,714)

(Continued)



# SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Proceeds from disposal of intangible assets	\$ -	\$ 3
Increase in other financial assets	<u>(1,054,806)</u>	<u>(364,775)</u>
Net cash used in investing activities	<u>(1,070,384)</u>	<u>(9,129)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposits received	3,197	2,413
Repayment of the principal portion of lease liabilities	(35,487)	(34,738)
Cash dividends distributed	(1,343,393)	(848,882)
Acquisition of the parent company's shares held by subsidiaries	(59,782)	(92,056)
Treasury stock transferred to employees	43,364	-
Changes in non-controlling interests	<u>(66,873)</u>	<u>(29,434)</u>
Net cash used in financing activities	<u>(1,458,974)</u>	<u>(1,002,697)</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>68,217</u>	<u>(7,356)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,133,703)	(342,556)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>5,154,491</u>	<u>5,497,047</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 4,020,788</u>	<u>\$ 5,154,491</u>

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

(Concluded)

## Attachment 3

### Soft-World International Corporation Earnings Appropriation Statement 2024

Unit: NTD

Item	Amount	
	Subtotal	Total
2024 Net Profit		1,139,432,020
The defined benefit plans re-measured amount is recognized in the “retained earnings” account.		10,027,534
Upon disposal of investments in equity instruments measured at fair value through other comprehensive income, the cumulative gain or loss is transferred directly to retained earnings.		13,452,240
Sum of net profit before tax of the current period plus other items other than net profit after tax of the current period recognized as undistributed retained earnings of the current year		1,162,911,794
Legal reserve (10%)		(116,291,179)
<b>Earnings in 2024 Available for Distribution</b>		1,046,620,615
Opening undistributed earnings		1,705,641,357
Accumulated earnings available for distribution at the end of 2024		2,752,261,972
Distribution		
Shareholders’ cash dividends (NT\$7.5/share)		1,170,557,490
Closing undistributed earnings		1,581,704,482

**Note 1. The dividend distribution of the Company is calculated and rounded up to the dollar in accordance with 156,074,332 outstanding common stock shares issued by February 26, 2025. Should the Company buy back its shares, transfer treasury stocks to employees, have a capital increase by cash or engage in any transactions that affect the number of outstanding shares before the dividend base date, the chairman shall be authorized to make the necessary changes with regard to dividend payout per shareholder.**

**2. Earnings in 2024 is distributed in priority.**

Chairman: WANG, CHIN-PO    Manager: WANG, CHIN-PO    Chief accountant: HUANG, YA-CHUAN

## Attachment 4

### Soft-World International Corporation

#### The comparison table of the Articles of Incorporation before and after amendments

Clause	Clauses after the amendment	Clauses before the amendment	Amendment's basis and reasons
Article 13	<p>The company should appoint five to fifteen directors (at least one director of a different gender). The term of office should be three years. Each director may be reelected. Among the number of the directors in the preceding paragraph, the number of independent directors shall not be less than 3 persons, and shall not be less than one-third of the number of the directors.</p> <p>Elections of the Company's directors shall proceed using the cumulative single-registered method. Each share is vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or spread across multiple candidates. Candidates receiving the highest number of votes are elected as directors.</p> <p>The entire body of the directors shall be elected by the shareholders using the nomination system from the list of nominated candidates, with independent and non-independent directors elected at the same time, but in separately calculated numbers.</p> <p>Pursuant to the preceding paragraph, the method of candidates' nomination and announcement shall be conducted in accordance with the applicable laws of the Company Act and the Securities and Exchange Act.</p>	<p>The company should appoint five to fifteen directors (at least one director of a different gender). The term of office should be three years. Each director may be reelected. Among the number of the directors in the preceding paragraph, the number of independent directors shall not be less than 3 persons, and shall not be less than one-fifth of the number of the directors.</p> <p>Elections of the Company's directors shall proceed using the cumulative single-registered method. Each share is vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or spread across multiple candidates. Candidates receiving the highest number of votes are elected as directors.</p> <p>The entire body of the directors shall be elected by the shareholders using the nomination system from the list of nominated candidates, with independent and non-independent directors elected at the same time, but in separately calculated numbers.</p> <p>Pursuant to the preceding paragraph, the method of candidates' nomination and announcement shall be conducted in accordance with the applicable laws of the Company Act and the Securities and Exchange Act.</p>	The relevant contents are amended in accordance with the Operation Directions for Establishment and Exercise of Powers of Board of Directors.
Article 22-1	<p>If the Company makes a profit in a year, no less than 2% of the profit shall be distributed as remuneration to employees (<u>no less than 20% of the profit shall be distributed as remuneration to entry-level employees</u>) and no more than 2% of the profit shall be distributed as remuneration to</p>	<p>If the Company makes a profit in a year, no less than 2% of the profit shall be distributed as remuneration to employees and no more than 2% of the profit shall be distributed as remuneration to directors. The distribution of remuneration to employees and directors shall be</p>	The relevant contents are amended in accordance with Paragraph 6, Article 14 of the Securities

