



# **Wayi International Digital Entertainment Co., Ltd.**

## **2023 Annual Shareholders Meeting**

### **Meeting Handbook**

(Translation)

Time: Wednesday, June. 21, 2023

Place: B1, No. 39, Ln. 141, Xing'ai Rd., Neihu Dist., Taipei City

Wayi International Digital Entertainment Co., Ltd.  
2023 Annual Shareholders Meeting  
Table of Contents of Meeting Handbook

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Chapter 1	Meeting Procedures	1
Chapter 2	Meeting agenda	2
	Report Matters	3
	Recognition Matters	4
	Discussion Matters	4
	Extemporany Motions	5
Chapter 3	Attachment	
	I.    2022 Business Report	6
	II.   2022 Audit Committee's Review Report	8
	III.  Director Compensation Policy Report	9
	IV.   2022 Parent Company Only Financial Statement, Consolidated Financial Statement, and Auditor's Report	12
	V.    2022 Earnings Distribution Table	33
	VI.   Comparison table for the amendments of "Rules of Procedure for Shareholders Meeting" before and after revision	34
Chapter 4	Appendix	
	I.    Articles of Incorporation	49
	II.   Rules of Procedure for Shareholders Meeting	55
	III.  Current Shareholding of All Directors	61

**Wayi International Digital Entertainment Co., Ltd.**

**2023 Annual Shareholders Meeting**

**Meeting Procedures**

- I. Call the Meeting to Order
- II. Chairman Remarks
- III. Report Matters
- IV. Recognition Matters
- V. Discussion Matters
- VI. Extemporaneous Motions
- VII. Adjournment

**Wayi International Digital Entertainment Co., Ltd.**  
**2023 Annual Shareholders Meeting**  
**Meeting Agenda**

Time: 9 AM on Wednesday, June 21, 2023

Place: B1, No. 39, Ln. 141, Xing'ai Rd., Neihu Dist., Taipei City

Method of Convening the Meeting: Entity Shareholders' Meeting

- I. Call the Meeting to Order (Report the Number of Shareholders Attended)
- II. Chairman Remarks
- III. Report Matters
  - 1. 2022 Business Report.
  - 2. 2022 Audit Committee's Review Report.
  - 3. Report on the distribution of remuneration for directors and employees of 2022
  - 4. Report on Cash Dividends of Earnings Distribution of 2022
  - 5. Report on the Director Compensation Received in 2022
- IV. Recognition Matters
  - 1. 2022 Business Report and Financial Statements
  - 2. 2022 Distribution of Earnings.
- V. Discussion Matters
  - 1. Proposal for issuing new shares through capitalization of retained earnings.
  - 2. Amendments to the "Rules of Procedure for Shareholders' Meetings"
- VI. Extemporany Motions
- VII. Adjournment

## **Report Matters**

### **I. 2022 Business Report**

Explanation: The 2022 Business Report is attached as page 6-7.(Attachment I)

### **II. 2022 Audit Committee's Review Report**

Explanation: The 2022 Audit Committee's Review Report is attached as page 8.(Attachment II)

### **III. Report on the distribution of remuneration for employees and directors in 2022**

Explanation:

1. According to Article 25 of the Company's Articles of Association, if the company has a profit in the year, after deducting accumulated losses, the remuneration of directors shall not be higher than 3%, and the remuneration of employees shall not be lower than 1%.
2. Employee compensation of NT\$378,000 and remuneration for directors of NT\$378,000 ,all in cash.  
There is no deviation between the estimated and actual distribution amount.

### **IV. To report the distribution of 2022 profit and cash dividend.**

Explanation:

1. In accordance with Paragraph 1, Article 25 of the Company's Articles of incorporation, the Board of Directors is authorized to distribute dividends and bonuses in whole or in part in cash. In addition thereto a report of such distribution shall be submitted to the shareholders' meeting.
2. The Company's cash dividend in 2022 is NT\$13,364,886, which is equivalent to cash dividend per share of NT\$0.6 and the total rounded down amount shall be adjusted on the decimal number from big to small and the account number from front to back to accord with the total cash dividend distribution.
3. The cash dividend distribution plan was approved by the Board of Directors on March 27, 2023, authorizing the chairman to set the ex-dividend base date, distribution date and other related matters; if the number of issued and outstanding shares of the Company is affected by changes in the Company's share capital, it is proposed to authorized the chairman to deal with it.

### **V. Report on Director Compensation Received 2022**

Explanation: The Company's compensation policy for directors, individual compensation content, and amounts, please refer to pages 9-11.(Attachment III)

## **Recognition Matters**

Proposal 1: Proposed by the Board of Directors

Motion: Proposal for the Ratification of the 2022 Business Report and Financial Statements

Explanation:

1. The Company's 2022 Individual Financial Statements and Consolidated Financial Statements have been duly audited by CPA Rui-Quan Chi and I-Lung Chou from Deloitte & Touche. The Financial Statements, along with the Business Report, have been submitted to the Audit Committee for review.
2. For the Business Report, Audit Report and the above-mentioned statements, please refer to pages 6-7(Attachment I) and 12-32(Attachment IV).

Resolution:

Proposal 2: Proposed by the Board of Directors

Motion: Proposal for the Ratification of the 2022 Distribution of Earnings

Explanation: 2022 Earnings Distribution Table is attached as page 33.(Attachment V)

Resolution:

## **Discussion Matters**

Proposal 1: Proposed by the Board of Directors

Motion: Proposal for issuing new shares through capitalization of retained earnings.

Explanation:

1. To enrich the operating funds and strengthen the capital structure, it is proposed to allocate NT\$13,364,890 from the distributable earnings of 2022 as shareholder dividends and to issue new shares through capital increase. With a par value of NT\$10 per share, a total of 1,336,489 ordinary shares will be issued.
2. According to the provisions of Article 240 of the Company Law, the capital increase from earnings is planned to be based on the number of shares held by the shareholders as listed in the shareholder register on the capital increase base date, and 60 shares will be allotted free of charge for every 1,000 shares. Within 5 days from the capital increase base date, apply to the company's stock agency for patching matters. If the patching is not completed within the time limit or the patching is still less than one share, the cash will be converted to NTD, and the abnormal shares will authorize the chairman to contact a specific person to pay the denomination of the shares.
3. The rights and obligations of the new shares issued for the capital increase are the same as those of the original issued shares. In the event that the Capital Increase is approved by the Shareholders

Meeting, it is proposed that the Shareholders' Meeting authorize the Board of Directors to set another capital increase base date.

- 4.If, due to factors such as adjustments by the competent authority or the Company's purchase of company shares, which affect the number of shares in circulation, resulting in a change in the ratio of allotment to shareholders, it is proposed to request the Shareholders' Meeting to authorize the Board of Directors to deal with it.
- 5.If the above matters of capital increase are amended by laws and regulations or approved by the competent authority, it is proposed to request the Shareholders' Meeting to authorize the Board of Directors to handle them with full authority.

Resolution:

Proposal 2: Proposed by the board of directors

Motion: Amendments to the "Rules of Procedure for Shareholders' Meetings"

Explanation:

1. The company's practical needs and in accordance with relevant laws and regulations, it is proposed to revise some provisions of the Company's "Rules of Procedure for Shareholders' Meetings".
2. For a comparison table of the "Rules of Procedure for Shareholders' Meetings" before and after revision, please refer to pages 34-48.(Attachment VI)

Resolution:

## **Extemporaneous Motions**

### **Adjournment**

## 2022 Business Report

### I. 2022 Business Report

#### (I) Operating Results for 2022

The Company's 2022 net consolidated operating revenue was NT\$147,266 thousand, which decreased by approximately 41% compared with the net consolidated operating revenue of NT\$248,364 thousand in the same period in 2021.

The consolidated net profit for the period was NT\$36,642 thousand, of which the owner of the Company profit NT\$36,642 thousand, and the non-controlling interest profit NT\$0 thousand. The total consolidated comprehensive profit for the period was NT\$36,642 thousand, of which the owner of the Company profit NT\$36,642 thousand, and the non-controlling interest profit NT\$0 thousand. The Earnings per share after tax is NT\$1.65.

#### (II) 2022 Budget implementation:

The Company did not issue financial forecasts for the year 2022, so there is no budget execution.

