

股票代號:5478



智冠科技股份有限公司

SOFT-WORLD INTERNATIONAL CORPORATION

110年股東常會

Handbook for the 2021 Annual Meeting of Shareholders

議事手冊



- 日期：中華民國110年6月17日
- 地點：高雄國賓大飯店樓外樓
(高雄市民生二路202號20樓)

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One. Meeting Procedures

Soft-World International Corporation 2021 Annual General Meeting Procedures

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

Two. Meeting Agenda

Soft-World International Corporation

The 2021 Annual Meeting of Shareholders Agenda

Time: 9:30 a.m. (Thursday), June 17, 2021

Location: Kaohsiung Ambassador Hotel Building (20F, No. 202,
Minsheng 2nd Road, Kaohsiung City)

- I. Call the Meeting to Order
- II. Chairperson Remarks
- III. Company Reports
 - (I) The 2020 Business Report.
 - (II) Supervisors' Review Report on 2020 Financial Statements
 - (III) 2020 Director Supervisor and Employee Recompense Distribution Report
- IV. Acknowledgments
 - (I) The Company's 2020 Business Report and Financial Statements.
 - (II) The Company's 2020 Earnings Distribution.
- V. Discussion
 - (I) Amendments to the "Articles of Incorporation".
 - (II) Amendments to Rules of Procedure for Shareholders Meetings.
 - (III) Amendments to Regulations for Directorial and Supervisorial Elections.
- VI. Election Matters
 - (I) Procedures for Election of Directors.
- VII. Other Matters
 - (I) Motion of releasing the non-compete restriction on the newly-elected directors
- VIII. Extempore Motions
- IX. Adjournment

Three. Report Items

I. 2020 Business Report

Soft-World International Corporation

2020 Business Report

Looking back on 2020, facing the rapidly changing markets and global challenges, Soft-World Group committed to evolve the core business of digital games, online marketing, and FinTech to provide comprehensive internet services. With diversified business strategies and all employees' efforts, we delivered an impressive performance in 2020, not only the steady contributions of Soft-World's game distribution business, also benefited from the new games great sales of subsidiary Game Flier International Corp. (Game Flier), the growing operation scale of EFun International Corp. (EFun) and Neweb Technologies Co., Ltd. (Neweb) to raise overall profitability. Consolidated revenue reached NT\$7.268 billion, net profit attributable to shareholders of the parent was NT\$944 million, an increase of 54.57% from the 2019 level. EPS (earnings per share) was NT\$7.76, hits new record high in the recent decade.

Digital Games Business: focusing on IP licensing, game development, publishing and operation

With the global games market continuously growing, Soft-World has not only established the widest distribution channels in the Taiwan, Hong Kong and Macao, but also provided "MyCard" prepaid points and integrated marketing services for content providers. We will accelerate to extend the sales channels and services in Southeast Asia markets, offer the comprehensive promotion resources to boost the success and performance of games.

The game development subsidiary Chinese Gamer International Corp. (Chinese Gamer), has focused on reproducing its classic online games to mobile games. In 2020, Chinese Gamer launched the new mobile game "Huang Yi M" and released new versions of classic games such as "Wonderland Online: The Legend of Rhode Island" and "Wulin Online: The Heart of a Hero" to encouraging the gamers return. Chinese Gamer has been integrating R&D team and resources, through the management process, improving the game quality and development efficiency, to make the creating product has more marketability. This year, Chinese Gamer plan to launch the new mobile game "Back to the Past" which has a new and modern two-dimensional art style, and provides fluid combat and animated stories immersive experience. In the future, Chinese Gamer will also release the mobile game "Legend of Emperors M" adapt from the classic Hong Kong comics by Huang Yulang.

Last year, in terms of game publishing and operation, Gameflier and USERJOY Technology Co., Ltd. co-published the mobile game "The Legend of Three Kingdoms M" replicating the national war strategy gameplay which is popular with gamers. Gameflier provides specialized services by profound experience in gamers

maintenance, and plans various marketing events, successfully achieved outstanding results. Another popular MMORPG game “Gujian Online” also attracted gamers with its plentiful worldview and gameplay. And launched HTML5 cross-platform game “Eternal Scarlet” to bring a different game genre option. During this year, we will operate the existing games, continue to import various featured games and start the operation services in Southeast Asia.

In 2021, the key IP licensing project of China’s Zilong Game Limited’s Strategic RPG mobile game “Kalpa of Universe,” which launched in China on 11th March has made a good record. The game inherits the original plot, high-quality visuals, effects of battle, music and voice-acting from the well-known single-player game “Kalpa of Universe”, and it will be subsequently launched in Taiwan, Hong Kong, Macao and other overseas markets. Featuring a game mode compatible with the original IP, the game received high praise from its players. We will also proactively launch collaborations with other classic IPs to create new opportunities for IPs that once had massive amounts of fans.

Online Marketing Business: continuously expand the latest digital advertising technology to quickly identify market trends

Facing on the global trend of digital transformation and the evolution of online marketing solutions, subsidiaries EFun and Re:Ad Media continuously expand the new frontier in technology and optimization strategy of digital advertising, and have dominated the highest market share on Facebook and Google in Taiwan. We cooperated with Facebook to provide technical services for VIP clients, and developed the digital advertising platform “AdHero” in 2020. Base on years of accumulated advertising experience, “AdHero” combined the applications of Big Data, AI technology, creative analysis and information security, to assist partners identify market trends, precisely target audiences, and enhance the effectiveness of advertising. We service for hundreds of brands with all-in-one online marketing solutions, and won “2020 LINE Ads Platform Certified Partner Award” last year.

FinTech Business: Accelerate the cooperation of physical stores to establish a complete payment ecosystem from online to offline

Subsidiary Neweb Group’s volume of online payment transactions in 2020 has successfully contributed stable profits, and has been accelerating the cooperation with physical stores to expand the offline multiple collecting services of “ezAIO”. “ezAIO” all-in-one terminal device provides various payment methods such as credit cards, electronic stored value cards, mobile and cross-border payment, etc. Also, along with the powerful device, an integrated accounting system and terminal device management system to help store owner could easily check all the transaction records in one platform and improve store collection capabilities and management efficiency. Last year, “ezAIO” implemented in well-known stores, including consumer electronics stores, daily grocery stores, bookstores, cosmetics, sports and fitness, telecoms, hotels and private lodgings, restaurants and retails, and night markets. For electronic payment, Neweb begins the service in the transportation

field, cooperated with Taiwan Taxi Co., Ltd. to accept the “ezPay” e-wallet payment for cab fares.

This year, we will continue to extend "ezAIO" cooperative stores and offer more value-added functions on terminal device, including voucher applications, membership reward points, taxi-hailing services, security systems, and can combined with electronic invoices, POS systems or delivery services. To create more sales opportunities and competitiveness for store by these comprehensive services. Through the increasing of cooperative stores to extend the “ezPay” e-wallet’s usage channel and member growth, realizing online to offline interconnected inclusive financial service, and establish a complete payment ecosystem development strategies.

We would like to thank for the diligent efforts of all employees and the support and trust of the shareholders, directors and supervisors. The operating results of 2020 are as follows:

(I) 2020 Business Plan Result

The 2020 final account book was audited by Deloitte Taiwan. In 2020, the net consolidated revenue was NT\$7,268 million; the net consolidated profit after tax attributed to owners of this parent was NT\$944 million; and the EPS was NT\$7.76.

(II) Budget execution in 2020

We did not disclose any financial forecast for 2020, and there is thus no budget performance.

(III) Financial income and expenditure, and profitability analysis in 2020

1. Financial Revenue and Expenditure

Unit: NTD thousands

Item	2020	2019	Increase (decrease) in amount	increase / decrease %
Operating revenue	7,268,092	5,828,654	1,439,438	24.70
Gross profit	3,738,887	3,181,095	557,792	17.53
Operating expenses	2,631,370	2,423,567	207,803	8.57
Net income	1,107,517	757,528	349,989	46.20
Net profit before taxation	1,245,218	832,722	412,496	49.54
Net income in current year	997,267	665,943	331,324	49.75
Net profit attributable to the Company	943,767	610,580	333,187	54.57
Net gain attributable to non-controlling interest	53,500	55,363	(1,863)	(3.37)

2. Profitability analysis

Item		2020	2019
Return on assets %		7.54	5.31
Return on shareholders' equity (%)		13.70	9.61
As a percentage of paid up capital (%)	Net income	86.88	59.43
	Net profit before taxation	97.68	65.32
Net profit margin (%)		13.72	11.43
After tax EPS (NT\$)		7.76	5.00

(IV) 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 2020, the consolidated R&D expenses were NT\$383,230,000.

We wish you all shareholders,

Health and prosperity in the future.

Chairman: WANG, CHIN-PO

Manager: WANG, CHIN-PO

Accounting Supervisor: HUANG, YA-CHUAN

II. Supervisors' Review Report on 2020 Financial Statements
Soft-World International Corporation
Supervisors' Review Report

The 2020 individual financial statements and consolidated financial statements made by the BOD have been audited by Deloitte Taiwan. The audit report issued by Deloitte Taiwan and the business report and earnings distribution proposal have been submitted to the supervisor for audit. As there was no nonconformance found against Article 219 of the Company Act, the report is presented as above.

Please review the information.

To:

2021 Annual General Meeting

Supervisor: CHIEN, CHIN-CHENG

Supervisor: CHANG, HUNG-YUAN

March 17, 2021

Soft-World International Corporation

Supervisors' Review Report

The 2020 individual financial statements and consolidated financial statements made by the BOD have been audited by Deloitte Taiwan. The audit report issued by Deloitte Taiwan and the business report and earnings distribution proposal have been submitted to the supervisor for audit. As there was no nonconformance found against Article 219 of the Company Act, the report is presented as above.

Please review the information.

To:

2021 Annual General Meeting

Supervisor: CHIEN, CHIN-CHENG

Supervisor: CHANG, HUNG-YUAN

March 17, 2021

III. 2020 Director Supervisor and Employee Recompense Distribution Report

- (I) By Company Rules Article 22, whenever the Company proves to make a profit, the Company shall allocate no less than 2% for employee recompense and no more than 2% for Directors and Supervisors.
- (II) The Company proposed to appropriate 5% of the net pre-tax profit as employees' compensation in 2020, NT\$59,461,000 in total; and 1% as directors' and supervisors' remuneration, NT\$11,892,209 in total. The payments will be made in cash.
- (III) 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 for which the chairman is authorized with power in full to take charge.

Four. Acknowledgments

No. 1: Proposed by the Board

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

Description: 1. 2020 Business Report and individual financial statements and consolidated financial statements are complete. By Article 228 and 230 in the Company Act, the above were submitted to the board for review and approval and were sent to the supervisors for acknowledgement upon review completion.

2. Please refer to page 3 to page 6 in this manual and page 12 to page 34 of Attachment 1 for the related aforesaid Report and Financial Statements.

Resolutions:

No. 2: Proposed by the Board

Subject: Acknowledging the Company's 2020 Earnings Distribution.

Description: 1. 2020 Distribution of Profits case has been approved by the board and has been sent to the supervisors who have completed the review.