Clause	Clauses after the amendment	Clauses before the amendment	Amendment's basis and reasons
	<p>directors. The distribution of remuneration to employees and directors shall be reported to the shareholders' meeting. However, if the Company still as accumulated losses, the amount shall be retained for compensation, and then appropriated as remuneration to employees, directors based on the percentages mentioned above.</p> <p>The Board of Directors will resolve to distribute the preceding employees' compensation in the form of shares or in cash. The recipients may include employees of controlled companies or affiliates who have met certain conditions. Such conditions shall be specified by the Board of Directors.</p>	<p>reported to the shareholders' meeting. However, if the Company still as accumulated losses, the amount shall be retained for compensation, and then appropriated as remuneration to employees, directors based on the percentages mentioned above.</p> <p>The Board of Directors will resolve to distribute the preceding employees' compensation in the form of shares or in cash. The recipients may include employees of controlled companies or affiliates who have met certain conditions. Such conditions shall be specified by the Board of Directors.</p>	and Exchange Act.
Article 24	<p>This Articles of Incorporation was created on April 20, 1983; the 1<sup>st</sup> amendment was made on October 4, 1984; the 2<sup>nd</sup> amendment was made on November 26, 1988 ...(Omitted)... the 30<sup>th</sup> amendment was made on June 23, 2016; the 31<sup>st</sup> amendment was made on June 22, 2017; the 32<sup>nd</sup> amendment was made on June 18, 2019; the 33<sup>rd</sup> amendment was made on July 30, 2021; the 34<sup>th</sup> amendment was made on June 21, 2022; the 35<sup>th</sup> amendment was made on June 24, 2024; and the 36<sup>th</sup> amendment was made on June 19, 2025.</p>	<p>This Articles of Incorporation was created on April 20, 1983; the 1<sup>st</sup> amendment was made on October 4, 1984; the 2<sup>nd</sup> amendment was made on November 26, 1988 ...(Omitted)... the 30<sup>th</sup> amendment was made on June 23, 2016; the 31<sup>st</sup> amendment was made on June 22, 2017; the 32<sup>nd</sup> amendment was made on June 18, 2019; the 33<sup>rd</sup> amendment was made on July 30, 2021; the 34<sup>th</sup> amendment was made on June 21, 2022; and the 35<sup>th</sup> amendment was made on June 24, 2024.</p>	Add amendment date

## Attachment 5

### Soft-World International Corporation Candidates list for the independent director

Nominated by: Board of Directors

Serial No.	Nominee Name	Education	Work Experience	Current position	Shareholding (number of shares) Note
1	CHIU, HUI-YIN	Graduate Institute of Accounting, National Taiwan University Department of Accounting, National Chengchi University	Certified Public Accountant, Deloitte & Touche Partner Accountant of Deloitte & Touche Partner CPA of HsinDa United CPAs	Independent director of Acter Group Corporation Limited Independent director of Nova Technology Corp. Chairman of Li Jung Investment Co., Ltd. Partner Accountant of Weiyu CPA Firm	0

Note: The numbers of shares are calculated as of the closing date of the 2025 shareholders meeting on April 21, 2025.