#### (III) Financial Income, Expenditure and Profitability

Item		2021	2022
Financial Income and Expenditure	Interest Income(NT\$ thousands)	283	1,650
	Interest Expenses(NT\$ thousands)	275	96
Profitability	Return on Assets (%)	26.63	9.95
	Return on Shareholders' Equity (%)	34.50	11.64
	Percentage in Paid-in Capital	Operating Profit (%)	49.53
		Pre-tax Net Profit (%)	9.15
	Net Margin (%)	47.98	16.53
	EPS (NT\$) - Retroactive adjustment	37.42	24.88

#### (IV) Research and Development

The Company will keep developing and updating subsequent game versions as per the release schedule, hoping to provide better game services and products for gamers to improve the competitiveness of the Company's game products.

### II. Summary of the Business Plan for 2023

#### (I) Operating Strategies

##### 1. Game Operations and Distributions

We expect to distribute more than two games, including Japanese and Korean games, among others. We will continue to seek new gaming agencies, engage in in-depth negotiations with gaming companies, and establish long-term cooperative relationships that include, but not limited to, agency operations, technical development, art design, and game planning.

##### 2. Enhancing Operational Team Efficiency and Production Line Expansion

We will strengthen team operation capabilities, train new personnel, improve production quality, and implement control measures. Our goal is to simultaneously undertake internal demands, external subcontracting, and joint operation projects, enabling multiple concurrent operations and improving departmental efficiency.

### 3. Artwork design and development

The Company will keep working on artwork foundry business, including digital characters, environment scenes, interface design, and 3D models. The artwork design is provided by the Company's internal units to cut cost and reduce delays in development time by entrusting the work to outsourcing agencies. The Company will also improve the professional skills of the employees to speed up jobs and improve quality of final work to generate a higher profit margin.

### 4. ESG Sustainable Management

To ensure sustainable business operations and fulfill social responsibilities, every project will focus on environmental protection (Environment), social responsibility (Social), and corporate governance (Governance) during the planning of operations, marketing, and other aspects.

#### (II) Sales Volume Forecast and the Basis

1. New products of mobile phones and online games will continue to be launched, and subsequent versions updated.
2. Revenue related to artwork design and foundry services.

#### (III) Significant Sales and Production Policies

1. Production Strategy: Continue to promote and sell virtual game products to reduce process costs and physical inventory of the Company.
2. Sales Strategy: Increase online payment channels and enhance the virtual cash flow channel to reduce channel costs.

### III. Future Company Development Strategy

Given the rapid development in mobile devices, the Company will proactively act as an agent for the sale of various mobile games to increase sales momentum, improve service quality, and promote game products.

### IV. Impact of External Competitive Environment, Legal Environment and Overall Business Environment

In assessing the impact of the external competitive environment, legal environment, and overall business environment, although there's increasingly fierce competitive environment, the company, under the effective control of the management, is taking appropriate measures in rapidly changing digital content industry. In legal environment, the Company will continue to track, update, and comply with current and future changes in the legal system. In overall business environment, there is still room for growth in the whole domestic game market. With increasing popularity of the Internet, the life, consumption, learning, and entertainment habits of the online population are changing accordingly. There still exist considerable number of potential business opportunities and space for development in development and application of the digital content industry. With the combination of Internet, communication, entertainment, and modern game industry, digital entertainment services are worth investing and will become the future direction of business development.

In the future, all members in the Company will continue to focus on the operation and development of game products and improve operational performance, actively achieving the Company's operational objectives in the hope of giving back to shareholders with excellent business results. Thank you, shareholders for your continued support and encouragement.

Finally, give my best wishes to you all.

Chairman: Shih, Shu-Kai

Manager: Shih, Shu-Kai

Accounting Supervisor: Huang, Ya-Ling

[Attachment II]

## **Audit Committee's Review Report**

The Board of Directors has submitted the Company's 2022 financial statements and consolidated financial statements, which have been audited and completed by Rui-Quan Chi and I-Lung Chou of Deloitte & Touche accounting firm. Along with the business report and profit distribution proposal, the Audit Committee has thoroughly reviewed and found no discrepancies. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, a report has been prepared for your examination.

Sincerely,

2023 Annual Shareholders Meeting of Wayi International Digital Entertainment Co., Ltd.

Convener of Audit Committee: Gao, Li-Han

March 27, 2023

## **Director Compensation Policy Report**

The Company's policies, systems, standards, and structures for the remuneration of general directors and independent directors are based on the responsibilities, risks, and time invested, as described below:

- I. According to Article 21 of the Company's Articles of Association, the Company may provide remuneration to directors regardless of business profits or losses. The remuneration is authorized by the board of directors, determined based on the director's involvement and contribution to the Company operations, and according to industry standards. When the Company has profits, additional remuneration is distributed according to Article 25.

The directors (including independent directors) of the Company receive fixed remuneration according to the articles of association. Since all independent directors also serve as members of the Audit Committee and the Remuneration Committee, their remuneration may be higher than that of general directors. Directors (including independent directors) who attend board or functional committee meetings receive additional travel allowances, which are approved by the Remuneration Committee and the board of directors.

- II. According to Article 25 of the Company's articles of association, if the company has annual profits (referring to pre-tax profits before the distribution of employee and director remuneration), director remuneration is not to exceed 3% and employee remuneration not to be less than 1%.

In addition to the above-mentioned director remuneration, the Company allocates director and employee remuneration based on operational results and performance, as prescribed by the articles of association. The performance evaluation results are used as a reference for director remuneration, and related remuneration is deliberated by the Remuneration Committee and approved by the board of directors.

General directors who also serve as employees are compensated according to the Company's "Salary Payment Method" regulations, which takes into account the salary level for the position in the industry, the scope of authority and responsibility within the Company, and the contribution to the Company's operational goals. The salary also considers the risks associated with decision-making, the risk of not achieving operational goals, and the risk of non-compliance with policies and regulations, ensuring a reasonable salary is provided.

Directors' and managers' compensation is determined by considering the Company's overall operational performance, as well as the annual profitability, operational efficiency, and performance evaluation results, providing reasonable compensation. The remuneration for the directors and managers of the Company is reviewed by the Compensation Committee and approved by resolutions of the Board of Directors

- III. Details of the compensation for individual directors in 2022 are outlined in the table below.

Directors and Independent Directors remuneration:

December 31 2022: Unit: NT\$1000/ Thousand shares

Title	Name	Director Remuneration				Summation of A, B, C, and D and as a % of AfterTax Income	Compensation to Directors Also Serving as Company Employees				Summation of A,B,C, D, E, F and G and as a % of After-Tax Income		Compensation from parent company and affiliates other than subsidiaries					
		Remuneration (A)	Pensions (B)	Director Earnings Distribution (C)	Business Expenses (D)		Salary, Bonuses, and Special Allowance (E)	Pensions (F)	Employee Earnings Distribution (G)		All consolidated companies							
									The Company	The Company	Cash	Stock	Cash	Stock				
Chairman (Note 1)	Wanin International Co., Ltd. Representative Shih, Shu-Kai	120	120	0	0	54	54	30	204 0.56%	1,715	0	14	0	14	0	1,933 5.27%	1,933 5.27%	0
Director	Given Business Inc. Representative Wu, Ai-Yun	170	170	0	0	54	54	45	269 0.73%	269 0.73%	0	0	0	0	0	269 0.73%	269 0.73%	0
Director (Note 2)	Given Business Inc. Representative Tu, Yao-Jen	170	170	0	0	54	54	35	259 0.71%	259 0.71%	0	0	0	0	0	259 0.71%	259 0.71%	0
Director (Note 3)	Given Business Inc. Representative Chang, Hsieh-Chien	50	50	0	0	0	0	25	75 0.20%	75 0.20%	1,442	1,442	0	0	0	1,517 4.14%	1,517 4.14%	0
Director (Note 1)	Lin, Wen-Peng	120	120	0	0	54	54	10	184 0.50%	184 0.50%	0	0	0	0	0	184 0.50%	184 0.50%	0