2. According to the Company Act and Company Rules, allocate NT\$761,479,992 from the 2020 Distribution of Profits by cash dividend (NT\$6 per share). The calculation is rounded to the dollar. Cash dividend amount less than NT\$1 will be account for Other Income of the Company.

3. If the number of outstanding shares is affected by the subsequent share re-purchase of the Company, the transfer or cancellation of treasury shares, the exercise of employee stock warrants, and cash capital increase, resulting in changes in the equity yield rate, it is proposed to request the shareholders' meeting to have the chairman authorized to handle the matters related to the adjustment of shareholder equity yield rate.

4. Distribution of Profits comply with the Company Act and Company Rules can be found in page 35 of Attachment 2.

Resolutions:

Five. Discussions

No. 1: Proposed by the Board

Subject: Amendment to Company Rules propose to approve.

Description: 1. As required for the company's operation and since the audit committee is set up, certain provisions of the "Articles of Incorporation" shall be amended.

2. Please refer to page 36 to page 39 of Attachment 3 for the comparison of the aforesaid amended clauses.

Resolutions:

No. 2: Proposed by the Board

Subject: Amendments to Rules of Procedure for Shareholders Meetings. Please proceed to discuss.

Description: 1. It is proposed to amend parts of the articles of the Rules of Procedure for Shareholders Meetings according to Letter Jin-Guan-Zheng-Jiao Zi No. 1090150567 on January 21, 2021 released by the Financial Supervisory Commission.

2. Please refer to page 40 to page 42 of Attachment 4 for the amendments to the aforementioned "Rules of Procedure for Shareholder Meetings" before and after.

Resolutions:

No. 3: Proposed by the Board

Subject: Amendments to Regulations for Directorial and Supervisorial Elections. Please proceed to discuss.

Description: 1. It is proposed to amend parts of the articles of the Procedures for Election of Directors and Supervisors according to Letter Jin-Guan-Zheng-Fa Zi No. 1090338980 on May 29, 2020 released by the Financial Supervisory Commission.
2. Please refer to page 43 to page 46 of Attachment 5 for the amendments to the aforementioned "Procedures for Election of Directors and Supervisors" before and after.

Resolutions:

Six. Elections

No. 1: Proposed by the Board

Subject: **Procedures for Election of Directors.**

Description: 1. The current directors and supervisors will resign on June 13, 2021 due to the expiry of terms of office. All Board seats are up for election. New directors will take office immediately after the election at the shareholders meeting.
2. The company proposed to set up the audit committee pursuant to the Securities and Exchange Act. Therefore, no supervisor will be appointed by law. The audit committee shall consist of all independent directors and the number of members shall not be less than three persons. After the amendment and restatement to the Articles, the company will appoint all independent directors to form the audit committee to perform the duties of supervisors.
3. Pursuant to the Articles of Incorporation, there shall be nine directors (including 3 independent directors). The terms of office shall be three years from June 17, 2021 to June 16, 2024. The existing directors (including independent directors) will resign at the same time.
4. The director election is subject to the nomination system. The shareholders will elect the directors from a list of candidates.
5. The education, work experience, and other information of the director (including independent director) candidates are set forth in Attachment 6, pages 47 to 48.
6. Please vote.

Voting Results:

Seven. Other items

No. 1: Proposed by the Board

Subject: Termination of noncompete obligations of new directors. Please review.

Description: 1. As required for its business, the company proposed to terminate the noncompete obligations of the new directors and their representatives 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. On the contents of the release of newly elected directors from non-competition restrictions, please refer to Attachment 7, pages 49-50 for details.

Resolutions:

**Eight. Extempore Motions
Adjournment**

Soft-World International Corporation

**Parent Company Only Financial Statements for the
Years Ended December 31, 2020 and 2019 and
Independent Auditors' Report**

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, 2020 and 2019, 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 a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2020 and 2019, and its financial performance and its 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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, 2020. 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, 2020 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 Notes 4 and 21 to the parent company only financial statements for more details. 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 performed by us included the following:

1. We understood 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 to test the process by which MyCard points which are deposited, exchanged and consumed. We also verified the amount from MyCard points exchanged and 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 supervisors, 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the 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, 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chen-Li Chen and Jia-Ling Chiang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 17, 2021

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, 2020 AND 2019

(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2020		December 31, 2019	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,817,516	18	\$ 2,257,842	23
Notes receivable (Notes 4, 5 and 7)	1,125	-	1,751	-
Accounts receivable, net (Notes 4, 5 and 7)	50,669	1	58,935	1
Accounts receivable - related parties (Notes 4, 5, 7 and 27)	30,699	-	25,723	-
Other receivables (Notes 4 and 7)	1,460,047	15	1,653,658	17
Other receivables - related parties (Notes 4, 7 and 27)	60,349	1	67,295	1
Inventories (Notes 4 and 8)	41,619	-	22,569	-
Other financial assets - current (Notes 9 and 28)	2,355,640	23	1,691,230	17
Other current assets	91,767	1	149,875	2
Total current assets	<u>5,909,431</u>	<u>59</u>	<u>5,928,878</u>	<u>61</u>
NONCURRENT ASSETS				
Financial assets at fair value through profit or loss - noncurrent (Notes 4 and 10)	103,050	1	-	-
Financial assets at fair value through other comprehensive income - noncurrent (Notes 4 and 11)	275,050	3	295,413	3
Investments accounted for using the equity method (Notes 4 and 12)	3,363,835	34	3,121,887	32
Property, plant and equipment (Notes 4, 13 and 28)	342,987	3	347,497	4
Right-of-use assets (Notes 4 and 14)	11,125	-	14,713	-
Other intangible assets (Notes 4 and 15)	10,009	-	18,326	-
Deferred tax assets (Notes 4 and 23)	24,656	-	36,301	-
Refundable deposits	11,067	-	12,125	-
Other financial assets - noncurrent (Note 9)	3,644	-	10,095	-
Total noncurrent assets	<u>4,145,423</u>	<u>41</u>	<u>3,856,357</u>	<u>39</u>
TOTAL	<u>\$ 10,054,854</u>	<u>100</u>	<u>\$ 9,785,235</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current (Note 21)	\$ 38,376	-	\$ 136,729	1
Notes payable (Note 16)	5,354	-	8,822	-
Notes payable - related parties (Notes 16 and 27)	600	-	44,886	-
Accounts payable (Note 16)	58,182	1	28,878	-
Accounts payable - related parties (Notes 16 and 27)	57,970	1	60,235	1
Other payables (Note 17)	2,430,712	24	2,565,383	26
Other payables - related parties (Notes 27)	179,975	2	143,287	2
Current tax liabilities (Notes 4 and 23)	33,533	-	51,893	1
Lease liabilities - current (Notes 4 and 14)	7,003	-	6,736	-
Other financial liabilities - current (Notes 4 and 18)	738,814	7	635,164	7
Other current liabilities	7,002	-	7,323	-
Total current liabilities	<u>3,557,521</u>	<u>35</u>	<u>3,689,336</u>	<u>38</u>
NONCURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 23)	102,923	1	39,561	-
Lease liabilities - noncurrent (Notes 4 and 14)	4,276	-	8,059	-
Net defined benefit liabilities (Notes 4 and 19)	73,619	1	73,381	1
Guarantee deposits received	280	-	350	-
Other noncurrent liabilities (Note 12)	-	-	785	-
Total noncurrent liabilities	<u>181,098</u>	<u>2</u>	<u>122,136</u>	<u>1</u>
Total liabilities	<u>3,738,619</u>	<u>37</u>	<u>3,811,472</u>	<u>39</u>
EQUITY (Note 20)				
Share capital	<u>1,274,743</u>	<u>12</u>	<u>1,274,743</u>	<u>13</u>
Capital surplus	<u>1,781,028</u>	<u>18</u>	<u>1,753,876</u>	<u>18</u>
Retained earnings				
Legal reserve	1,037,835	11	976,777	10
Special reserve	30,984	-	120,524	1
Unappropriated earnings	2,630,355	26	2,169,340	22
Total retained earnings	<u>3,699,174</u>	<u>37</u>	<u>3,266,641</u>	<u>33</u>
Other equity	71,683	1	127,806	1
Treasury shares	(510,393)	(5)	(449,303)	(4)
Total equity	<u>6,316,235</u>	<u>63</u>	<u>5,973,763</u>	<u>61</u>
TOTAL	<u>\$ 10,054,854</u>	<u>100</u>	<u>\$ 9,785,235</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, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 4, 21 and 27)	\$ 2,719,262	100	\$ 2,335,588	100
OPERATING COSTS (Notes 4, 22 and 27)	<u>432,083</u>	<u>16</u>	<u>329,049</u>	<u>14</u>
GROSS PROFIT	<u>2,287,179</u>	<u>84</u>	<u>2,006,539</u>	<u>86</u>
OPERATING EXPENSES (Notes 22 and 27)				
Selling and marketing expenses	1,341,824	49	1,216,673	52
General and administrative expenses	188,209	7	189,276	8
Research and development expenses	27,671	1	22,255	1
Expected credit loss (Note 7)	<u>17,544</u>	<u>1</u>	<u>10,559</u>	<u>1</u>
Total operating expenses	<u>1,575,248</u>	<u>58</u>	<u>1,438,763</u>	<u>62</u>
OPERATING INCOME	<u>711,931</u>	<u>26</u>	<u>567,776</u>	<u>24</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 22)	20,146	1	21,733	1
Other income (Note 22)	17,505	1	28,070	1
Other gains and losses (Note 22)	40,101	1	3,846	-
Finance costs (Note 22)	(310)	-	(204)	-
Share of profit of subsidiaries and associates accounted for using the equity method (Note 4)	<u>325,425</u>	<u>12</u>	<u>125,496</u>	<u>6</u>
Total non-operating income and expenses	<u>402,867</u>	<u>15</u>	<u>178,941</u>	<u>8</u>
PROFIT BEFORE INCOME TAX	1,114,798	41	746,717	32
INCOME TAX EXPENSE (Notes 4 and 23)	<u>171,031</u>	<u>6</u>	<u>136,137</u>	<u>6</u>
NET PROFIT FOR THE YEAR	<u>943,767</u>	<u>35</u>	<u>610,580</u>	<u>26</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	(1,545)	-	(1,360)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income (Note 20)	(20,363)	(1)	(18,749)	(1)
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	(16,932)	-	1,990	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 23)	<u>309</u>	<u>-</u>	<u>272</u>	<u>-</u>
	<u>(38,531)</u>	<u>(1)</u>	<u>(17,847)</u>	<u>(1)</u>

(Continued)

SOFT-WORLD INTERNATIONAL CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations (Note 20)	\$ (21,533)	(1)	\$ (15,999)	-
Share of other comprehensive loss of subsidiaries and associates accounted for using the equity method (Note 20)	(1,782)	-	(4,972)	-
Income tax relating to items that may be reclassified subsequently to profit or loss (Notes 20 and 23)	<u>4,386</u>	<u>-</u>	<u>3,237</u>	<u>-</u>
	<u>(18,929)</u>	<u>(1)</u>	<u>(17,734)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(57,460)</u>	<u>(2)</u>	<u>(35,581)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 886,307</u>	<u>33</u>	<u>\$ 574,999</u>	<u>25</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$ 7.76</u>		<u>\$ 5.00</u>	
Diluted	<u>\$ 7.72</u>		<u>\$ 4.98</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, 2020 AND 2019
(In Thousands of New Taiwan Dollars)**