## Appendix 1

# Articles of Association of Soft-World International Corporation

## Chapter 1 General Provisions

- Article 1: The Company is incorporated according to the Company Act, is named 智冠科技股份有限公司 and English as “SOFT-WORLD INTERNATIONAL CORPORATION.”
- Article 2: The Company's industry classifications are:
1. F218010 Retail Sale of Computer Software.
  2. CC01110 Computer and Peripheral Equipment Manufacturing.
  3. F118010 Wholesale of Computer Software.
  4. I301010 Information Software Services.
  5. F113070 Wholesale of Telecommunication Apparatus.
  6. I301030 Electronic Information Supply Services.
  7. E701010 Telecommunications Engineering.
  8. F401010 International Trade.
  9. J303010 Magazine (Periodical) Publishing.
  10. I401010 General Advertisement Service.
  11. J602010 Performing Arts Activities.
  12. J305010 Audio Publishing.
  13. F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
  14. F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
  15. JZ99050 Agency Services.
  16. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company may provide the guarantee or reinvestment to external companies in the same industry due to the business requirement. In such event, the restriction for investment amount not to exceed 40% of the paid-in capital of the Company stipulated in Article 13 of the Company Act is not applicable.
- Article 4: The Company is located in Kaohsiung and may establish branches at home or abroad as necessary by the resolution of the board of the directors.
- Article 5: Deleted.

## Chapter 2 Shares

- Article 6: The authorized capital of the Company is NT\$3 billion, divided into 300 million shares with NT\$10 of par value. The total number of shares may be issued in installments. The unissued shares shall authorize the board of directors to resolve for issue according to actual demand.
- The total authorized capital in the first paragraph shall reserve NT\$150 million for the issue of share subscription warrant, bond with attached warrant or preferred stocks with attached warrants, totaling 15 million shares, and NT\$10 per share that may be issued in installments according to the resolution of the board of directors. The Company may, by resolution of the shareholders' meeting, transfer the shares to employees at a price lower than the average price of the actual buy back shares, or issue the employee stock warrant at an exercise price lower than market.
- The transferee of repurchased shares, employees eligible for employee stock options, employees purchasing new capital stock, and employees eligible for new restricted shares, including employees of controlling companies and affiliates meeting certain conditions, such conditions shall be specified by the Board of Directors.
- Article 7: The company is exempt from printing physical stocks. The company should register with the central deposit business institute and follow the regulations of such institute.
- Article 8: The renaming and registration of the shareholder shall be suspended within 60 days prior

to the convening date of the general shareholders meeting, or within 30 days prior to the convening date of the special shareholders meeting or within 5 days prior to the target date fixed by the company for distribution of dividends, bonus or other benefits.

### Chapter 3 Meeting of shareholders

- Article 9: The shareholders meeting is divided into a regular meeting and special meeting. The general meeting shall be held once a year and is convened by the board of directors within 6 months after the end of the fiscal year. Special sessions will be called for under law where necessary.
- The shareholders' meeting can be held by means of a visual communication network or other methods promulgated by the central competent authority, which is to be processed in accordance with the regulations of the securities' competent authority.
- In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.
- Article 9-1: The shareholders meeting shall be convened by the board of directors and chaired by the chairman. In the absence of the chairman, the chairman shall appoint one of the directors to act on his behalf. If no one is appointed, one of the directors shall be elected to act instead. If convened by a person other than the board of directors, the convener shall act as chairman. And, if there are more than 2 conveners, the conveners shall elect one of them as chairman.
- Article 10: When a shareholder is unable to attend the shareholders meeting for any reason, he or she may execute a power of attorney issued by the company, stating the scope of delegation, to appoint a proxy to attend the shareholders meeting. In addition, pursuant to Article 177 of the Company Act, the method of the shareholder's entrustment attendance shall be conducted in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders Meetings of Public Companies" announced by the governing authority.
- Article 11: The resolution of the shareholders meeting, unless otherwise regulated by laws, shall be attended by the shareholders representing more than half of the total number of issued shares in person or by proxy, and approved by more than half of voting rights of the attending shareholders.
- Article 11-1: The resolution of the shareholders meeting shall be made into meeting minutes and shall be conducted in accordance with Article 183 of the Company Act.
- Article 12: Each shareholder of the Company has one vote per share, but there are no voting rights, in event of the occurrence of such events stated in Article 179 of the Company Act.