Title	Name	Director Remuneration				Summation of A, B, C, and D and as a % of AfterTax Income	Compensation to Directors Also Serving as Company Employees				Summation of A,B,C, D, E, F and G and as a % of After-Tax Income		Compensation from parent company and affiliates other than subsidiaries						
		Remuneration (A)	Pensions (B)	Director Earnings Distribution (C)	Business Expenses (D)		Salary, Bonuses, and Special Allowance (E)	Pensions (F)	Employee Earnings Distribution (G)										
									The Company	The Company	The Company	The Company	All consolidated companies						
Independent Director	Hsiao, Feng-Hsiung	430	430	0	0	54	54	175	175	659 1.80%	659 1.80%	0	0	0	0	0	659 1.80%	659 1.80%	0
Independent Director	Liang, Mu-Chun	430	430	0	0	54	54	175	175	659 1.80%	659 1.80%	0	0	0	0	0	659 1.80%	659 1.80%	0
Independent Director (Note 1)	Gao, Li-Han	180	180	0	0	54	54	60	60	294 0.80%	294 0.80%	0	0	0	0	0	294 0.80%	294 0.80%	0

1. Please describe the remuneration policy, system, standards, and structure for independent directors, and explain the relationship between the remuneration amount and factors such as responsibilities, risks, and time commitment: In accordance with the Company's Articles of Association, directors (including independent directors) may receive remuneration while performing their duties for the Company. This remuneration is authorized by the Board of Directors and determined based on their level of involvement and contribution to the Company's operations, in line with industry standards. As stipulated in the Articles of Association, independent directors receive a fixed remuneration. Since all independent directors serve as members of both the Audit Committee and the Compensation Committee, their remuneration may be higher than that of regular directors. Independent directors also receive travel allowances for attending board meetings or functional committee meetings.

2. Apart from the disclosure in the table above, no remuneration was received by the Company's directors in the most recent fiscal year for providing services (such as serving as a consultant for the parent company, companies included in the financial statements, or investment businesses without being an employee): None.

Note 1 : New appointments after the shareholders' meeting on June 23, 2022.

Note 2 : Resigned after the shareholders' meeting on June 23, 2022, and newly appointed after the corporate director changed the representative on August 11, 2022.

Note 3 : Resigned after the corporate director changed the representative on August 11, 2022.

[Attachment IV]

## **Independent Auditors' Report**

To Wayi International Digital Entertainment Co., Ltd.

### **Audit opinions**

The balance sheets as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, parent company only statements of changes in equity, parent company only statements of cash flows and notes to the parent company only financial statements (including the summary of major accounting policies) from January 1 to December 31, 2022 and 2021 of Wayi International Digital Entertainment Co., Ltd. (Wayi) have been audited by the CPA.

In the opinion of the CPA, the above parent company only financial statements have been prepared in all material respects in accordance with the Financial Reporting Standards for Securities Issuers, and are sufficient to give a fair representation of the parent company only financial position of Wayi as at December 31, 2022 and 2021, and the financial performance and cash flow from January 1 to December 31, 2022 and 2021.

### **Basis of Auditors' Comments**

The CPA conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Parent Company Only Financial Statements by Certified Public Accountants and the Standards of Auditing of the Republic of China. Our responsibilities under said standards will be detailed in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of the report. We are independent of the Company 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 we have obtained sufficient and appropriate audit evidence to serve as a basis for our opinion.

### **Key Audit Matters**

Key audit matters refer to those which, in accordance with the professional judgment of the CPA, are most important for the audit of the parent company only financial statements of Wayi for the year 2022. 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 matters of the parent company only financial statements of Wayi for the year 2022 are listed as follows:

### Recognition of related party's revenue of artwork design and foundry services

The art design subcontract income of the related party of Wayi was NT\$104,049 thousand, accounting for 71% of the net operating income. Considering the significant transaction amount of the related party and the material impact on Wayi's operating revenue and financial performance, the art design subcontract income of the related parties was identified as a key audit matter.

Please refer to Note 4 (12) for the related accounting policies on the recognition of relevant incomes.

The main audit procedures performed by the CPA on the aforementioned key audit matters are as follows:

1. Obtained a contract to identify the nature and conditions of the transaction.
2. Obtained the relevant plans of the development and design project and the communication records of the related parties as evidence of the authenticity of the transaction.
3. Sent letters to confirm the transactions of related parties.
4. Conducted receivables collection test.

### **Responsibility of the Management and the Governing Body for the Parent Company Only Financial Statements**

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

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

The governing bodies of the Company (including the Audit Committee) have the responsibility to oversee the 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 consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance means a high degree of assurance that an audit conducted in accordance with the Standards of Auditing does not guarantee that material misrepresentations in the parent company only financial statements will be detected. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identified and assessed 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. Obtained 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 Company's internal control.
3. Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Concluded on the appropriateness of the management's use of going concern basis of accounting, and determined whether there existed events or circumstances that might cast significant uncertainty over the Company'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 Company to cease to continue as a going concern. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluated the overall presentation, structure and content of the parent company only financial statements, including related notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtained sufficient and appropriate proof for audit on the finances of the individual entities in the Company to state our opinion on the parent company only financial statements. The Accountant is responsible for the guidance, supervision and execution of the verification case, and is responsible for forming the verification opinions of the Company.

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 the governing body, we determine those matters that were of most significance in the audit of 2022 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Deloitte & Touche

CPA

Rui-Quan Chi

CPA

I-Lung Chou

Financial Supervisory Commission  
Approval Document  
NO. 1060023872

Securities and Futures Commission Approval  
Document  
NO. 0930128050

March 27, 2023

## Wayi International Digital Entertainment Co., Ltd.

## Parent Company Only Balance Sheets

December 31, 2022 and 2021

Unit: NT\$1,000

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 6)	\$ 111,291	32	\$ 111,555	29
1136	Financial assets at amortized cost - current (Note 8)	70,633	20	66,432	17
1170	Accounts receivable - non-related parties (Note 9)	2,247	1	20,536	5
1180	Accounts receivable - related parties (Notes 9 and 27)	15,862	5	21,372	6
1200	Other accounts receivable (Note 9)	650	-	54	-
1220	Current income tax assets (Note 22)	190	-	197	-
130X	Inventories	130	-	130	-
1410	Prepayments (Note 15)	11,105	3	13,472	3
1470	Other current assets (Note 15)	4	-	187	-
11XX	Total current assets	<u>212,112</u>	<u>61</u>	<u>233,935</u>	<u>60</u>
	Non-current assets				
1510	Financial assets at fair value through profit or loss - non-current (Note 7)	-	-	21,654	6
1550	Investments accounted for using equity method (Note 10)	39,218	11	37,327	10
1600	Property, Plant and Equipment (Notes 11 and 28)	59,483	17	59,627	15
1755	Right-of-use assets (Note 12)	9,548	3	11,833	3
1760	Investment properties, net (Note 13)	15,157	4	15,775	4
1780	Other intangible assets (Note 14)	12,018	3	6,019	1
1990	Other non-current assets (Note 15)	1,763	1	2,686	1
15XX	Total non-current assets	<u>137,187</u>	<u>39</u>	<u>154,921</u>	<u>40</u>
1XXX	Total Assets	<u>\$ 349,299</u>	<u>100</u>	<u>\$ 388,856</u>	<u>100</u>
	Liabilities and Equity				
	Current liabilities				
2130	Contract liabilities - current (Note 20)	\$ 6,594	2	\$ 14,804	4
2150	Notes payable (Note 16)	931	-	1,633	-
2170	Accounts payable - non-related parties (Note 16)	2,026	1	18,289	5
2180	Accounts payable - related parties (Notes 16 and 27)	5	-	-	-
2200	Other payables (Note 17)	15,307	4	25,673	7
2220	Other payables - related parties (Notes 17 and 27)	280	-	136	-
2230	Current income tax liabilities (Note 22)	118	-	-	-
2280	Lease liabilities - current (Note 12)	5,818	2	5,010	1
2399	Other current liabilities (Note 17)	494	-	411	-
21XX	Total current liabilities	<u>31,573</u>	<u>9</u>	<u>65,956</u>	<u>17</u>
	Non-current liabilities				
2580	Lease liabilities - non-current (Note 12)	3,786	1	6,863	2
2670	Other non-current liabilities (Note 17)	200	-	200	-
25XX	Total Non-current Liabilities	<u>3,986</u>	<u>1</u>	<u>7,063</u>	<u>2</u>
2XXX	Total Liabilities	<u>35,559</u>	<u>10</u>	<u>73,019</u>	<u>19</u>
	Equity (Note 19)				
	Share capital				
3110	Ordinary shares	<u>222,748</u>	<u>64</u>	<u>193,694</u>	<u>50</u>
3200	Capital surplus	<u>29,199</u>	<u>8</u>	<u>29,199</u>	<u>7</u>
	Retained earnings				
3310	Statutory surplus reserve	9,294	3	-	-
3350	Undistributed earnings	52,499	15	92,944	24
3300	Total retained earnings	<u>61,793</u>	<u>18</u>	<u>92,944</u>	<u>24</u>
3XXX	Total Equity	<u>313,740</u>	<u>90</u>	<u>315,837</u>	<u>81</u>
	Total Liabilities and Equity	<u>\$ 349,299</u>	<u>100</u>	<u>\$ 388,856</u>	<u>100</u>