	Share Capital	Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Other Equity	Subtotal	Treasury Shares	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings		Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2019	\$ 1,274,743	\$ 1,744,934	\$ 930,645	\$ 25,117	\$ 1,981,052	\$ (11,367)	\$ 174,445	\$ 163,078	\$ (449,303)	\$ 5,670,266
Appropriation of 2018 earnings (Note 20)										
Legal reserve	-	-	46,132	-	(46,132)	-	-	-	-	-
Special reserve	-	-	-	95,407	(95,407)	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(280,444)	-	-	-	-	(280,444)
	-	-	46,132	95,407	(421,983)	-	-	-	-	(280,444)
Net profit in 2019	-	-	-	-	610,580	-	-	-	-	610,580
Other comprehensive loss in 2019, net of income tax	-	-	-	-	(309)	(17,734)	(17,538)	(35,272)	-	(35,581)
Total comprehensive income (loss) in 2019	-	-	-	-	610,271	(17,734)	(17,538)	(35,272)	-	574,999
Adjustments of capital surplus for Corporation's cash dividends received by subsidiaries	-	11,726	-	-	-	-	-	-	-	11,726
Changes in percentage of ownership interests in subsidiaries	-	(2,784)	-	-	-	-	-	-	-	(2,784)
BALANCE AT DECEMBER 31, 2019	1,274,743	1,753,876	976,777	120,524	2,169,340	(29,101)	156,907	127,806	(449,303)	5,973,763
Appropriation of 2019 earnings (Note 20)										
Legal reserve	-	-	61,058	-	(61,058)	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(509,897)	-	-	-	-	(509,897)
Reversal of special reserve	-	-	-	(89,540)	89,540	-	-	-	-	-
	-	-	61,058	(89,540)	(481,415)	-	-	-	-	(509,897)
Net profit in 2020	-	-	-	-	943,767	-	-	-	-	943,767
Other comprehensive income (loss) in 2020, net of income tax	-	-	-	-	(1,337)	(18,929)	(37,194)	(56,123)	-	(57,460)
Total comprehensive income (loss) in 2020	-	-	-	-	942,430	(18,929)	(37,194)	(56,123)	-	886,307
Purchase of treasury shares (Note 20)	-	-	-	-	-	-	-	-	(43,492)	(43,492)
Purchase of the Corporation's shares by subsidiaries (Note 20)	-	-	-	-	-	-	-	-	(17,598)	(17,598)
Adjustments of capital surplus for Corporation's cash dividends received by subsidiaries	-	21,960	-	-	-	-	-	-	-	21,960
Difference between consideration and carrying amount of subsidiaries acquired or disposed of	-	(171)	-	-	-	-	-	-	-	(171)
Changes in percentage of ownership interests in subsidiaries	-	5,363	-	-	-	-	-	-	-	5,363
BALANCE AT DECEMBER 31, 2020	\$ 1,274,743	\$ 1,781,028	\$ 1,037,835	\$ 30,984	\$ 2,630,355	\$ (48,030)	\$ 119,713	\$ 71,683	\$ (510,393)	\$ 6,316,235

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, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,114,798	\$ 746,717
Adjustments for:		
Income and expenses		
Depreciation expenses	13,935	10,172
Amortization expenses	12,830	14,117
Expected credit loss recognized on trade receivables	17,544	10,559
Gain on fair value changes of financial assets at fair value through profit or loss	(44,190)	-
Finance costs	310	204
Interest income	(20,146)	(21,733)
Dividend income	(2,747)	(2,934)
Share of profit of subsidiaries and associates accounted for using the equity method	(325,425)	(125,496)
Others	2,583	1,383
Changes in operating assets and liabilities		
Notes receivable	626	475
Accounts receivable	8,264	18,217
Accounts receivable - related parties	(4,976)	42,246
Other receivables	175,476	132,144
Other receivables - related parties	6,946	154,576
Inventories	(17,639)	1,625
Other current assets	58,108	(36,532)
Contract liabilities	(98,353)	50,391
Notes payable	(3,468)	(1,074)
Notes payable - related parties	(44,286)	(112,804)
Accounts payable	29,304	(14,599)
Accounts payable - related parties	(2,265)	91
Other payables	(134,671)	(106,504)
Other payables - related parties	36,688	(110,400)
Other financial liabilities	103,650	(52,247)
Other current liabilities	(321)	(5,102)
Net defined benefit liabilities	(1,307)	(9,321)
Cash generated from operations	881,268	584,171
Interest received	20,739	22,124
Dividends received	48,298	8,600
Interest paid	(310)	(204)
Income tax paid	(109,689)	(142,362)
Net cash generated from operating activities	<u>840,306</u>	<u>472,329</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	-	(1,588)
Purchase of financial assets at fair value through profit or loss	(58,860)	-

(Continued)

SOFT-WORLD INTERNATIONAL CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
Acquisition of investments accounted for using the equity method	\$ (1,782)	\$ (16,474)
Proceeds from sale of subsidiaries	345	12,785
Proceeds from shares return due to capital reduction of investments accounted for using the equity method	-	15,142
Payments for property, plant and equipment	(1,334)	(3,457)
Increase in refundable deposits	-	(9,286)
Decrease in refundable deposits	1,058	-
Payments for intangible assets	(4,513)	(5,292)
Increase in other financial assets	<u>(657,959)</u>	<u>(399,378)</u>
Net cash used in investing activities	<u>(723,045)</u>	<u>(407,548)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposits received	-	125
Decrease in guarantee deposits received	(70)	-
Repayment of the principal portion of lease liabilities	(8,019)	(4,487)
Cash dividends distributed	(509,897)	(280,444)
Payments to acquire treasury shares	(43,492)	-
Disposal of ownership interests in subsidiaries without losing control	<u>3,891</u>	<u>-</u>
Net cash used in financing activities	<u>(557,587)</u>	<u>(284,806)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(440,326)	(220,025)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,257,842</u>	<u>2,477,867</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,817,516</u>	<u>\$ 2,257,842</u>

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

(Concluded)

**Soft-World International Corporation and
Subsidiaries**

**Consolidated Financial Statements for the
Years Ended December 31, 2020 and 2019 and
Independent Auditors' Report**

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 known as the "Group"), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

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

The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2020 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 Notes 4 and 23 to the consolidated financial statements for more details. 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 performed by us included the following:

1. We understood 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 to test the process by which MyCard points which are deposited, exchanged and consumed. We also verified the amount from MyCard points exchanged and 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, 2020 and 2019 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 the 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 supervisors, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chen-Li Chen and Jia-Ling Chiang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 17, 2021

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, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2020		December 31, 2019	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 5,074,336	37	\$ 5,001,765	39
Notes receivable (Note 7)	4,025	-	4,071	-
Accounts receivable, net (Notes 7 and 31)	574,498	4	352,614	3
Other receivables (Notes 7 and 31)	1,745,983	13	1,879,244	15
Current tax assets (Note 25)	6,747	-	7,441	-
Inventories (Note 8)	41,326	-	27,939	-
Other financial assets - current (Notes 9 and 32)	4,442,006	32	3,589,585	28
Other current assets	200,023	2	301,797	2
Total current assets	<u>12,088,944</u>	<u>88</u>	<u>11,164,456</u>	<u>87</u>
NONCURRENT ASSETS				
Financial assets at fair value through profit or loss (Note 10)	103,050	1	-	-
Financial assets at fair value through other comprehensive income - noncurrent (Note 11)	402,774	3	444,658	4
Investments accounted for using the equity method (Note 13)	38,641	-	47,477	-
Property, plant and equipment (Notes 14 and 32)	386,835	3	400,700	3
Right-of-use assets (Note 15)	54,283	1	49,794	1
Investment properties (Note 16)	42,219	-	45,740	-
Goodwill	457,621	4	457,621	4
Other intangible assets (Note 17)	26,578	-	33,273	-
Deferred tax assets (Note 25)	36,040	-	56,534	1
Prepayments for equipment	-	-	1,777	-
Refundable deposits	28,219	-	24,768	-
Net defined benefit assets (Note 21)	21,611	-	20,571	-
Other financial assets - noncurrent (Note 9)	25,389	-	18,595	-
Other noncurrent assets	1,562	-	2,715	-
Total noncurrent assets	<u>1,624,822</u>	<u>12</u>	<u>1,604,223</u>	<u>13</u>
TOTAL	<u>\$ 13,713,766</u>	<u>100</u>	<u>\$ 12,768,679</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current (Note 23)	\$ 202,293	2	\$ 348,260	3
Notes payable (Notes 18 and 31)	7,616	-	14,609	-
Accounts payable (Notes 18 and 31)	500,894	4	276,324	2
Other payables (Notes 19 and 31)	2,891,250	21	2,918,342	23
Current tax liabilities (Note 25)	68,098	1	64,771	-
Lease liabilities - current (Note 15)	35,951	-	26,608	-
Other financial liabilities - current (Note 20)	2,207,710	16	1,745,827	14
Other current liabilities	30,424	-	34,429	-
Total current liabilities	<u>5,944,236</u>	<u>44</u>	<u>5,429,170</u>	<u>42</u>
NONCURRENT LIABILITIES				
Deferred tax liabilities (Note 25)	123,820	1	56,021	-
Lease liabilities - noncurrent (Note 15)	18,534	-	23,141	-
Net defined benefit liabilities (Note 21)	83,638	-	81,969	1
Guarantee deposits received	84,143	1	73,984	1
Total noncurrent liabilities	<u>310,135</u>	<u>2</u>	<u>235,115</u>	<u>2</u>
Total liabilities	<u>6,254,371</u>	<u>46</u>	<u>5,664,285</u>	<u>44</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Note 22)				
Share capital	1,274,743	9	1,274,743	10
Capital surplus	1,781,028	13	1,753,876	14
Retained earnings				
Legal reserve	1,037,835	8	976,777	8
Special reserve	30,984	-	120,524	1
Unappropriated earnings	2,630,355	19	2,169,340	17
Total retained earnings	<u>3,699,174</u>	<u>27</u>	<u>3,266,641</u>	<u>26</u>
Other equity	71,683	1	127,806	1
Treasury shares	(510,393)	(4)	(449,303)	(4)
Total equity attributable to owners of the Corporation	6,316,235	46	5,973,763	47
NON-CONTROLLING INTERESTS (Note 22)	<u>1,143,160</u>	<u>8</u>	<u>1,130,631</u>	<u>9</u>
Total equity	<u>7,459,395</u>	<u>54</u>	<u>7,104,394</u>	<u>56</u>
TOTAL	<u>\$ 13,713,766</u>	<u>100</u>	<u>\$ 12,768,679</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, 2020 AND 2019