### Chapter 4 Directors and audit committee

- Article 13: The company should appoint five to fifteen directors (at least one director of a different gender). The term of office should be three years. Each director may be reelected. Among the number of the directors in the preceding paragraph, the number of independent directors shall not be less than 3 persons, and shall not be less than one-fifth of the number of the directors.
- Elections of the Company's directors shall proceed using the cumulative single-registered method. Each share is vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or spread across multiple candidates. Candidates receiving the highest number of votes are elected as directors.
- The entire body of the directors shall be elected by the shareholders using the nomination system from the list of nominated candidates, with independent and non-independent directors elected at the same time, but in separately calculated numbers.
- Pursuant to the preceding paragraph, the method of candidates' nomination and announcement shall be conducted in accordance with the applicable laws of the Company Act and the Securities and Exchange Act.

- Article 13-1: The board of directors shall convene at least once a quarter. The convening shall be notified to all directors with detailed agenda 7 days before the meeting; however, the meeting can be convened with shorter notice in case of any emergency.  
The convening of the board of directors of the Company may be notified in writing, by e-mail or fax.
- Article 14: The directors construct the board of directors, with the attendance of more than two-thirds of the directors and the consent of more than one-half of the attending directors to appoint one of the directors to be chairman who will represent the Company in performing all business.
- Article 14-1: When the chairman is unable to perform the duties due to leave or other reasons, the acting chairman shall be decided in accordance with Article 208 of the Company Act.
- Article 14-2: For the directors to attend and entrust to attend the board of the directors, the entrustment shall be conducted in accordance with Article 205 of the Company Act.
- Article 15: When the vacancy of the directors reaches one-third, the board of directors shall convene the special shareholders meeting by law for by-election.
- Article 16: Regardless of operating profit or loss, the board of directors may be authorized to determine the remuneration of all directors according to the general standard in the same industry.
- Article 17: The company set up the audit committee pursuant to Article 14-4 of the Securities and Exchange Act. The audit committee should consist of all independent directors. The audit committee or the committee members are responsible for performing the duties of supervisors under the Company Act, Securities and Exchange Act, and other laws.
- Article 17-1: The company may purchase director liability insurance to reduce the risks arising from the claim by shareholders or other stakeholders against the directors for their performance of statutory duties.

## Chapter 5 Manager

- Article 18: The Company may set up one president, whose recruitment, dismissal and remuneration shall be pursuant to the applicable regulations of the Company Act.
- Article 19: The board of directors may employ CPAs and attorneys as consultants according to the demand of the business; their compensation shall be determined by the board of directors.

## Chapter 6 Accounting

- Article 20: The Company stipulates that the fiscal year is from January 1st to December 31st of every year.
- Article 21: At the end of each fiscal year, the board of directors shall prepare the following reports, and they shall be submitted to the general shareholders meeting:
1. Business Report
  2. Financial statements
  3. Proposal for earnings distribution or loss offset
- Article 22: If the Company makes a profit in a year, no less than 2% of the profit shall be distributed as remuneration to employees and no more than 2% of the profit shall be distributed as remuneration to directors. The distribution of remuneration to employees and directors shall be reported to the shareholders' meeting. However, if the Company still as accumulated losses, the amount shall be retained for compensation, and then appropriated as remuneration to employees, directors based on the percentages mentioned above.  
The Board of Directors will resolve to distribute the preceding employees' compensation in the form of shares or in cash. The recipients may include employees of controlled companies or affiliates who have met certain conditions. Such conditions shall be specified by the Board of Directors.
- Article 22-1: The company should distribute surplus or compensate loss at the end of each quarter. If there is any surplus after the quarterly settlement, the amount shall be reserved for the estimated tax amount, compensation of loss, employees' compensation and directors' remuneration; then 10% appropriated for legal reserve unless the legal reserve has equaled