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

Chairman: Shu-Kai Shih

Manager: Shu-Kai Shih

Accounting Supervisor: Ya-Ling Huang

Wayi International Digital Entertainment Co., Ltd.  
 Parent Company Only Statements of Comprehensive Income  
 From January 1 to December 31, 2022 and 2021

Unit: NT\$1,000, except for earnings per share presented in NT\$

Code		2022		2021	
		Amount	%	Amount	%
4000	Operating revenue (Notes 20 and 27)	\$ 147,266	100	\$ 248,364	100
5000	Operating costs	( 49,521 )	( 34 )	( 60,393 )	( 24 )
5900	Gross profit	<u>97,745</u>	<u>66</u>	<u>187,971</u>	<u>76</u>
	Operating expenses (Notes 21 and 27)				
6100	Selling expenses	( 41,862 )	( 28 )	( 49,341 )	( 20 )
6200	General and administrative expenses	( 34,825 )	( 24 )	( 40,121 )	( 16 )
6300	Research and development expenses	( 225 )	-	( 2,182 )	( 1 )
6000	Total operating expenses	( 76,912 )	( 52 )	( 91,644 )	( 37 )
6900	Net operating profit	<u>20,833</u>	<u>14</u>	<u>96,327</u>	<u>39</u>
	Non-operating income and expenses				
7100	Interest income (Note 21)	1,378	1	216	-
7010	Other incomes (Note 21)	1,597	1	1,433	-
7020	Other gains and losses (Note 21)	11,218	8	( 1,854 )	( 1 )
7050	Financial costs (Note 21)	( 96 )	-	( 275 )	-
7070	Share of profits or losses of subsidiaries, associates and joint ventures under equity method (Note 10)	<u>1,891</u>	<u>1</u>	( 2,903 )	( 1 )
7000	Total non-operating income and expenses	<u>15,988</u>	<u>11</u>	( 3,383 )	( 2 )
7900	Net profit before tax	36,821	25	92,944	37
7950	Income tax expense (Note 22)	( 179 )	-	-	-
8200	Net profit for the year	<u>36,642</u>	<u>25</u>	<u>92,944</u>	<u>37</u>
8500	Total comprehensive income for the year	<u>\$ 36,642</u>	<u>25</u>	<u>\$ 92,944</u>	<u>37</u>

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Code	Earnings per share (Note 23)	2022		2021	
		Amount	%	Amount	%
9710	Basic	\$ 1.65		\$ 4.17	
9810	Diluted	\$ 1.64		\$ 4.17	

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

Chairman: Shu-Kai Shih

Manager: Shu-Kai Shih

Accounting Supervisor: Ya-Ling Huang

Wayi International Digital Entertainment Co., Ltd.  
 Parent Company Only Statements of Changes in Equity  
 From January 1 to December 31, 2022 and 2021

Unit: NT\$1,000

Code		Share capital			Retained earnings			Total equity
		Number of Shares (thousand shares)	Amount	Capital surplus	Statutory surplus reserve	Undistributed earnings		
A1	Balance on January 1, 2021	19,369	\$ 193,694	\$ 41,690	\$ -	(\$ 12,491)	\$ 222,893	
	Other changes in capital surplus:							
C11	Compensation for deficit from paid-in capital reserve	-	-	( 12,491)	-	12,491		-
D1	Net profit in 2021	-	-	-	-	92,944		92,944
D5	Total comprehensive income in 2021	-	-	-	-	92,944		92,944
Z1	Balance on December 31, 2021	19,369	193,694	29,199	-	92,944		315,837
	Appropriations and distribution of 2021 retained earnings:							
B1	Statutory surplus reserve	-	-	-	9,294	( 9,294)		-
B5	Cash dividends to shareholders of the Company	-	-	-	-	( 38,739)		( 38,739)
B9	Stock dividends to shareholders of the Company	2,905	29,054	-	-	( 29,054)		-
D1	Net profit in 2022	-	-	-	-	36,642		36,642
D5	Total comprehensive income in 2022	-	-	-	-	36,642		36,642
Z1	Balance on December 31, 2022	22,274	\$ 222,748	\$ 29,199	\$ 9,294	\$ 52,499		\$ 313,740

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

Chairman: Shu-Kai Shih

Manager: Shu-Kai Shih

Accounting Supervisor: Ya-Ling Huang

Wayi International Digital Entertainment Co., Ltd.  
 Parent Company Only Statements of Cash Flows  
 From January 1 to December 31, 2022 and 2021

Unit: NT\$1,000

Code		2022	2021
	Cash flows from operating activities		
A10000	Net profit before tax for the year	\$ 36,821	\$ 92,944
A20010	Adjustments to reconcile net income (loss) to net		
A20100	Depreciation expenses	7,205	9,945
A20200	Amortization expenses	4,966	3,614
A20400	Net gain on financial assets measured at fair value through profit and loss	( 1,748 )	( 379 )
A20900	Finance costs	96	275
A21200	Interest Income	( 1,378 )	( 217 )
A22400	Share of profits (losses) of subsidiaries, associates and joint ventures under equity method	( 1,891 )	2,903
A22500	Gain on disposal of property, plant and equipment	( 12 )	( 5 )
A23700	Impairment loss on non-financial assets	6,377	13,679
A30000	Net changes in operating assets and liabilities		
A31150	Accounts receivable - non-related parties	18,289	( 17,178 )
A31160	Accounts receivable - related parties	5,510	3,853
A31180	Other receivables	( 16 )	( 2 )
A31230	Prepayments	( 4,010 )	( 10,818 )
A31240	Other current assets	183	( 20 )
A32125	Contract liabilities	( 8,210 )	( 14,221 )
A32130	Notes payable	( 538 )	( 391 )
A32150	Accounts payable - non-related parties	( 16,263 )	15,448
A32160	Accounts payable - related parties	5	( 45 )
A32180	Other payables	( 9,789 )	9,893
A32190	Other payables - related parties	144	119
A32230	Other current liabilities	83	( 24 )
A33000	Cash generated from operations	35,824	109,373
A33100	Interest received	798	207
A33300	Interest paid	( 2 )	( 168 )
A33500	Income tax (paid) received	( 54 )	207
AAAA	Net cash inflow from operating activities	36,566	109,619

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Code		2022	2021
	Cash flows from investing activities		
B00200	Disposal of financial assets at fair value through profit or loss	\$ 23,402	\$ -
B00040	Acquisition of financial assets at amortized cost	( 4,201 )	( 23,712 )
B02700	Acquisition of property, plant and equipment	( 1,518 )	( 2,834 )
B02800	Proceeds from disposal of property, plant and equipment	114	5
B03800	Decrease in refundable deposits	923	1,423
B04500	Acquisition of intangible assets	( 11,706 )	( 7,530 )
BBBB	Net cash inflow (outflow) from investing activities	<u>7,014</u>	<u>( 32,648 )</u>
	Cash flows from financing activities		
C00200	Decrease in short-term loans	-	( 32,222 )
C04020	Lease debt principal repayment	( 5,105 )	( 8,467 )
C04500	Cash dividends distributed	( 38,739 )	<u>-</u>
CCCC	Net cash outflow from financial activities	( 43,844 )	<u>( 40,689 )</u>
EEEE	Net increase (decrease) in cash and cash equivalents	( 264 )	36,282
E00100	Cash and cash equivalents at beginning of year	<u>111,555</u>	<u>75,273</u>
E00200	Cash and cash equivalents at end of year	<u>\$ 111,291</u>	<u>\$ 111,555</u>

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

Chairman: Shu-Kai Shih Manager: Shu-Kai Shih Accounting Supervisor: Ya-Ling Huang

## Declaration of Consolidated Financial Statements of Associates

The entities that are required to be included in the consolidated financial statements of the Company as of and for the year ended December 31, 2022, under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10 by the Financial Supervisory Commission. Moreover, the disclosure information required for the Consolidated Financial Statements for Associates has been fully disclosed in the aforementioned Parent-Subsidiary Consolidated Financial Statements; hence, a separate Consolidated Financial Statements for associates will not be prepared.