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

	2020		2019	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 23 and 31)	\$ 7,268,092	100	\$ 5,828,654	100
OPERATING COSTS (Notes 8, 24 and 31)	<u>3,529,205</u>	<u>49</u>	<u>2,647,559</u>	<u>45</u>
GROSS PROFIT	<u>3,738,887</u>	<u>51</u>	<u>3,181,095</u>	<u>55</u>
OPERATING EXPENSES (Note 24)				
Selling and marketing expenses	1,903,295	26	1,615,076	28
General and administrative expenses	343,985	5	349,864	6
Research and development expenses	383,230	5	417,410	7
Expected credit loss (Note 7)	<u>860</u>	<u>-</u>	<u>41,217</u>	<u>1</u>
Total operating expenses	<u>2,631,370</u>	<u>36</u>	<u>2,423,567</u>	<u>42</u>
OPERATING INCOME	<u>1,107,517</u>	<u>15</u>	<u>757,528</u>	<u>13</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 24)	39,284	-	42,132	1
Other income (Note 24)	55,293	1	51,935	1
Other gains and losses (Note 24)	48,180	1	(5,742)	-
Finance costs (Note 24)	(1,900)	-	(2,555)	-
Share of loss of associates accounted for using the equity method (Note 13)	<u>(3,156)</u>	<u>-</u>	<u>(10,576)</u>	<u>-</u>
Total non-operating income and expenses	<u>137,701</u>	<u>2</u>	<u>75,194</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	1,245,218	17	832,722	15
INCOME TAX EXPENSE (Note 25)	<u>247,951</u>	<u>3</u>	<u>166,779</u>	<u>3</u>
NET PROFIT FOR THE YEAR	<u>997,267</u>	<u>14</u>	<u>665,943</u>	<u>12</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 21)	(2,366)	-	156	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income (Note 22)	(41,884)	(1)	(21,335)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 25)	<u>473</u>	<u>-</u>	<u>(31)</u>	<u>-</u>
	<u>(43,777)</u>	<u>(1)</u>	<u>(21,210)</u>	<u>-</u>

(Continued)

SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations (Note 22)	\$ (25,394)	-	\$ (25,832)	(1)
Income tax relating to items that may be reclassified subsequently to profit or loss (Note 25)	<u>4,386</u>	<u>-</u>	<u>3,237</u>	<u>-</u>
	<u>(21,008)</u>	<u>-</u>	<u>(22,595)</u>	<u>(1)</u>
Other comprehensive loss for the year, net of income tax	<u>(64,785)</u>	<u>(1)</u>	<u>(43,805)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 932,482</u>	<u>13</u>	<u>\$ 622,138</u>	<u>11</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 943,767	13	\$ 610,580	10
Non-controlling interests	<u>53,500</u>	<u>1</u>	<u>55,363</u>	<u>1</u>
	<u>\$ 997,267</u>	<u>14</u>	<u>\$ 665,943</u>	<u>11</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 886,307	12	\$ 574,999	10
Non-controlling interests	<u>46,175</u>	<u>1</u>	<u>47,139</u>	<u>1</u>
	<u>\$ 932,482</u>	<u>13</u>	<u>\$ 622,138</u>	<u>11</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 7.76</u>		<u>\$ 5.00</u>	
Diluted	<u>\$ 7.72</u>		<u>\$ 4.98</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, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Corporation					Other Equity		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 Fair Value Through Other Comprehensive Income					Subtotal
BALANCE AT JANUARY 1, 2019	\$ 1,274,743	\$ 1,744,934	\$ 930,645	\$ 25,117	\$ 1,981,052	\$ (11,367)	\$ 174,445	\$ 163,078	\$ (449,303)	\$ 5,670,266	\$ 1,079,456	\$ 6,749,722
Appropriation of 2018 earnings (Note 22)	-	-	46,132	-	(46,132)	-	-	-	-	-	-	-
Legal reserve	-	-	-	95,407	(95,407)	-	-	-	-	-	-	-
Special reserve	-	-	-	-	(280,444)	-	-	-	-	(280,444)	-	(280,444)
Cash dividends distributed by the Corporation	-	-	46,132	95,407	(421,983)	-	-	-	-	(280,444)	-	(280,444)
Cash dividends distributed by subsidiaries (Note 22)	-	-	-	-	-	-	-	-	-	-	(4,897)	(4,897)
Net profit in 2019	-	-	-	-	610,580	-	-	-	-	610,580	55,363	665,943
Other comprehensive loss in 2019, net of income tax	-	-	-	-	(309)	(17,734)	(17,538)	(35,272)	-	(35,581)	(8,224)	(43,805)
Total comprehensive income (loss) in 2019	-	-	-	-	610,271	(17,734)	(17,538)	(35,272)	-	574,999	47,139	622,138
Adjustments of capital surplus for the Corporation's cash dividends received by subsidiaries	-	11,726	-	-	-	-	-	-	-	11,726	-	11,726
Changes in percentage of ownership interests in subsidiaries	-	(2,784)	-	-	-	-	-	-	-	(2,784)	2,784	-
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	6,149	6,149
BALANCE AT DECEMBER 31, 2019	1,274,743	1,753,876	976,777	120,524	2,169,340	(29,101)	156,907	127,806	(449,303)	5,973,763	1,130,631	7,104,394
Appropriation of 2019 earnings (Note 22)	-	-	61,058	-	(61,058)	-	-	-	-	-	-	-
Legal reserve	-	-	-	-	(509,897)	-	-	-	-	(509,897)	-	(509,897)
Cash dividends distributed by the Corporation	-	-	-	(89,540)	89,540	-	-	-	-	-	-	-
Reversal of special reserve	-	-	61,058	(89,540)	(481,415)	-	-	-	-	(509,897)	-	(509,897)
Cash dividends distributed by the subsidiaries (Note 22)	-	-	-	-	-	-	-	-	-	-	(10,642)	(10,642)
Net profit in 2020	-	-	-	-	943,767	-	-	-	-	943,767	53,500	997,267
Other comprehensive loss in 2020, net of income tax	-	-	-	-	(1,337)	(18,929)	(37,194)	(56,123)	-	(57,460)	(7,325)	(64,785)
Total comprehensive income (loss) in 2020	-	-	-	-	942,430	(18,929)	(37,194)	(56,123)	-	886,307	46,175	932,482
Purchase of treasury shares (Note 22)	-	-	-	-	-	-	-	-	(43,492)	(43,492)	-	(43,492)
Purchase of the Corporation's shares by subsidiaries (Note 22)	-	-	-	-	-	-	-	-	(17,598)	(17,598)	(11,496)	(29,094)
Adjustments of capital surplus for Corporation's cash dividends received by subsidiaries	-	21,960	-	-	-	-	-	-	-	21,960	-	21,960
Difference between consideration and carrying amount of subsidiaries acquired or disposed of (Note 12)	-	(171)	-	-	-	-	-	-	-	(171)	-	(171)
Changes in percentage of ownership interests in subsidiaries	-	5,363	-	-	-	-	-	-	-	5,363	(5,363)	-
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(6,145)	(6,145)
BALANCE AT DECEMBER 31, 2020	\$ 1,274,743	\$ 1,781,028	\$ 1,037,835	\$ 30,984	\$ 2,630,355	\$ (48,030)	\$ 119,713	\$ 71,683	\$ (510,393)	\$ 6,316,235	\$ 1,143,160	\$ 7,459,395

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, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,245,218	\$ 832,722
Adjustments for:		
Income and expenses		
Depreciation expenses	69,892	65,630
Amortization expenses	48,061	61,436
Expected credit loss recognized on accounts receivable	860	41,217
Gain on financial assets at fair value through profit or loss	(44,190)	-
Finance costs	1,900	2,555
Interest income	(39,284)	(42,132)
Dividend income	(2,977)	(2,934)
Share of loss of associates accounted for using the equity method	3,156	10,576
Gain (loss) on disposal of investments	(15,781)	197
Others	2,643	2,885
Changes in operating assets and liabilities		
Notes receivable	46	4,089
Accounts receivable	(195,246)	42,337
Other receivables	136,108	141,679
Inventories	(11,995)	9,450
Other current assets	103,741	(40,622)
Contract liabilities	(146,025)	20,568
Notes payable	(6,993)	(8,554)
Accounts payable	223,590	(45,344)
Other payables	(37,165)	(234,113)
Other financial liabilities	461,883	331,239
Other current liabilities	(4,089)	(5,310)
Net defined benefit liabilities	(1,737)	(10,890)
Cash generated from operations	1,791,616	1,176,681
Interest received	36,018	40,130
Dividends received	2,977	14,660
Interest paid	(1,900)	(2,962)
Income tax paid	(150,778)	(177,848)
Net cash generated from operating activities	<u>1,677,933</u>	<u>1,050,661</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through profit or loss	-	(1,588)
Purchase of financial assets at fair value through other comprehensive income	(58,860)	-
Acquisition of investments accounted for using equity method	-	(2,275)
Net cash inflow on acquisition of subsidiaries	3,183	-
Proceeds from disposal of subsidiaries	2,513	-
Payments for property, plant and equipment	(19,838)	(10,755)
Proceeds from disposal of property, plant and equipment	7,745	2,347
Increase in refundable deposits	(3,451)	(9,196)

(Continued)

SOFT-WORLD INTERNATIONAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
Acquisition of intangible assets	\$ (43,842)	\$ (33,477)
Proceeds from disposal of intangible assets	2,476	90
Increase in other financial assets	(859,215)	(635,115)
Increase in other noncurrent assets	<u>(85)</u>	<u>(532)</u>
Net cash used in investing activities	<u>(969,374)</u>	<u>(690,501)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term borrowings	-	(105,059)
Increase in guarantee deposits received	9,460	29,958
Repayment of the principal portion of lease liabilities	(38,439)	(34,731)
Cash dividends distributed	(487,937)	(280,444)
Payments to acquire treasury shares	(43,492)	-
Acquisition of the parent company's shares held by subsidiaries	(17,598)	-
Disposal of ownership interests in subsidiaries without losing control	3,891	-
Changes in non-controlling interests	<u>(42,488)</u>	<u>4,036</u>
Net cash used in financing activities	<u>(616,603)</u>	<u>(386,240)</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES		
	<u>(19,385)</u>	<u>(26,556)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	72,571	(52,636)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>5,001,765</u>	<u>5,054,401</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 5,074,336</u>	<u>\$ 5,001,765</u>

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

(Concluded)

Attachment 2

Soft-World International Corporation Statement of Earnings Distribution 2020

Unit: NTD

Item	Amount	
	Subtotal	Total
2020 Net Profit		943,766,866
The defined benefit plans re-measured amount is recognized in the "retained earnings" account.		(1,336,793)
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		942,430,073
Legal reserve appropriated (10%)		(94,243,007)
Reversal of special reserve		5,866,550
Earnings in 2020 Available for Distribution		854,053,616
Undistributed earnings - beginning		1,687,925,000
Accumulated earnings available for distribution at the end of 2020		2,541,978,616
Distribution		
Shareholders' cash dividends (NT\$6/share)		761,479,992
Undistributed earnings - ending		1,780,498,624