the company's paid-in capital, in such case, the company shall recognize or reverse special earnings. If there is any amount remaining, the Board of Directors shall prepare the proposal of distributing surplus, where the proposal shall be executed after resolution by the Board of Directors for cash distribution, or by the shareholders meeting for stock distribution.

If there is any surplus after the annual settlement, the amount shall be used to pay the tax, compensate loss, then 10% appropriated for legal reserve unless the legal reserve has equaled the company's paid-in capital, in such case, the company shall recognize or reverse special earnings. Any amount remained shall be deemed as distributable earnings, which may be distributed along with the distributable earnings at the beginning of the period. The Board of Directors shall prepare the earnings distribution plan according to the stock dividend policy, and distribute stock dividends after resolution of the shareholders meeting.

The Company may, in accordance with the provisions of Article 240 of the Company Act, by a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of outstanding shares, distribute dividends and bonuses in whole or in part in the form of cash. Alternatively, the Company may distribute legal reserve and additional paid-in capital in cash in accordance with the provisions of Article 241 of the Company Act and then report it to the shareholders' meeting. In consideration of the need for future expansion and R&D and coordination with the macro environment and industry characteristics for sustainable development and long-term profits for shareholders, dividends are appropriated based on the accumulated distributable earnings, provided the amount shall not be lower than 15% of the distributable earnings of the year under our dividend policy. However, no dividend will be distributed when the amount of accumulated distributed earnings is lower than 25% of the amount of paid-in capital. Dividends are released in either cash or stock, provided the amount of cash dividend shall not be lower than 10% of the total amount of dividends.

## Chapter 7 Additional Provisions

Article 23: Any matters that are not mentioned herein shall be conducted according to the applicable laws and regulations.

Article 24: This Articles of Incorporation was created on April 20, 1983; the 1<sup>st</sup> amendment was made on October 4, 1984; the 2<sup>nd</sup> amendment was made on November 26, 1988; the 3<sup>rd</sup> amendment was made on December 11, 1989, the 4<sup>th</sup> amendment was made on August 15, 1994; the 5<sup>th</sup> amendment was made on June 25, 1996; the 6<sup>th</sup> amendment was made on September 20, 1996; the 7<sup>th</sup> amendment was made on October 5, 1997, the 8<sup>th</sup> amendment was made on November 20, 1997; the 9<sup>th</sup> amendment was made on July 11, 1998; the 10<sup>th</sup> amendment was made on July 31, 1998; the 11<sup>th</sup> amendment was made on June 21, 1999; the 12<sup>th</sup> amendment was made on June 16, 2000, the 13<sup>th</sup> amendment was made on June 15, 2001; the 14<sup>th</sup> amendment was made on June 18, 2002; the 15<sup>th</sup> amendment was made on June 18, 2002; the 16<sup>th</sup> amendment was made on June 25, 2003; the 17<sup>th</sup> amendment was made on June 25, 2003; the 18<sup>th</sup> amendment was made on June 4, 2004; the 19<sup>th</sup> amendment was made on June 4, 2004; the 20<sup>th</sup> amendment was made on June 22, 2005; the 21<sup>st</sup> amendment was made on June 22, 2005; the 22<sup>nd</sup> amendment was made on June 23, 2006; the 23<sup>rd</sup> amendment was made on June 26, 2007; the 24<sup>th</sup> amendment was made on June 26, 2007; the 25<sup>th</sup> amendment was made on June 19, 2008; the 26<sup>th</sup> amendment was made on June 19, 2009, the 27<sup>th</sup> amendment was made on June 17, 2010, the 28<sup>th</sup> amendment was made on June 17, 2011; the 29<sup>th</sup> amendment was made on June 27, 2012; the 30<sup>th</sup> amendment was made on June 23, 2016; the 31<sup>st</sup> amendment was made on June 22, 2017; the 32<sup>nd</sup> amendment was made on June 18, 2019; the 33<sup>rd</sup> amendment was made on July 30, 2021; the 34<sup>th</sup> amendment was made on June 21, 2022; and the 35<sup>th</sup> amendment was made on June 24, 2024.