As hereby declared

Company Name: Wayi International Digital Entertainment Co., Ltd.

Person in charge: Shu-Kai Shih

March 27, 2023

## **Independent Auditors' Report**

To Wayi International Digital Entertainment Co., Ltd.

### **Audit opinions:**

The consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated composite income statements, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements (including the summary of major accounting policies) from January 1 to December 31, 2022 and 2021 of Wayi International Digital Entertainment Co., Ltd. and its subsidiary (Wayi Group) have been audited by the CPA.

In our opinion, the accompanying financial statements present fairly, in all material respects, the accompanying financial position of the Wayi Group as of December 31, 2022 and 2021, 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 and the 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 of Auditors' Comments**

The CPA conducted our audit in accordance with the Regulations Governing the Preparation of Financial Reports by Certified Public Accountants and the Standards of Auditing of the Republic of China. Our responsibilities under said standards will be detailed in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of the 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 we have obtained sufficient and appropriate audit evidence to serve as a basis for our opinion.

### **Key Audit Matters**

Key audit matters refer to those which, in accordance with the professional judgment of the CPA, are most important for the audit of the consolidated financial statements of Wayi Group for the year 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the consolidated financial statements of Wayi Group for the year 2022 are listed as follows:

#### Recognition of related party's revenue of artwork design and foundry services

The art design subcontract income of the related party of Wayi Group was NT\$104,049 thousand, accounting for 71% of the net operating income. Considering the significant transaction amount of the related party and the material impact on Wayi Group's operating revenue and financial performance, the art design subcontract income of the related parties was identified as a key audit matter.

Please refer to Note 4 (12) for the related accounting policies on the recognition of relevant incomes.

The main audit procedures performed by the CPA on the aforementioned key audit matters are as follows:

1. Obtain a contract to identify the nature and conditions of the transaction.
2. Obtain the relevant plans of the development and design project and the communication records of the related parties as evidence of the authenticity of the transaction.
3. Send letters to confirm the transactions of related parties.
4. Conduct receivables collection test.

#### **Other Matters**

Wayi has prepared the parent company only financial statements for 2022 and 2021, and the unqualified audit reports have been issued by the CPA for your reference.

#### **Responsibility of the Management and the Governing Body for the Consolidated Financial Statements**

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

In preparing the consolidated financial statements, management is responsible for assessing the ability to continue as a going concern of the Group, 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.

The governing bodies of the Group (including the Audit Committee) have the responsibility to oversee the 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 auditor's 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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identified and assessed 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. Obtained 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 Wayi Group's internal control.
3. Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Concluded on the appropriateness of the management's use of going concern basis of accounting, and determined whether there existed events or circumstances that might cast significant uncertainty over Wayi 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. However, future events or conditions may cause Wayi Group to cease to continue as a going concern.
5. We evaluated 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. We obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Wayi 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 the governing body, we determine those matters that were of most significance in the audit of 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Deloitte & Touche

CPA

Rui-Quan Chi

CPA

I-Lung Chou

Financial Supervisory Commission  
Approval Document  
NO. 1060023872

Securities and Futures Commission Approval  
Document  
NO. 0930128050

March 27, 2023

Wayi International Digital Entertainment Co., Ltd. and its Subsidiaries

Consolidated Balance Sheets

December 31, 2022 and 2021

Unit: NT\$1,000

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
1100	Cash and cash equivalent (Notes 6 and 27)	\$ 116,629	33	\$ 116,641	30
1136	Financial assets at amortized cost - current (Notes 8 and 27)	96,736	28	89,960	23
1170	Accounts receivable - non-related parties (Notes 9 and 27)	2,247	1	20,536	5
1180	Accounts receivable - related parties (Notes 9, 27 and 28)	15,862	5	21,372	6
1200	Other receivables (Notes 9 and 27)	765	-	66	-
1220	Current income tax assets (Note 23)	190	-	197	-
130X	Inventories	130	-	130	-
1410	Prepayments (Note 16)	11,310	3	13,659	4
1470	Other current assets (Note 16)	4	-	187	-
11XX	Total current assets	<u>243,873</u>	<u>70</u>	<u>262,748</u>	<u>68</u>
Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current (Notes 7 and 27)	-	-	21,654	6
1550	Investments accounted for using equity method (Note 11)	7,457	2	8,514	2
1600	Property, Plant and Equipment (Notes 12 and 29)	59,483	17	59,627	15
1755	Right-of-use assets (Note 13)	9,548	3	11,833	3
1760	Investment properties, net (Notes 14 and 29)	15,157	4	15,775	4
1780	Other intangible assets (Note 15)	12,018	3	6,019	1
1990	Other non-current assets (Notes 16, 27 and 29)	1,763	1	2,686	1
15XX	Total non-current assets	<u>105,426</u>	<u>30</u>	<u>126,108</u>	<u>32</u>
1XXX	Total Assets	<u>\$ 349,299</u>	<u>100</u>	<u>\$ 388,856</u>	<u>100</u>
Code	Liabilities and Equity				
Current liabilities					
2130	Contract liabilities - current (Note 21)	\$ 6,594	2	\$ 14,804	4
2150	Notes payable (Notes 17 and 27)	931	-	1,633	-
2170	Accounts payable - non-related parties (Notes 17 and 27)	2,026	1	18,289	5
2180	Accounts payable - related parties (Notes 17, 27 and 28)	5	-	-	-
2200	Other payables (Notes 18 and 27)	15,307	4	25,673	7
2220	Other payables - related parties (Notes 27 and 28)	280	-	136	-
2230	Current income tax liabilities (Note 23)	118	-	-	-
2280	Lease liability - current (Note 13)	5,818	2	5,010	1
2399	Other current liabilities (Note 18)	494	-	411	-
21XX	Total current liabilities	<u>31,573</u>	<u>9</u>	<u>65,956</u>	<u>17</u>
Non-current liabilities					
2580	Lease liabilities - non-current (Note 13)	3,786	1	6,863	2
2670	Other non-current liabilities (Notes 18 and 27)	<u>200</u>	<u>-</u>	<u>200</u>	<u>-</u>
25XX	Total Non-current Liabilities	<u>3,986</u>	<u>1</u>	<u>7,063</u>	<u>2</u>
2XXX	Total Liabilities	<u>35,559</u>	<u>10</u>	<u>73,019</u>	<u>19</u>
Equity attributable to owners of the Company (Note 20)					
Share capital					
3110	Ordinary shares	<u>222,748</u>	<u>64</u>	<u>193,694</u>	<u>50</u>
3200	Capital surplus	<u>29,199</u>	<u>8</u>	<u>29,199</u>	<u>7</u>
Retained earnings					
3310	Statutory surplus reserve	9,294	3	-	-
3350	Undistributed earnings	<u>52,499</u>	<u>15</u>	<u>92,944</u>	<u>24</u>
3300	Total retained earnings	<u>61,793</u>	<u>18</u>	<u>92,944</u>	<u>24</u>
31XX	Total equity of owners of the Company	<u>313,740</u>	<u>90</u>	<u>315,837</u>	<u>81</u>
3XXX	Total Equity	<u>313,740</u>	<u>90</u>	<u>315,837</u>	<u>81</u>
Total Liabilities and Equity					
		<u>\$ 349,299</u>	<u>100</u>	<u>\$ 388,856</u>	<u>100</u>