- Note:**
- 1. The distribution of stock dividends is based on the 126,913,332 outstanding shares on March 17, 2021 (127,474,332 original outstanding shares, less 561,000 treasury stocks). If the number of outstanding shares is affected by repurchase of shares, transfer or cancellation of treasury stocks, exercise of employee option, additional cash capital, the Chairman shall be authorized to adjust the distribution rate per share.**
 - 2. Upon the approval of the annual shareholders' meeting, the Chairman will be authorized upon the resolution reached in the shareholders' meeting to have the ex-dividend date determined and the dividend distributed proportionally according to the latest shareholders' registry.**
 - 3. Earnings in 2020 is distributed in priority.**
 - 4. The total number of odd shares for less than NT\$1 is transferred to other income of the Company.**

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

Attachment 3

Soft-World International Corporation

Comparison Table of amendments to the Articles of Association

Clause	Clauses after the amendment	Clauses before the amendment	Amendment's basis and reasons
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".	The Company is incorporated according to The Company Act, and is named 智冠科技股份有限公司.	Adding English title
Article 6	<p>The authorized capital of the Company is NT\$2,000 million, divided into 200 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.</p> <p>The total authorized capital in the first paragraph shall reserve NT\$50 million for the issue of share subscription warrant, bond with attached warrant or preferred stocks with attached warrants, totaling 5 million shares, and NT\$10 per share that may be issued in installments according to the resolution of the board of directors.</p> <p>The Company may 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. However, it shall be approved by the shareholders meeting that is attended by the shareholders representing more than one-half of the total number of issued shares and be resolved by more than two-thirds of voting rights of the attending shareholders. <u>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.</u></p>	<p>The authorized capital of the Company is NT\$2,000 million, divided into 200 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.</p> <p>The total authorized capital in the first paragraph shall reserve NT\$50 million for the issue of share subscription warrant, bond with attached warrant or preferred stocks with attached warrants, totaling 5 million shares, and NT\$10 per share that may be issued in installments according to the resolution of the board of directors.</p> <p>The Company may 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. However, it shall be approved by the shareholders meeting that is attended by the shareholders representing more than one-half of the total number of issued shares and be resolved by more than two-thirds of voting rights of the attending shareholders.</p>	Added pursuant to the amendment to the Company Act, and for the flexibility of talent retention and recruitment
Article 7	<u>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.</u>	<u>The Company issues owner-registered common shares only. Every share certificate shall be signed or sealed by at least 3 directors and the Company's seal. After legal certification, it shall be issued within the prescribed period and may be integrated to reissue big par value of stocks. After the Company issues shares publicly, it is also exempt from printing stocks.</u>	Pursuant to the amendment to the Company Act
Chapter 4	Director and <u>Audit committee</u>	Director and <u>supervisor</u>	Cancelled the supervisor system due to the appointment of the audit committee
Article 13	The company should appoint 5 to 11 directors. 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	The company should appoint 5 to 11 directors <u>and 2 to 3 supervisors</u> . 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	Cancelled the supervisor system due to the appointment of the audit

Clause	Clauses after the amendment	Clauses before the amendment	Amendment's basis and reasons
	<p>less than <u>3</u> 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. The entire body of the directors shall be elected by the shareholders using the nomination system from the list of nominated candidates, <u>with independent and non-independent directors elected at the same time, but in separately calculated numbers.</u></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>independent directors shall not be less than <u>2</u> persons, and shall not be less than one-fifth of the number of the directors. <u>After the Company issues the shares publicly, the shareholding percentage of the entire body of the directors and supervisors shall comply with the regulations of the security management authority.</u></p> <p>Elections of the Company's directors <u>and supervisors</u> shall proceed using the cumulative single-registered method. Each share is vested with voting rights equal to the number of directors and supervisors 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 <u>and supervisors.</u> The entire body of the directors <u>and supervisors</u> shall be elected by the shareholders using the nomination system from the list of nominated candidates.</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>	committee
Article 13-1	<p>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.</p> <p>The convening of the board of directors of the Company may be notified in writing, by e-mail or fax.</p>	<p>The board of directors shall convene at least once a quarter. The convening shall be notified to all directors <u>and supervisors</u> with detailed agenda 7 days before the meeting; however, the meeting can be convened with shorter notice in case of any emergency.</p> <p>The convening of the board of directors of the Company may be notified in writing, by e-mail or fax.</p>	Cancelled the supervisor system due to the appointment of the audit committee
Article 15	<p>When the vacancy of the directors reaches one-third, the board of directors shall convene the special shareholders meeting <u>by law</u> for by-election.</p>	<p>When the vacancy of the directors reaches one-third <u>or the entire body of the supervisors is dismissed</u>, the board of directors shall convene the special shareholders meeting <u>within 30 days</u> for by-election, and the term shall be the remaining term of the current board of directors. <u>After the Company issues the shares publicly, the board of directors shall convene the special shareholdings meeting within 60 days for re-election.</u></p>	Cancelled the supervisor system due to the appointment of the audit committee
Article 16	<p>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.</p>	<p>Regardless of operating profit or loss, the board of directors and may be authorized to determine the remuneration of all directors <u>and supervisors</u> according to the general standard in the same industry.</p>	Cancelled the supervisor system due to the appointment of the audit committee
Article 17	<p><u>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.</u></p>	<p><u>The supervisors shall perform their duties pursuant to the laws, regulations, Articles of Association and the authority that are delegated by the shareholders meeting.</u></p>	Cancelled the supervisor system due to the appointment of the audit committee
Article	The Company may purchase liability insurance	The Company may purchase liability insurance	Cancelled the

Clause	Clauses after the amendment	Clauses before the amendment	Amendment's basis and reasons
17-1	for directors in order to reduce the risk that directors may be sued by the shareholders or other parties for performing their duties by laws.	for directors <u>and supervisors</u> in order to reduce the risk that directors <u>and supervisors</u> may be sued by the shareholders or other parties for performing their duties by laws.	supervisor system due to the appointment of the audit committee
Article 17-2	Deleted	<u>When the government or institutions are the shareholders of the Company, their representatives shall not be elected or act as the directors and supervisors of the Company at the same time, except with the approval of the governing authority.</u>	Cancelled the supervisor system due to the appointment of the audit committee
Article 21	At the end of each fiscal year, the board of directors shall prepare the <u>following</u> reports, and they shall be <u>submitted to the general shareholders meeting</u> : 1. Business Report 2. Financial statements 3. Proposal for earnings distribution or loss offset	At the end of each fiscal year, the board of directors shall prepare <u>the left-listed reports</u> , and they shall be <u>submitted to the supervisors for review before 30 days of the general shareholders meeting</u> , as well as reported to the general shareholders meeting by laws for recognition: 1. Business Report 2. Financial statements 3. Proposal for earnings distribution or loss offset	Cancelled the supervisor system due to the appointment of the audit committee
Article 22	The company shall appropriate a minimum of 2% and a maximum of 2% of net earnings of profit as profit sharing for employees and directors respectively. The distribution proposal shall be submitted to shareholders meetings for approval. 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 <u>controlled companies or affiliates who have met certain conditions. Such conditions shall be specified by the Board of Directors.</u>	The company shall appropriate a minimum of 2% and a maximum of 2% of net earnings of profit as profit sharing for employees and directors/ <u>supervisors</u> respectively. The distribution proposal shall be submitted to shareholders meetings for approval. However, if the Company still as accumulated losses, the amount shall be retained for compensation, and then appropriated as remuneration to employees, directors <u>and supervisors</u> 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 affiliates who have met certain conditions.	Since the audit committee is set up, the supervisor system is cancelled. It is specified that the Board of Directors should prescribe the qualified persons.
Article 22-1	<u>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.</u> 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	<u>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.</u> 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	Due to the amendment to the Company Act, adding the first paragraph for quarterly distribution of surplus. The Board of Directors may be authorized to resolve the distribution of cash dividends, and report to the shareholders meeting later. Distribution of stock dividends shall be resolved

Clause	Clauses after the amendment	Clauses before the amendment	Amendment's basis and reasons
	<p>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 <u>the distribution is made by issuance of new shares, the proposal shall be submitted to the shareholder meeting for resolution.</u> <u>The company authorizes the Board of Directors pursuant to Article 240 of the Company Act to adopt the resolution by a majority of the directors present who represent two-thirds or more of the Board of Directors to distribute the distributable dividends and bonus, or all or part of the legal reserve and capital reserve under Article 241 of the Company Act in the form of cash, and report to the shareholders meeting.</u> 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 the company 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.</p>	<p>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 report to the shareholders meeting for resolution.</p> <p>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 the company 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.</p>	<p>by the Board of Directors and resolved by the shareholders meeting.</p>
Article 24	<p>This Articles of Association was created on April 20, 1983; the 1st amendment was made on October 4, 1984; the 2nd amendment was made on November 26, 1988 ...(Omitted)... the 30th amendment was made on June 23, 2016; the 31st amendment was made on June 22, 2017; the 32nd amendment was made on June 18, 2019; and <u>the 33rd amendment was made on June 17, 2021.</u></p>	<p>This Articles of Association was created on April 20, 1983; the 1st amendment was made on October 4, 1984; the 2nd amendment was made on November 26, 1988 ...(Omitted)... the 30th amendment was made on June 23, 2016; the 31st amendment was made on June 22, 2017; and the 32nd amendment was made on June 18, 2019.</p>	<p>Add amendment date</p>

Attachment 4

Soft-World International Corporation Comparison Table of amendments to the Rules of Procedure for Shareholders Meetings

Clauses after the amendment	Original clause	Amendment's basis and reasons
<p>Article 2</p> <p>The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law.</p> <p>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, election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders meeting or 15 days before the date of the special shareholders meeting. In addition, 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.</p> <p>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.</p> <p>Matters pertaining to election or dismissal of directors, alteration of the Articles of Association, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing on a director of the company, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, company dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 of the <u>Company Act</u>, <u>Articles 26-1 and 43-6 of the Securities and Exchange Act</u>, and <u>Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers</u> shall be itemized in the causes or subjects to be</p>	<p>Article 2</p> <p>The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law.</p> <p>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, election or dismissal of directors <u>and supervisors</u>, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders meeting or 15 days before the date of the special shareholders meeting. In addition, 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.</p> <p>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.</p> <p>Matters pertaining to election or dismissal of directors <u>and supervisors</u>, alteration of the Articles of Association, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing on a director of the company, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, company dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 hereof shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions; <u>the essential contents</u></p>	<p>Modified pursuant to the law. And since the audit committee is set up to perform the supervisor's duties, deleted the terms "supervisor(s)."</p>