## Appendix 2

### Soft-World International Corporation

#### Rules of Procedure for Shareholders Meetings

- Article 1: The Rules of Procedure for Shareholders Meetings is processed in accordance with the Rules, unless otherwise provided by law or Articles of Incorporation.
- Article 2: The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, 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, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 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 before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 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. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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, 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 the Company Act, Articles 26-1 and 43-6 of the Securities

Exchange Act, Articles 56-1 and 60-2 of the 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 extraordinary motion.

Where re-election of all directors as well as their inauguration date is 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 extraordinary motion or otherwise in the same meeting.

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. In addition, the proposal proposed by shareholders that fall under the circumstances defined in Article 172-1, Paragraph 4 of the Company Act will not be processed by the Board of Directors.

A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, 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 shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

A proposal submitted by shareholders must not exceed 300 Chinese characters. Any proposal containing more than 300 Chinese characters will not be included in the agenda. A shareholder who has submitted a proposal must attend the regular shareholders' meeting in person or by proxy and participate in the discussion of his or her proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. The Board shall provide reasons for not including a shareholder's proposal in the agenda at the shareholders' meeting.

Article 3: For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

If, after the Company has received a proxy form, a shareholder sending the proxy form decides to attend the shareholders' meeting in person or intends to exercise his or her voting rights in writing or electronically, he or she shall issue a written notice to revoke the authorization to the Company two days before the shareholders'

meeting. If the revocation is not provided within the specified time limit, exercise of the voting rights by the proxy attending the meeting shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively “shareholders”) will be accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall submit the Handbook for the Annual Meeting of Shareholders, annual report, speech note, vote, and other meeting data to the shareholders at the shareholders meeting. Those joining the director’s election, the ballot shall be enclosed.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 3-1: To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the

date to which the meeting is postponed or on which the meeting will resume.

- (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
  - (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
  - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 4: 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 5: Shareholders meetings that are convened by the Board of Directors shall be chaired by the Chairmen. If the Chairman is unable to perform his/her duties due to leave of absence or any reasons, the Vice Chairman will take the Chairman's place. If the Vice Chairman is not appointed or the Vice Chairman is also on leave or is unable to perform his duties for certain reasons, the Chairman may appoint one of the directors to act on behalf. If no one is appointed, the remaining directors will appoint one among themselves to perform the Chairman's duties on behalf. If the shareholders' meeting is convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairman. If there are two or more conveners, they shall appoint one among themselves to chair the meeting.

Article 6: The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 7: Proceedings of shareholders meetings of the Company shall be recorded in audio or video in their entirety. Such recordings shall be maintained for at least 1 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.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without

interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 8: Attendance at shareholders meetings shall be calculated based on numbers of shares.

The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the meeting time and at the same time announce the number of non-voting shares and the number of shares present and other 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 after the two postponements in the preceding paragraph still fall short and that the shareholders representing more than 1/3 of total shares issues attend the meeting shall be stipulated as a tentative resolution in accordance with Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. If the shareholders meeting is convened through video conferencing, shareholders that wish to attend through video conferencing shall sign up again with the Company.

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 the Company Act.

Article 9: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors and all relevant proposals shall be voted. 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 shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 10: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card

number), and account name. 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.

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 5 minutes. If the shareholder's speech violates the rules 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.