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

Chairman: Shu-Kai Shih

Manager: Shu-Kai Shih

Accounting Supervisor: Ya-Ling Huang

Wayi International Digital Entertainment Co., Ltd. and its Subsidiaries

Consolidated Statements of Comprehensive Income

From January 1 to December 31, 2022 and 2021

Unit: NT\$1,000, except for earnings per share presented in NT\$

Code		2022		2021	
		Amount	%	Amount	%
4000	Operating revenue (Notes 21 and 28)	\$ 147,266	100	\$ 248,364	100
5000	Operating costs (Notes 22 and 28)	( 49,521)	( 34)	( 60,393)	( 25)
5900	Gross profit	<u>97,745</u>	<u>66</u>	<u>187,971</u>	<u>75</u>
	Operating expenses (Notes 22 and 28)				
6100	Selling expenses	( 41,862)	( 28)	( 49,341)	( 20)
6200	General and administrative expenses	( 35,269)	( 24)	( 40,520)	( 16)
6300	Research and development expenses	( 225)	-	( 2,182)	( 1)
6000	Total operating expenses	( 77,356)	( 52)	( 92,043)	( 37)
6900	Net operating profit	<u>20,389</u>	<u>14</u>	<u>95,928</u>	<u>38</u>
	Non-operating income and expenses				
7100	Interest income (Note 22)	1,650	1	283	-
7010	Other incomes (Notes 22 and 28)	1,597	1	1,433	1
7020	Other gains and losses (Note 22)	14,338	10	( 2,688)	( 1)
7050	Financial costs (Note 22)	( 96)	-	( 275)	-
7060	Share of profits or losses of associates and joint ventures under equity method (Note 11)	( 1,057)	( 1)	( 1,737)	( 1)
7000	Total non-operating income and expenses	<u>16,432</u>	<u>11</u>	<u>( 2,984)</u>	<u>( 1)</u>

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Code		2022		2021	
		Amount	%	Amount	%
7900	Net profit before tax	\$ 36,821	25	\$ 92,944	37
7950	Income tax expense (Note 23)	( 179 )	-	-	-
8200	Net profit for the year	<u>36,642</u>	<u>25</u>	<u>92,944</u>	<u>37</u>
8500	Total comprehensive income for the year	<u>\$ 36,642</u>	<u>25</u>	<u>\$ 92,944</u>	<u>37</u>
	Net operating profit attributable to				
8610	Owners of the Company	\$ 36,642	25	\$ 92,944	37
8620	Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
8600		<u>\$ 36,642</u>	<u>25</u>	<u>\$ 92,944</u>	<u>37</u>
	Total Comprehensive Income Attributable to				
8710	Owners of the Company	\$ 36,642	25	\$ 92,944	37
8720	Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
8700		<u>\$ 36,642</u>	<u>25</u>	<u>\$ 92,944</u>	<u>37</u>
	Earnings per share (Note 24)				
9710	Basic	\$ 1.65		\$ 4.17	
9810	Diluted	<u>\$ 1.64</u>		<u>\$ 4.17</u>	

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

Chairman: Shu-Kai Shih Manager: Shu-Kai Shih Accounting Supervisor: Ya-Ling Huang

Wayi International Digital Entertainment Co., Ltd. and its Subsidiaries

Consolidated Statements of Changes in Equity

From January 1 to December 31, 2022 and 2021

Unit: NT\$1,000

Code		Equity attributable to owners of the Company					Total equity	
		Share capital		Retained earnings				
		Number of Shares (thousand shares)	Amount	Capital surplus	Statutory surplus reserve	Undistributed earnings		
A1	Balance on January 1, 2021	19,369	\$ 193,694	\$ 41,690	\$ -	(\$ 12,491)	\$ 222,893	
	Other changes in capital surplus:							
C11	Compensation for deficit from paid-in capital reserve	-	-	( 12,491 )	-	12,491	-	
D1	Net profit in 2021	-	-	-	-	92,944	92,944	
D5	Total comprehensive income in 2021	-	-	-	-	92,944	92,944	
Z1	Balance on December 31, 2021	19,369	193,694	29,199	-	92,944	315,837	
	Appropriations and distribution of 2021 retained earnings:							
B1	Statutory surplus reserve	-	-	-	9,294	( 9,294 )	-	
B5	Cash dividends to shareholders of the Company	-	-	-	-	( 38,739 )	( 38,739 )	
B9	Stock dividends to shareholders of the Company	2,905	29,054	-	-	( 29,054 )	-	
D1	Net profit in 2022	-	-	-	-	36,642	36,642	
D5	Total comprehensive income in 2022	-	-	-	-	36,642	36,642	
Z1	Balance on December 31, 2022	22,274	\$ 222,748	\$ 29,199	\$ 9,294	\$ 52,499	\$ 313,740	

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

Chairman: Shu-Kai Shih

Manager: Shu-Kai Shih

Accounting Supervisor: Ya-Ling Huang

Wayi International Digital Entertainment Co., Ltd. and its Subsidiaries

Consolidated Statements of Cash Flows

From January 1 to December 31, 2022 and 2021

Unit: NT\$1,000

Code		2022	2021
	Cash flows from operating activities		
A10000	Net profit before tax for the year	\$ 36,821	\$ 92,944
A20010	Adjustments to reconcile net income (loss) to net		
A20100	Depreciation expenses	7,205	9,945
A20200	Amortization expenses	4,966	3,614
A20400	Net gain on financial assets measured at fair value through profit and loss	( 1,748)	( 379)
A20900	Finance costs	96	275
A21200	Interest Income	( 1,650)	( 283)
A22300	Share of the loss of associates and joint ventures under equity method	1,057	1,737
A22500	Gain on disposal of property, plant and equipment	( 12)	( 5)
A23700	Impairment loss on non-financial assets	6,377	13,679
A30000	Net changes in operating assets and liabilities		
A31150	Accounts receivable - non-related parties	18,289	( 17,178)
A31160	Accounts receivable - related parties	5,510	3,853
A31180	Other receivables	( 16)	( 2)
A31230	Prepayments	( 4,028)	( 10,814)
A31240	Other current assets	183	( 20)
A32125	Contract liabilities	( 8,210)	( 14,221)
A32130	Notes payable	( 538)	( 391)
A32150	Accounts payable - non-related parties	( 16,263)	15,448
A32160	Accounts payable - related parties	5	( 45)
A32180	Other payables	( 9,789)	9,893
A32190	Other payables - related parties	144	119
A32230	Other current liabilities	83	( 24)
A33000	Cash generated from operations	38,482	108,145
A33100	Interest received	967	296
A33300	Interest paid	( 2)	( 168)
A33500	Income tax (paid) received	( 54)	207
AAAA	Net cash inflow from operating activities	<u>39,393</u>	<u>108,480</u>

(Continued on next page)

(Continued from previous page)

Code		2022	2021
Cash flows from investing activities			
B00200	Disposal of financial assets at fair value through profit or loss	\$ 23,402	\$ -
B00040	Acquisition of financial assets at amortized cost	( 6,776)	( 23,032)
B02700	Acquisition of property, plant and equipment	( 1,518)	( 2,834)
B02800	Proceeds from disposal of property, plant and equipment	114	5
B03800	Decrease in refundable deposits	923	1,423
B04500	Acquisition of intangible assets	( 11,706)	( 7,530)
BBBB	Net cash inflow (outflow) from investing activities	4,439	( 31,968)
Cash flows from financing activities			
C00200	Decrease in short-term loans	-	( 32,222)
C04020	Lease debt principal repayment	( 5,105)	( 8,467)
C04500	Cash dividends distributed	( 38,739)	-
CCCC	Net cash outflow from financial activities	( 43,844)	( 40,689)
EEEE	Net increase (decrease) in cash and cash equivalents	( 12)	35,823
E00100	Cash and cash equivalents at beginning of year	<u>116,641</u>	<u>80,818</u>
E00200	Cash and cash equivalents at end of year	<u>\$ 116,629</u>	<u>\$ 116,641</u>

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

Chairman: Shu-Kai Shih Manager: Shu-Kai Shih Accounting Supervisor: Ya-Ling Huang

[Attachment V]

Wayi International Digital Entertainment Co., Ltd.  
Earnings Distribution Table  
2022

Unit: NT\$

Item	Amount
Retained earnings at the beginning of the period	15,856,455
2022 net profit after tax	36,643,300
10% legal reserve	(3,664,330)
Earnings available for distribution for the period	48,835,425
Distribution item	
Stock dividend to shareholders - NT\$0.6 per share	(13,364,890)
Cash dividend to shareholders - NT\$0.6 per share	(13,364,886)
Unappropriated retained earnings at the end of period	22,105,649

Chairman: Shih ,Shu-Kai

Manager: Shih ,Shu-Kai

Accounting Supervisor: Huang, Ya-Ling

**[Attachment VI] Wayi International Digital Entertainment Co., Ltd., Comparison table for the  
“Rules of Procedure for Shareholders Meeting” before and after revision**

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>Article 3 Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p><u>Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. <u>If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In addition, before 15 days before the date of the shareholders meeting, this Corporation 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 this Corporation and the professional shareholder services agent designated thereby. <u>This Corporate shall make the meeting agenda</u></p>	<p>Article 3 Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting.</p> <p><u>In addition, before 15 days before the date of the shareholders meeting, this Corporation 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 this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the</u></p>	<p>To amend to conform to the applicable law.</p>