Clauses after the amendment	Original clause	Amendment's basis and reasons
<p>described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions</p> <p>The election of directors has been set out in the notice as to the reasons for convening the shareholder meeting. The date of assumption of office is also stated, which cannot be changed by an extraordinary motion or any other method after the said election is completed in the shareholders' meeting.</p> <p>Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a 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. Shareholders may <u>propose</u> the suggestive motions to urge the company to increase public interests or fulfill social responsibility. <u>The procedures shall comply with Article 172-1 of the Company Act.</u></p> <p>Omitted hereinafter.</p>	<p><u>may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.</u></p> <p>The election of directors <u>and supervisors</u> has been set out in the notice as to the reasons for convening the shareholder meeting. The date of assumption of office is also stated, which cannot be changed by an extraordinary motion or any other method after the said election is completed in the shareholders' meeting.</p> <p>Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a 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. A shareholder <u>proposal proposed</u> for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors. <u>In addition, when the circumstances of any subparagraph of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.</u></p> <p>Omitted hereinafter.</p>	
<p>Article 8</p> <p>Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings.</p> <p>The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.</p> <p>The chair shall call the meeting to order at the meeting time <u>and at the same time announce the number of non-voting shares and the number of shares present and other related information.</u> If the shareholding of the attending shareholders is not more than half of the total number of shares issued, the Chairman may announce the meeting postponed, which is limited to two postponements and for less than one-hour in total. If the shareholding of the attending shareholders remaining do not constitute more than one third of the total number of shares issued after the two postponements, the Chairman may announce to have the meeting aborted.</p> <p>Omitted hereinafter.</p>	<p>Article 8</p> <p>Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings.</p> <p>The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.</p> <p>The Chairman shall call the meeting to order at the meeting time. If the shareholding of the attending shareholders is not more than half of the total number of shares issued, the Chairman may announce the meeting postponed, which is limited to two postponements and for less than one-hour in total. If the shareholding of the attending shareholders remaining do not constitute more than one third of the total number of shares issued after the two postponements, the Chairman may announce to have the meeting aborted.</p> <p>Omitted hereinafter.</p>	Amendment due to laws and regulations
<p>Article 13</p> <p>If directors are elected in the shareholders'</p>	<p>Article 13</p> <p>If directors <u>or supervisors</u> are elected in the</p>	Modified pursuant to the

Clauses after the amendment	Original clause	Amendment's basis and reasons
<p>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 <u>and those unelected as well as the numbers of votes that they obtained.</u></p> <p>Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p>	<p>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 <u>and supervisors</u> and the number of votes received. Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p>	<p>law. And since the audit committee is set up to perform the supervisor's duties, deleted the terms "supervisor(s)."</p>
<p>Article 14 Shareholder resolutions shall be recorded in minutes, affixed with the signature or seal of the chairman of the meeting and distributed to each shareholder within 20 days from the meeting. The preparation and distribution of the minutes of shareholders' meeting can be processed electronically. The Company's minutes of shareholders' meeting referred to above can be distributed by posting it on the MOPS. The minutes of meeting shall be prepared with the following information included: the year, month, and date 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.</p>	<p>Article 14 Shareholder resolutions shall be recorded in minutes, affixed with the signature or seal of the chairman of the meeting and distributed to each shareholder within 20 days from the meeting. The preparation and distribution of the minutes of shareholders' meeting can be processed electronically. The Company's minutes of shareholders' meeting referred to above can be distributed by posting it on the MOPS. The minutes of meeting shall be prepared with the following information included: the year, month, and date 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 <u>and supervisors</u> is arranged, the number of votes received by each elected director <u>and supervisor</u> should be disclosed. The recorded results should be kept permanently throughout the duration of the Company.</p>	<p>Modified pursuant to the law. And since the audit committee is set up to perform the supervisor's duties, deleted the terms "supervisor(s)."</p>

Attachment 5

Soft-World International Corporation Comparison Table of amendments to “Regulations for Director and Supervisor Election”

Clauses after the amendment	Original clause	Amendment’s basis and reasons
Regulations for Director Election	Regulations for Director <u>and Supervisor</u> Election	Since the audit committee is set up to perform the supervisor’s duties, deleted the terms “supervisor(s).”
Article 1 Except as otherwise provided by law and regulation or by the Company's articles of association, elections of directors shall be conducted in accordance with these Regulations.	Article 1 Except as otherwise provided by law and regulation or by the Company's articles of association, elections of directors <u>and supervisors</u> shall be conducted in accordance with these Regulations.	Since the audit committee is set up to perform the supervisor’s duties, deleted the terms “supervisor(s).”
Article 3 Deleted	Article 3 Supervisors of the Company shall meet the following qualifications: 1. Integrity and a practical attitude. 2. Impartial judgment. 3. Professional knowledge. 4. Broad experience. 5. Ability to read financial statements. At least one supervisor position must be held by a person having neither a spousal relationship nor a relationship within the second degree of kinship with any other supervisor or with any director. A supervisor may not serve concurrently as the director, managerial officer, or any other position of the Company, and at least one of the supervisors must be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.	Since the audit committee is set up to perform the supervisor’s duties, deleted the terms “supervisor(s).”
Article <u>3</u> Omitted	Article <u>4</u> Omitted	Adjusted the number of article due to the deletion of Article 3.
Article <u>4</u> 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.	Article <u>5</u> Elections of both directors <u>and supervisors</u> 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. <u>The Company shall review the qualifications, education, working experience, background of nominee directors and supervisors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors</u>	Adjusted the number of article due to the deletion of Article 3. Modified Paragraph 1 due to the amendment to Article 192-1 of the Company Act, simplifying the process of director nomination.

Clauses after the amendment	Original clause	Amendment's basis and reasons
<p>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 vacancy of the directors reaches one-third of the total number prescribed by the articles of association, the board of directors shall convene the special shareholders meeting within 60 days for re-election.</p> <p>When the number of independent directors falls below that required under the proviso of Paragraph 1, Article 14-2 of the Securities Exchange Act, a by-election shall be held at the earliest coming shareholders' meeting to fill the vacancy.</p> <p>When the independent directors are dismissed, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election and fill the vacancies.</p>	<p><u>will be elected.</u></p> <p>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 vacancy of the directors reaches one-third of the total number prescribed by the articles of association, the board of directors shall convene the special shareholders meeting within 60 days for re-election.</p> <p>When the number of independent directors falls below that required under the proviso of Paragraph 1, Article 14-2 of the Securities Exchange Act, a by-election shall be held at the earliest coming shareholders' meeting to fill the vacancy.</p> <p>When the independent directors are dismissed, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election and fill the vacancies.</p> <p><u>When the number of supervisors falls below that prescribed in the Company's articles of association due to the dismissal of a supervisor for any reason, a by-election to fill the vacancy should ideally be held at the earliest coming shareholders' meeting. When the supervisors are dismissed, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</u></p>	
<p><u>Article 5</u> 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.</p>	<p><u>Article 6</u> The cumulative voting method shall be used for election of the directors <u>and supervisors</u> at the Company. Each share will have voting rights in number equal to the directors <u>or supervisors</u> to be elected, and may be cast for a single candidate or split among multiple candidates.</p>	<p>Adjusted the number of article due to the deletion of Article 3. Since the audit committee is set up to perform the supervisor's duties, deleted the terms "supervisor(s)."</p>
<p><u>Article 6</u> The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.</p>	<p><u>Article 7</u> The board of directors shall prepare separate ballots for directors <u>and supervisors</u> in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.</p>	<p>Adjusted the number of article due to the deletion of Article 3. Since the audit committee is set up to perform the supervisor's duties, deleted the terms "supervisor(s)."</p>
<p><u>Article 7</u> The number of directors will be as specified in the Company's articles of</p>	<p><u>Article 8</u> The number of directors <u>and supervisors</u> will be as specified in the Company's</p>	<p>Adjusted the number of article due to the deletion of Article 3.</p>

Clauses after the amendment	Original clause	Amendment's basis and reasons
association, 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.	articles of association, 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.	Since the audit committee is set up to perform the supervisor's duties, deleted the terms "supervisor(s)."
Article 8 Omitted	Article 9 Omitted	Adjusted the number of article due to the deletion of Article 3.
Article 10 Deleted	Article 10 <u>If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.</u>	Amendment due to laws and regulations
Article 9 A ballot is invalid under any of the following circumstances: 1. The ballot was not prepared by <u>a person with the right to convene</u> . 2. A blank ballot is placed in the ballot box. 3. The writing is unclear and indecipherable or has been altered. 4. <u>The person to be elected is not on the candidates list</u> upon verification. 5. Other words or marks are entered in addition to the number of voting rights allotted.	Article 11 A ballot is invalid under any of the following circumstances: 1. The ballot was not prepared by <u>the board of directors</u> . 2. A blank ballot is placed in the ballot box. 3. The writing is unclear and indecipherable or has been altered. 4. <u>The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.</u> 5. Other words or marks are entered in addition to the <u>candidate's account name or shareholder account number (or</u>	Adjusted the number of article due to the deletion of Articles 3 and 10. Amendment due to laws and regulations

Clauses after the amendment	Original clause	Amendment's basis and reasons
	<p><u>identity card number) and</u> the number of voting rights allotted.</p> <p>6. <u>The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.</u></p>	
<p>Article <u>10</u> 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.</p> <p>Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p>	<p>Article <u>12</u> 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 <u>and supervisors</u> and the numbers of votes with which they were elected, shall be announced by the chair or by the designated personnel on the site.</p> <p>Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p>	<p>Adjusted the number of article due to the deletion of Articles 3 and 10. Since the audit committee is set up to perform the supervisor's duties, deleted the terms "supervisor(s)."</p>
<p>Article <u>11</u> Omitted</p>	<p>Article <u>13</u> Omitted</p>	<p>Adjusted the number of article due to the deletion of Articles 3 and 10.</p>

Attachment 6

Soft-World International Corporation
Candidates list for the directors (including independent directors)

Candidates list for the directors

Nominated by: Board of Directors

Serial No.	Nominee Name	Education	Work Experience	Current position	Shareholding (number of shares) Note
1	WANG, CHIN-PO	Department of Chemical Engineering. Graduated from National Kaohsiung Institute of Technology	Chairman, Soft-World Co., Ltd.	Chairman, Soft-World Co., Ltd. Chairman of Chinese Gamer International Corporation (Institutional representative of Soft-World International Corporation) Chairman of Game Flier International Corporation (Institutional representative of Soft-World International Corporation) Chairman of Game First International Corporation (Institutional representative of Soft-World International Corporation) Director of Dynasty International Information Co., Ltd. (Institutional representative of Soft-World International Corporation) Director of PLAYGAME SDN. BHD (Institutional representative of GLOBAL CONCEPT CORPORATION) Chairman of Taiwan Taomee Co., Ltd. (Institutional representative of PLAYGAME) Director of Soft-World (Hong Kong) International Corporation (Institutional representative of Soft-World International Corporation) Chairman of Zealot Digital International Corporation (Institutional representative of Soft-World International Corporation) Chairman of Fast Distributed Cloud Computing (Taiwan) Co., Ltd. (Institutional representative of Soft-World International Corporation) Chairman of Neweb Techhnohies Co., Ltd. (Institutional representative of Soft-World International Corporation) Chairman of ezPay Co., Ltd. (Institutional representative of Neweb Payments Co., Ltd.) Chairman of Neweb Payments Co., Ltd. (Institutional representative of Neweb Technologies Co., Ltd.) The Chairman of CService Technology Co., Ltd. (legal representative of Neweb) Chairman of Compete!Games interactive entertainment corporation (Institutional representative of Game First International Corporation) Chairman of Efun International Corporation (Institutional representative of Soft-World International Corporation) SOFT-WORLD TECHNOLOGY PTE. LTD (Institutional representative of Soft-World International Corporation) Chairman of Joy Children Technology Co., Ltd. (Institutional representative of Soft-World International Corporation) Chairman of Ad Media Corporation (Institutional representative of Efun International Corporation) Director of Interactive Entertainment Technology Co.,Ltd	21,594,350
2	WANG, CHIUNG-FEN	Bachelor of Law, National Chung Hsing University	President, General Law Firm Director of KMC International Co., Ltd Independent director of Aeon Motor Co., Ltd. Independent director of Neng Tyi Precision Industries Co., Ltd. Independent director of Dabomb Protein Corp. Supervisor of Taiwan Wax Co., Ltd.	Director of Soft-World Co., Ltd. Chairman of Jin Zhifu Asset Management Company Chairman of Taiwan Steel Co., Ltd. (Institutional representative of Jin Zhifu Asset Management Company) Chairman of GMTC Co., Ltd. (Institutional representative of Taiwan Steel Co., Ltd.) Chairman of Taiwan Netcom Investment Holding Corp. (representing Yi Tong Yuan Investment company) Chairman of S-Tech Corporation (Institutional representative of Gloria Material Technology Corp.) Vice Chairman of Chunzu Machinery Co., Ltd. (Institutional representative of Chun Yu Works & Co., Ltd.) Director of Chun Yu Works & Co., Ltd. (Institutional representative of Taiwan Steel Co., Ltd.) Director of TAIWAN STYRENE MONOMER CORPORATION (representing TSM Investment company) Director of D-Link Corporation (Institutional representative of D-Link Investment Co., Ltd.) Director of Cameo Communications, Inc. Independent director of Huang Long Development Co., Ltd.	0