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.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 11: Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

Shareholders who have a conflict of interest with the proposals that are detrimental to the Company's interests shall not vote, and cannot vote by proxy on behalf of the other shareholders.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the 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 12: A shareholder shall be entitled to one vote for each share held, except when the

shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except for a declaration to revoke a prior expression of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, the voting shall be conducted on a case-by-case basis. The result of vote for, against and abstention of the shareholders shall be entered into the MOPS on the same date after the shareholders meeting is held.

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.

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.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces



the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

If shareholders who have registered to attend the hybrid shareholders' meeting online in accordance with Article 3 decide to attend the physical shareholders' meeting in person, they shall revoke their registration 2 days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the hybrid shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 13: If directors are elected in the shareholders' meeting, the election shall be governed by applicable election rules established by the Company and the results of the election shall be announced on site, including the list of elected directors and the number of votes received and those unelected as well as the numbers of votes that 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 the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 14: 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 minutes of meeting shall be prepared with the following information included: the year, month, and day of the meeting and place of the meeting, the name of the chairman, the method of adopting resolutions, the essential points of the proceedings, and the results of the voting (including the voting rights). When the election of directors is arranged, the number of votes received by each elected director should be disclosed. The recorded results should be kept permanently throughout the duration of the Company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the

requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online

Article 15: Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

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 identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 16: The chairman may call the meeting into recess at a suitable time. In the event of a force majeure event, the chairman may decide to suspend the meeting temporarily and, as the case may be, announce the time to continue the meeting, or with the resolution of the shareholders meeting, continue the meeting within 5 days, exempted from the notice and announcement.

Article 17: On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.

Article 18: In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 19: When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 20: In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

If a shareholders meeting is convened through video conferencing, the chairman at the time of announcing the meeting shall make a separate announcement: Other than events requiring no meeting postponement or continuation stipulated in Article 44-20, the Regulations Governing the Administration of Shareholder Services of Public Companies, the dates for meeting postponement or continuation due to obstacles on the video conferencing platform or attendance through video conference persisting for over 30 minutes due to natural disasters, incidents, or force of majeure shall be announced within five days after the chairman announces meeting adjournment. The provisions in Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal

requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 21: These Rules are implemented after approval by shareholders resolution. The same shall be applicable to any amendment.

## **Appendix 3**

# **Soft-World International Corporation**

## **Procedures for Election of Directors**

Article 1: 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 Procedures.

Article 2: 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, without being 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 3: 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.

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/GTSM Listed Companies.

Article 4: 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 5: 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 6: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 7: 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 8: Before the election begins, the chairman shall appoint some shareholder to perform the respective duties of vote monitoring, and shall appoint others as 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 9: 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 10: 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 or by the designated personnel 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 11: These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

## Appendix 4

### Directors' Shareholding

**Record date: April 21, 2025**

Title	Name	Number of shares held on the date for suspension of share transfer	
		Shares	Shareholding ratio
Chairman	WANG, CHIN-PO	21,608,850	13.84%
Director	WANG, CHIUNG-FEN	0	0
Director	CHIEN, CHIN-CHENG	0	0
Director	CHANG, HUNG-YUAN	0	0
Director	Representative of Gloria Material Technology Corp.: Chen Cheng-Wen	28,600,000	18.32%
Director	HSU, YU-JEN	0	0
Independent director	SHYU, SO-DE	0	0
Independent director	LIN, HSUAN-CHU	0	0
Independent director	TSAO, WEI-CHIEH	0	0
Independent director	WANG, CHIH-CHENG	0	0
<b>Total</b>		<b>50,208,850</b>	<b>32.16%</b>

1. The number of shares issued by the Company is 156,074,332 shares as of April 21, 2025.
2. According to Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, the minimum number of shares that the directors and supervisors of the Company shall hold is calculated at 80% of the regulation stated in the first Paragraph of Article 2. The minimum legal number of shares held by the entire body of directors is 9,364,459 shares.