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p><u>and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <ol style="list-style-type: none"> <li><u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u></li> <li><u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></li> <li><u>3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u></li> </ol> <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>Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to</p>	<p><u>meeting place.</u></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>Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to</p>	

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>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.</p>	<p>promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>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.</p>	
<p><b>Article 4</b></p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting.</p> <p>When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p> <p><u>If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the</u></p>	<p><b>Article 4</b></p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting.</p> <p>When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>	<p>To amend to conform to the applicable law.</p>

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<u>shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u>		
Article 5 The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. <u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</u>	Article 5 The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.	To amend to conform to the applicable law.
Article 6 This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, <u>solicitors and proxies (collectively "shareholders")</u> will be accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u>	Article 6 This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.	To amend to conform to the applicable law.
Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification. This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. This Corporation shall furnish attending shareholders with the meeting agenda book,	Shareholders <u>or proxies (collectively "shareholders")</u> shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification. This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. This Corporation shall furnish attending	

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>	<p>shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p>	
<p><u>Article 6-1</u></p> <p>To convene a virtual shareholders meeting, this Corporation shall include the following particulars in the shareholders meeting notice:</p> <p>1. How shareholders attend the virtual meeting and exercise their rights.</p> <p>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</p> <p>A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</p> <p>B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</p> <p>C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares</p>	<p>Newly added</p>	<p>To amend to conform to the applicable law.</p>

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p><u>represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p><u>3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p>		
<p>Article 8</p> <p>The Company shall make an uninterrupted audio and video recording of the entire proceedings of the shareholders meeting, and the recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</p> <p><u>Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>	<p>Article 8</p> <p>The Company shall make an uninterrupted audio and video recording of the entire proceedings of the shareholders meeting, and the recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</p>	<p>To amend to conform to the applicable law.</p>
<p>Article 9</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by</p>	<p>Article 9</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by</p>	<p>To amend to conform to the applicable law.</p>

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	<p>the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	
<p>Article 11</p> <p>Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name.</p>	<p>Article 11</p> <p>Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name.</p>	<p>To amend to conform to the applicable law.</p>

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>The order in which shareholders speak will be set by the chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p>When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>	<p>The order in which shareholders speak will be set by the chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p>When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	
<p>Article 13</p> <p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the</p>	<p>Article 13</p> <p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the</p>	<p>To amend to conform to the applicable law.</p>

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>Company Act.</p> <p>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall</p>	<p>Company Act.</p> <p>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall</p>	

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p> <p><u>When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting. In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they</u></p>	<p>require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p>	

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p><u>shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>		
<p><b>Article 15</b></p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p>	<p><b>Article 15</b></p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.</p>	<p>To amend to conform to the applicable law.</p>

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u>		
Article 16 On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u> , and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u> <u>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u>	Article 16 On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.	To amend to conform to the applicable law.
Article 19 <u>In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u>	Newly added	To amend to conform to the applicable law.
Article 20 <u>When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u>	Newly added	To amend to conform to the applicable law.
Article 21 <u>In the event of a virtual shareholders meeting,</u>	Newly added	To amend to conform to

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p><u>this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When this Corporation convenes a hybrid</u></p>		the applicable law.

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p><u>shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p>		
<p><u>Article 22</u></p> <p><u>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u></p>	Newly added	To amend to conform to the applicable law.
<p><u>Article 23</u></p> <p><u>The Rules shall be implemented after having</u></p>	<p><u>Article 19</u></p> <p><u>The Rules shall be implemented after having</u></p>	Amended to include

Amended articles	Articles before amendment	Foundation and Reasons for the Amendment
<p>been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</p> <p>The Rules were formulated on May 26, 1990. The first amendment was made on June 14, 2006.</p> <p>The second amendment was made on June 19, 2014.</p> <p>The third amendment was made on June 21, 2018.</p> <p>The fourth amendment was made on June 23, 2021.</p> <p>The fifth amendment was made on June 23, 2022.</p> <p><u>The sixth amendment was made on June 21, 2023.</u></p>	<p>been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</p> <p>The Rules were formulated on May 26, 1990. The first amendment was made on June 14, 2006.</p> <p>The second amendment was made on June 19, 2014.</p> <p>The third amendment was made on June 21, 2018.</p> <p>The fourth amendment was made on June 23, 2021.</p> <p>The fifth amendment was made on June 23, 2022.</p>	<p>amendment date.</p>

[Appendix I]

**Articles of Incorporation, Wayi International Digital Entertainment Co., Ltd.**

Chapter 1 General Provisions

Article 1: The Company was established in accordance with the Company Act. and named it Wayi International Digital Entertainment Co., Ltd.

Article 2: The Company's scope of business is as follows:

1. CC01110 Computers and Computer Peripheral Equipment Manufacturing Industry.
2. F109070 Wholesale of Cultural, Musical Instruments, and Recreational Goods.
3. F113020 Wholesale of Electrical Appliance.
4. F113050 Wholesale of Computing and Business Machinery Equipment.
5. F118010 Wholesale of Computer Software.
6. F209060 Retail sale Cultural, Musical Instruments, and Recreational Goods.
7. F213010 Retail Sale of Electrical Appliance.
8. F213030 Retail Sale of Computing and Business Machinery Equipment.
9. F218010 Retail Sale of Computer Software.
10. F401010 International trade.
11. I103060 Management Consulting Services.
12. I301010 Software Design Services.
13. I301020 Data Processing Services
14. I301030 Digital Information Supply Services.
15. I401010 General Advertising Services.
16. J303010 Magazine and Periodical Publication.
17. J304010 Book Publishers.
18. J305010 Audio Tape and Record Publishers.
19. J602010 Agents and Managers for Performing Arts, Entertainers, and Models.
20. J701040 Recreational Activities grounds and Facilities.
21. JE01010 Rental and Leasing Business.
22. JZ99050 Agency Services.
23. J399010 Software Publication.
24. ZZ99999 Business items not prohibited or restricted by law, besides those requiring special approval.

Article 3: The Company may provide external guarantees.

Article 4: The Company set up its headquarters in Taipei City. When necessary, it may set up branch offices domestically or abroad with a resolution by the Board.

Article 5: The total amount of the Company's investment abroad may exceed 40 percent of the paid-in capital. The Board is authorized to implement.

## Chapter 2 Shares

Article 6: The Company's capital is set to be NT\$1.6 billion, which is divided into 160 million shares. Each share is NT\$10, and the Board is authorized to issue in installments.

NT\$160 million shares of the capital in the preceding paragraph are reserved for the issuance of employee stock warrants, which may be issued in installments by a resolution of the Board.

Article 6-1: The Company legally repurchased the shares from the transfer counterparties, issued employee stock option certificate, counterparties who are entitled to new restricted employee shares, and the counterparties who have the right of subscribing newly issued shares may include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The Board shall be authorized to resolve the requirements and distribution methods

Article 7: The share certificates of the Company shall without exception be in registered form, affixed with the signatures or personal seals of the Director representing the Company and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof.

The Company may be exempted from printing any share certificate for the shares issued but shall appoint a centralized securities custody institution to make registration of such shares.

Article 8: Registration of share transfers shall be subject to the provisions of Article 165 of the Company Act.

## Chapter 3 Shareholders Meeting

Article 9: Shareholders meetings are divided in two types: annual shareholders' meetings and special shareholders' meetings. An annual shareholders general meeting shall be called by the Board once a year within six months after the closing of each fiscal year. The special meeting shall be convened in accordance with the laws when necessary.

When the company's shareholders' meeting is held, it may be held by video conferencing or other methods announced by the central competent authority in a public announcement.

Article 10: Shareholders' attendance to the shareholders meeting shall be conducted in accordance with the requirements provided in the "Regulations Governing the Use of Proxies for Attendance at shareholder meetings of Public Companies."

Article 11: Each shareholder of the Company shall be entitled to one vote for each share held, except when the shares are deemed non-voting shares under Article 179 of the Company Act.

Article 12: Unless otherwise stated in relevant laws and regulations, resolutions of shareholders meeting shall be agreed by the majority of votes represented by the attending shareholders or proxies who represents the majority of the total number of issued shares.

At the time of voting, if the shareholders don't object when the chairman inquires, it shall be deemed as passed and its validity shall be the same as the voting.