Serial No.	Nominee Name	Education	Work Experience	Current position	Shareholding (number of shares) Note
3	SHIH, MING-HAO	Master of Business Administration, Pennsylvania State University	Founder, Association of Listed/OTC Companies in Taiwan Chairman, TRADE-VAN INFORMATION SERVICES CO.	Director of Soft-World Co., Ltd.	11,110
4	CHIEN, CHIN-CHENG	PhD, Department of Accounting, New Jersey State University	Professor, Department of Accountancy and Graduate Institute of Finance, National Cheng Kung University Adjunct Professor, Department of Accountancy and Graduate Institute of Finance, National Cheng Kung University Director and Remuneration Committee Member of KMC International Co., Ltd Remuneration Committee Member of Hanpin Electron Co., Ltd. Remuneration Committee Member of Ofco Industrial Corporation Remuneration Committee Member of Chunzu Machinery Co., Ltd.	Supervisor of Soft-World International Corporation Supervisor of Chinese Gamer International Corporation Director and Remuneration Committee Member of Gloria Material Technology Corp. Director and Remuneration Committee Member of Ton Yi Industrial Corp. Director and Remuneration Committee Member of Taiwan Styrene Monomer Corporation Director and Remuneration Committee Member of S-Tech Corporation	0
5	CHANG, HUNG-YUAN	MBA, MSA, St John's University, New York, USA	Part-time Professor, Dept. of Business Administration, Soochow University Assistant Finance Director and Assistant Director, Interplex Industries Inc., New York, USA General Manager, Suftech Co., Ltd. Director of Accounting Department, Shih Hsin University Director of International Management School, Shih Hsu University Enterprise Management Foundation Director, Soochow University Director of Culture and Education Foundation, Mingdao High School Board Supervisor, Shih Hsin University	Supervisor of Soft-World International Corporation Independent director of TPK Holding Co., Ltd. Independent director of Lu Hai Industrial Corp. Full-time Professor, Department of Communications Management, and Department of Business Administration, Shih-Hsin University	0
6	WU, AI-YUN	Bachelor of Accounting, Ming Chuan University	Finance Director, Focus Technology Co., Ltd.	Director of Soft-World Co., Ltd. Director of Xingtian Technology Co., Ltd Director of Wayi International Digital Entertainment Co., Ltd. Supervisor of Bonus Winner Online Entertainment Co., Ltd. Supervisor of JFI Games Inc.	0

Candidates list for the independent director

Serial No.	Nominee Name	Education	Work Experience	Current position	Shareholding (number of shares) Note
1	SHYU, SO-DE	PhD Finance, University of Alabama, USA	Professor, Department of Finance, Vice Dean, College of Management, National Sun Yat-sen University, President, Takming University of Science and Technology	Remuneration Committee Member of Soft-World International Corporation Independent director of Wah Lee Industrial Corp.	0
2	LIN, HSUAN-CHU	PhD in Finance, New Jersey State University Master of Business Administration (MBA), New Jersey State University	Remuneration Committee Member of Gloria Material Technology Corp. Independent director of Dabomb Protein Corp. Professor Lecturer, College of Management, Rutgers, The State University of New Jersey Assistant Professor, Associate Professor, Professor, Department of Accountancy and Graduate Institute of Finance, National Cheng Kung University	Independent Director and Remuneration Committee Member of Soft-World International Corporation Independent Director and Remuneration Committee Member of Chinese Gamer International Corporation Independent Director and Remuneration Committee Member of Taiwan Cooperative Bank Co., Ltd. Independent Director and Remuneration Committee Member of Taiwan Cooperative Financial Holding Co., Ltd. Professor, Department of Accountancy and Graduate Institute of Finance, National Cheng Kung University Supervisor of Taiwan International Ports Logistics Corporation	0
3	CHUANG, PI-HUA	MSA, National Taiwan University	Principal CPA, Haps Consulting Ltd. & CPAs	CPA, Haps Consulting Ltd. & CPAs Independent Director, Tainan Living (Cayman) Co., Ltd. Independent director of Fu Ta Material Technology Co., Ltd.	0

Note: The numbers of shares are calculated as of the closing date of the 2021 shareholders meeting on April 19, 2021.

On the contents of the release of newly elected directors from non-competition restrictions are:

Director	Adjunct to the company	Job positions	Remarks
WANG, CHIN-PO	Chinese Gamer International Corporation	Chairman	(Institutional representative of Soft-World International Corporation)
	Game Flier International Corporation	Chairman	(Institutional representative of Soft-World International Corporation)
	Game First International Corporation	Chairman	(Institutional representative of Soft-World International Corporation)
	Dynasty International Information Co., Ltd.	Director	(Institutional representative of Soft-World International Corporation)
	PLAYGAME SDN. BHD	Director	(Institutional representative of GLOBAL CONCEPT CORPORATION)
	Taiwan Taomee Co., Ltd.	Chairman	(Institutional representative of PLAYGAME)
	Soft-World (Hong Kong) International Corporation	Director	(Institutional representative of Soft-World International Corporation)
	Zealot Digital International Corporation	Chairman	(Institutional representative of Soft-World International Corporation)
	Fast Distributed Cloud Computing (Taiwan) Co., Ltd.	Chairman	(Institutional representative of Soft-World International Corporation)
	Neweb Technologies Co., Ltd.	Chairman	(Institutional representative of Soft-World International Corporation)
	ezPay Co.,Ltd.	Chairman	(Institutional representative of Neweb Technologies Co., Ltd.)
	Neweb Payments Co., Ltd.	Chairman	(Institutional representative of Neweb Technologies Co., Ltd.)
	CService Technology Co., Ltd.	Chairman	(Institutional representative of Neweb Technologies Co., Ltd.)
	Compete!Games interactive entertainment corporation	Chairman	(Institutional representative of Game First International Corporation)
	Efun International Corporation	Chairman	(Institutional representative of Soft-World International Corporation)
	SOFT-WORLD TECHNOLOGY PTE . LTD	Director	(Institutional representative of Soft-World International Corporation)
	Joy Children Technology Co., Ltd.	Chairman	(Institutional representative of Soft-World International Corporation)
	Re:Ad Media Corporation	Chairman	(Institutional representative of Efun International Corporation)

	Interactive Entertainment Technology Co.,Ltd	Director	
WANG, CHIUNG-FEN	Jin Zhifu Asset Management Company	Chairman	
	Taiwan Steel Co., Ltd.	Chairman	(Institutional representative of Jin Zhifu Asset Management Company)
	Gloria Material Technology Corp.	Chairman	(Institutional representative of Taiwan Steel Co., Ltd.)
	Taiwan Netcom Investment Holding Corp.	Chairman	(Institutional representative of Yi Tong Yuan Investment Co., Ltd.)
	S-TECH CORP.	Chairman	(Institutional representative of Gloria Material Technology Corp.)
	Chunzu Machinery Co., Ltd.	Vice Chairman	(Institutional representative of Chun Yu Works & Co., Ltd.)
	Chun Yu Works & Co., Ltd.	Director	(Institutional representative of Taiwan Steel Co., Ltd.)
	Taiwan Styrene Monomer Corporation	Director	(Institutional representative of TSM Investment Ltd.)
	D-Link Corporation	Director	(Institutional representative of D-Link Investment Co., Ltd.)
	Cameo Communications, Inc.	Director	
	Huang Long Development Co., Ltd.	Independent director	
CHIEN, CHIN-CHENG	Gloria Material Technology Corp.	Independent director	
	Ton Yi Industrial Corp.	Independent director	
	Taiwan Styrene Monomer Corporation	Independent director	
	S-TECH CORP.	Independent director	
CHANG, HUNG-YUAN	TPK Holding Co., Ltd.	Independent director	
	Lu Hai Industrial Corp.	Independent director	
WU, AI-YUN	Xingtian Technology Co., Ltd	Director	
	Wayi International Digital Entertainment Co., Ltd.	Director	(Institutional representative of (SEYCHELLES) Given Business Inc.)
SHYU, SO-DE	Wah Lee Industrial Corp.	Independent director	
LIN, HSUAN-CHU	Chinese Gamer International Corporation	Independent director	
	Taiwan Cooperative Bank Co., Ltd.	Independent director	
	Taiwan Cooperative Financial Holding Co., Ltd.	Independent director	
CHUANG, PI-HUA	Tainan Living (Cayman) Co., Ltd.	Independent director	
	Fu Ta Material Technology Co., Ltd.	Independent director	

Appendix 1

Articles of Association of Soft-World International Corporation

Chapter 1 General rules

- Article 1: The Company is incorporated according to The Company Act, and is named 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 items 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 Stock shares

- Article 6: The authorized capital of the Company is NT\$2,000 million, divided into 200 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\$50 million for the issue of share subscription warrant, bond with attached warrant or preferred stocks with attached warrants, totaling 5 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 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. However, it shall be approved by the shareholders meeting that is attended by the shareholders representing more than one-half of the total number of issued shares and be resolved by more than two-thirds of voting rights of the attending shareholders.
- Article 7: The Company issues owner-registered common shares only. Every share certificate shall be signed or sealed by at least 3 directors and the Company's seal. After legal certification, it shall be issued within the prescribed period and may be integrated to reissue big par value of stocks. After the Company issues shares publicly, it is also exempt from printing stocks.

- 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 Shareholders Meetings

- 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 meetings will be called for under law where necessary.
- 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 Supervisors

- Article 13: The company should appoint 5 to 11 directors and 2 to 3 supervisors. 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 2 persons, and shall not be less than one-fifth of the number of the directors. After the Company issues the shares publicly, the shareholding percentage of the entire body of the directors and supervisors shall comply with the regulations of the security management authority.
- Elections of the Company's directors and supervisors shall proceed using the cumulative single-registered method. Each share is vested with voting rights equal to the number of directors and supervisors 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 and supervisors.
- The entire body of the directors and supervisors shall be elected by the shareholders using the nomination system from the list of nominated candidates.
- 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 and supervisors 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 or the entire body of the supervisors is dismissed, the board of directors shall convene the special shareholders meeting within 30 days for by-election, and the term shall be the remaining term of the current board of directors. After the Company issues the shares publicly, the board of directors shall convene the special shareholders meeting within 60 days for re-election.
- Article 16: Regardless of operating profit or loss, the board of directors may be authorized to determine the remuneration of all directors and supervisors according to the general standard in the same industry.
- Article 17: The supervisors shall perform their duties pursuant to the laws, regulations, Articles of Association and the authority that are delegated by the shareholders meeting.
- Article 17-1: The Company may purchase liability insurance for directors and supervisors in order to reduce the risk that directors and supervisors may be sued by the shareholders or other parties for performing their duties by laws.
- Article 17-2: When the government or institutions are the shareholders of the Company, their representatives shall not be elected or act as the directors and supervisors of the Company at the same time, except with the approval of the governing authority.

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 left-listed reports, and they shall be submitted to the supervisors for review before 30 days of the general shareholders meeting, as well as reported to the general shareholders meeting by laws for recognition.
1. Business Report
 2. Financial statements
 3. Proposal for earnings distribution or loss offset
- Article 22: The company shall appropriate a minimum of 2% and a maximum of 2% of net earnings of profit as profit sharing for employees and directors/supervisors respectively. The distribution proposal shall be submitted to shareholders meetings for approval. However, if the Company still has accumulated losses, the amount shall be retained for compensation, and then appropriated as remuneration to employees, directors and supervisors 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 affiliates who have met certain conditions.
- Article 22-1: The annual earnings concluded by the Company are first subject to taxation and offsetting the accumulated loss, followed by 10% of legal reserve; however, no further

provision is needed when legal reserve has accumulated to the same amount as the paid-in capital. Any earnings remaining shall then be subject to provision or reverse of special reserve pursuant to the laws and business demand of the Company. The residual earnings are the distributable earnings in the year, added up undistributed earnings of beginning balance as the accumulated distributable earnings. The board of directors shall provide the proposal of earnings distribution according to this article's dividend policy and report to the shareholders meeting for resolution.

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

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 Association.
- Article 2: The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law. 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, election or dismissal of directors and supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders meeting or 15 days before the date of the special shareholders meeting. In addition, 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.
- The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form. Matters pertaining to election or dismissal of directors and supervisors, alteration of the Articles of Association, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing on a director of the company, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, company dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 hereof shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.
- The election of directors and supervisors has been set out in the notice as to the reasons for convening the shareholder meeting. The date of assumption of office is also stated, which cannot be changed by an extraordinary motion or any other method after the said election is completed in the shareholders' meeting. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a 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. A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors. In addition, when the circumstances of any subparagraph of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.
- Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce that it will receive shareholder proposals, correspondence or electronic means, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.
- Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal. Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.
- Article 3: Shareholders may attend the meeting of shareholders by proxy that is printed and issued by the Company with the scope of authorization detailed.
- Article 4: The shareholders meeting must be held at a location that is suitable and convenient for shareholders to attend. The meeting must not commence anytime earlier than 9AM or later than 3PM. Independent Directors' opinions must be fully taken into consideration when deciding the time and venue of the meeting.
- Article 5: The shareholders meeting shall be convened by the board of directors and chaired by the chairman. 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/her 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 be elected one to act instead among themselves. 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 assign the appointed attorney, CPA, or responsible personnel to attend the meeting of the shareholders.

Article 7: The Company should have the entire meeting of shareholders taped in audio or video recording and stored for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.

Article 8: Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.

The Chairman shall call the meeting to order at the meeting time. If the shareholding of the attending shareholders is not more than half of the total number of shares issued, the Chairman may announce the meeting postponed, which is limited to two postponements and for less than one-hour in total. If the shareholding of the attending shareholders remaining do not constitute more than one third of the total number of shares issued after the two postponements, the Chairman may announce to have the meeting aborted.

If the shareholdings of the attending shareholders are not more than half of the total number of shares issued after two postponements but more than one third of the total number of shares issued, a pseudo-resolution can be resolved in accordance with Paragraph 1, Article 175 of the Company Act; also, shareholders should be informed regarding the pseudo-resolution with another meeting of shareholders to be convened within one month.

If the shareholdings of the attending shareholders are more than one half of the total number of shares issued before the end of the meeting, the Chairman may have the pseudo-resolution presented again in the next meeting of the shareholders for resolution in accordance with 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.

If the meeting of shareholders is convened by an authorized person other than the Board, the provision referred to above is applicable.

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 and call for a vote and arrange sufficient time for voting.

Article 10: Attending shareholders before speaking on the subject must fill out the speech slip, shareholder account number, and account name (or attendance pass number) in detail, and then the Chairman is to determine the order of speakers.

Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.

Each shareholder may not speak more than twice on the same motion for 5 minutes each time without the consent of the Chairman. However, the Chairman may have the speaking shareholders who violate the rules or speak beyond the scope of those issues silenced.

Attending shareholders may not interfere the speaking shareholders without the consent of the Chairman and the speaking shareholders. The Chairman will have the violating shareholders stopped.

If the juridical person shareholder has more than two representatives assigned to attend the meeting of shareholders, only one of the two representatives may speak on the same proposal.

The Chairman may reply to the speaking shareholders personally or by the designated personnel.

Article 11: Resolutions of the meeting of shareholders should be based on their shareholdings.

For the resolutions in the meeting of shareholders, the shares of the shareholders without votes are not included in the calculation of outstanding 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 shares without votes referred to above are not included in the calculation of the attending shareholders' votes.

Except for Trust agencies or stock agencies approved by the securities regulatory authorities, the votes of the representative delegated by two or more shareholders shall not exceed 3% of the total votes representing the total number of shares issued; also, the votes exceeding the threshold shall not be counted.

- Article 12: Shareholders are entitled to one vote per share; except for those subject to restrictions or the non-voting matters illustrated in Paragraph 2, Article 179 of the Company Act.
- When the company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. Shareholders who have their votes cast in writing or by electronic means are deemed as attending the meeting in person. However, with respect to motions and original proposal amendments of the meeting of shareholders, it is deemed as a waiver; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
- For the resolution of proposals, unless otherwise provided in the Company Act and the Article of Association, the consent of a majority vote of the attending shareholders shall prevail. 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 alternative for the same motion, the Chairman shall have the order of vote, including the original proposal, determined accordingly.
- Chairman is to appoint the scrutineers and counting officers who must be shareholders.
- The vote counting process of the shareholder's balloting or election should be held openly at the meeting venue. The balloting result should be announced immediately at the meeting, including statistical weights, and it should be documented for record.
- Article 13: If directors or supervisors 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 supervisors and the number of votes received.
- Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.
- Article 14: Shareholder resolutions shall be recorded in minutes, affixed with the signature or seal of the chairman of the meeting and distributed to each shareholder within 20 days from the meeting. The preparation and distribution of the minutes of shareholders' meeting can be processed electronically.
- The Company's minutes of shareholders' meeting referred to above can be distributed by posting it on the MOPS.
- The minutes of meeting shall be prepared with the following information included: the year, month, and date 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 and supervisors is arranged, the number of votes received by each elected director and supervisor should be disclosed. The recorded results should be kept permanently throughout the duration of the Company.
- Article 15: The staff responsible for organizing the meeting of shareholders shall wear identification badges or armbands.
- The Chairman may direct disciplinary personnel or security personnel to help keep the meeting place in order. The disciplinary personnel or security personnel that help keep the meeting place in order should wear an armband with "Picket" affixed or an identification badge.
- When the meeting place is equipped with amplifying equipment, the Chairman may stop shareholders who do not use the speaking device provided by the Company from speaking.
- The Chairman may instruct the disciplinary personnel or security personnel to have shareholders who violate the Rules of Procedure for Shareholder Meetings, disobey the instructions of the Chairman, intervene in the meeting proceedings and fail to comply with the disciplinary act to leave the meeting place.
- 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: The Rule shall be approved by the shareholders meeting and then implemented afterwards. The amendment shall apply the same.

Appendix 3

Soft-World International Corporation Regulations for Director and Supervisor Election

- Article 1: Except as otherwise provided by law and regulation or by the Company's articles of association, elections of directors and supervisors shall be conducted in accordance with these Regulations.
- 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: Supervisors of the Company shall meet the following qualifications:
1. Integrity and a practical attitude.
 2. Impartial judgment.
 3. Professional knowledge.
 4. Broad experience.
 5. Ability to read financial statements.
- At least one supervisor position must be held by a person having neither a spousal relationship nor a relationship within the second degree of kinship with any other supervisor or with any director.
- A supervisor may not serve concurrently as the director, managerial officer, or any other position of the Company, and at least one of the supervisors must be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.
- Article 4: 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 5: Elections of both directors and supervisors 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. The Company shall review the qualifications, education, working experience, background of nominee directors and supervisors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors will be elected.
- 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 vacancy of the directors reaches one-third of the total number prescribed by the articles of association, the board of directors shall convene the special shareholders meeting within 60 days for re-election.
- When the number of independent directors falls below that required under the *proviso* of Paragraph 1,

Article 14-2 of the Securities Exchange Act, a by-election shall be held at the earliest coming shareholders' meeting to fill the vacancy. When the independent directors are dismissed, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election and fill the vacancies.

When the number of supervisors falls below that prescribed in the Company's articles of association due to the dismissal of a supervisor for any reason, a by-election to fill the vacancy should ideally be held at the earliest coming shareholders meeting. When the supervisors are dismissed, 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 6: The cumulative voting method shall be used for election of the directors and supervisors at the Company. Each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7: The board of directors shall prepare separate ballots for directors and supervisors 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 8: The number of directors and supervisors will be as specified in the Company's articles of association, 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 9: Before the election begins, the chair shall appoint a number of persons with shareholder and designate several ballot counters to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10: If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

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

1. The ballot was not prepared by the board of directors.
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 is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
5. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

Article 12: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors or supervisors and the numbers of votes with which they were elected, shall be announced by the chair or by the designated personnel on the site.

Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.

Article 13: The Procedures shall be approved by the shareholders meeting and then implemented afterwards. The amendment shall apply the same.

Appendix 4

Shareholdings of directors and supervisors

Record date: April 19, 2021

Title	Name	Number of shares held on the date for suspension of share transfer	
		Quantity	Ratio of Shareholding
Chairman	WANG, CHIN-PO	21,594,350	16.94%
Director	WANG, CHIUNG-FEN	0	0
Director	CHEN, CHING-JUNG	0	0
Director	SHIH, MING-HAO	11,110	0.01%
Director	WU, AI-YUN	0	0
Independent director	LI, MING-HSIEN	0	0
Independent director	LIN, HSUAN-CHU	0	0
Total		21,605,460	16.95%
Supervisor	CHIEN, CHIN-CHENG	0	0
Supervisor	CHANG, HUNG-YUAN	0	0
Total		0	0%

1. The number of shares issued by the Company is 127,474,332 shares as of April 19, 2021.
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 8,000,000 shares.
The minimum legal number of shares held by the entire body of supervisors is 800,000 shares.