Article 13: When a shareholders meeting is convened by the Board, the meeting shall be chaired by the Chairman. In case the Chairman is on leave, the Chairman shall appoint one of the directors to

act as the chairman, or where the Chairman has not been elected, the directors shall elect one person from among themselves to serve as chairman. When the meeting is called by a person outside of the Board, the convener shall preside as the chairman, and when there are two or more conveners, a person among them shall be elected to preside as the chairman.

Article 14: Resolutions made during the shareholders meeting shall be recorded in the meeting minutes, which shall be in accordance with Article 183 of the Company Act.

#### Chapter 4 Director

Article 15: The Company shall establish 5 to 9 seats of Directors and each Director has tenure of 3 years. The election of directors adopts a candidate nomination system in accordance with Article 192-1 of the Company Act. The shareholders may elect the candidates on the list to the seats of Directors and may assume a new term of office if reelected.

Among the above-mentioned directors of the Company, the number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directors. The professional qualification, hold of shares, restriction of engagement in part-time duties, the method of nomination and others shall be governed by applicable laws.

The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected are calculated separately.

The Company shall take liability insurance for the protection of the Directors. The total shareholding ratio of all directors of the Company's Board of Directors shall comply with the provisions of laws and regulations.

Article 15-1: The Company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act.

The Audit Committee shall consist of all independent directors and is responsible to carry out duties of supervisors stipulated in the Company Act, Securities and Exchange Act, and other laws and regulations.

Article 16: When the number of directors falls short by one-third of the total number, the Board shall call a special shareholders meeting within 60 days from the date of occurrence to carry out a by-election to fill the vacancies.

Article 17: The Board shall consist of the directors and the Chairman shall be elected from among the directors by a majority of directors in attendance at a meeting attended by at least two-thirds of the directors. The Chairman shall represent the Company externally. The Chairman shall carry out all matters of the Company in accordance with the statutory regulations and the resolutions of the Board and the shareholders meeting.

Article 18: In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, his/her representative shall be selected according to Article 208 of the Company Act. A director who cannot attend a meeting in person may issue a proxy form to appoint another director to attend the meeting in his or her place, provided that a director may represent only one other director at a meeting.

In calling a board meeting, a notice shall be sent to each director no later than 7 days before the scheduled date. However, in the case of an emergency, the meeting may be convened at any time. In calling a meeting of the Board, a notice setting forth can be in the form of writing, e-mail, fax or electronic means.

A board meeting may be held via video conference. The directors attend the Board meeting via video conference shall be deemed to have attended in person.

Article 19: Unless otherwise provided by the Company Act, a resolution of the Board shall be adopted by the consent of half of the Directors in attendance at the meeting where half of the total number of directors presents.

Article 20: If the directors of the Company concurrently hold other positions in the Company, the shareholders meeting shall authorize the Board to determine the remuneration according to the internal management rules of the Company.

Article 21: When the directors of the Company perform the duties of the Company, regardless of whether the Company makes a profit or loss, the Company may compensate the directors and supervisors and authorize the Board to set a compensation standard based on the degree of their participation in and contribution to the operations of the Company at a rate consistent with general practices in the industry. If the Company has made a profit, compensations are distributed pursuant to Article 25.

### Chapter 5 Managerial Officer

Article 22: The Company may have managerial officers. Appointment, dismissal, and compensation of the managerial officers shall be decided in accordance with Article 29 of the Company Act.

Article 23: The manager mentioned in the preceding article shall not concurrently act as the manager of other for-profit businesses, nor shall he engage in the operation of the same kind of business for himself/herself or for others, except for the consent of more than half of the directors.

### Chapter 6 Accounting

Article 24: At the end of each fiscal year, the board of directors shall prepare the following statements and records and propose them to the annual shareholders' meeting for ratification in accordance with the legal procedures:

I. Business Report.

II. Financial Statements.

III. Proposal of distribution of profits or offsetting losses.

Article 25: If the Company has gained profits, it shall be distributed according to the resolution of the Board, in the following percentages, and report to the shareholders meeting:

I. The compensation for directors shall be no more than three percent.

II. Employees' remuneration shall not be less than 1%, which shall be distributed in stock or cash by the resolution of the board of directors. The counterparties shall include the employees of the controlling or subordinate companies that meet certain criteria, and the board of directors are authorized to set the said criteria.

However, in case of the accumulated losses, certain profits shall first be reserved to cover them. The compensations for employees and Directors shall be then allocated according to the ratio mentioned in the preceding paragraph.

The profits mentioned above refers to income before tax minus the income before allocating the compensation of employees and directors.

Any profit after the annual closing of the books, the Company shall first pay tax to offset deficits before contributing ten percent of legal reserves. If the legal reserves have reached the total paid-in capital, allocations can be exempted. The Company based on its operational needs or special reserves set aside in accordance with applicable laws or reversal of special reserves. If there is still a balance and the accumulated retained earnings, the Board shall plan the disposition of profits and submit to the shareholders meeting to resolve the distribution of dividends to shareholders.

The Company's dividend policy adopts the principle of stability and balance. After taking into the account of factors such as profitability, financial structure and future development of the Company, the shareholders' dividends shall be distributed in the form of cash dividends and stock dividends. The cash dividends are not less than ten percent of the total shareholder dividends for the year, but the Board may adjust the ratio according to the overall operating conditions at the time and submit to the shareholders meeting for resolution.

Article 25-1: The Company may authorize the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a Board meeting attended by two-thirds of the total number of Directors, and in addition, a report of such distribution shall be submitted to the recent shareholders' meeting.

Article 25-2: Where the Company incurs no loss, the Company may authorize the distribution of the legal reserve (the portion that exceeds 25% of the paid-in capital) and the capital reserve, meeting the requirements set forth under the Company Act, in whole or in part to be paid in cash, by a majority vote at a Board meeting attended by two-thirds of the total number of Directors; and a report of such distribution shall be submitted to the recent shareholders' meeting.

## Chapter 7 Supplementary Provisions

Article 26: Matters not specified in these Articles shall be conducted in compliance with the Company Act.

Article 27: The Articles of Incorporation was established on July 27, 1993.  
The 1st amendment was made on Jul. 15th, 1993.  
The 2nd amendment was made on Aug. 29th, 1994.  
The 3rd amendment was made on Jun. 10th, 1996.  
The 4th amendment was made on Jun. 30th, 1997.  
The 5th amendment was made on Oct. 22nd, 1999.  
The 6th amendment was made on Mar. 31st, 2000.  
The 7th amendment was made on May 26th, 2000.  
The 8th amendment was made on Apr. 30th, 2001.  
The 9th amendment was made on Dec. 11th, 2001.  
The 10th amendment was made on Jun. 4th, 2002.  
The 11th amendment was made on Dec. 24th, 2002.  
The 12th amendment was made on May 26th, 2003.  
The 13th amendment was made on May 26th, 2003.  
The 14th amendment was made on Jun. 15th, 2004.  
The 15th amendment was made on Jun. 21st, 2005.

The 16th amendment was made on Jun. 14th, 2006.

The 17th amendment was made on Jun. 15th, 2007.

The 18th amendment was made on Jun. 10th, 2009.

The 19th amendment was made on Jun. 9th, 2010.

The 20th amendment was made on Jun. 13rd, 2012.

The 21st amendment was made on Jun. 21st, 2013.

The 22nd amendment was made on Jun. 23rd, 2016.

The 23rd amendment was made on Jun. 21st, 2018.

The 24th amendment was made on Jun. 25th, 2019.

The 25th amendment was made on Aug. 4th, 2020.

The 26th amendment was made on Jun. 23rd, 2022.

Wayi International Digital Entertainment Co., Ltd.

Chairman: Shih, Shu-Kai

**Wayi International Digital Entertainment Co., Ltd.**

**Rules of Procedure for Shareholders Meetings**

**Article 1**

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

**Article 2**

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

**Article 3**

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation 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 this Corporation 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. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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.

#### Article 4

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

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

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

#### Article 5

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

#### Article 6

This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders or proxies (collectively "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

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

#### Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors,

the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

#### Article 8

The Company shall make an uninterrupted audio and video recording of the entire proceedings of the shareholders meeting, and the recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

#### Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

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

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

#### Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

#### Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

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

## Article 12

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

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

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

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

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

## Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

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

#### Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

#### Article 15

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

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

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

#### Article 16

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

#### Article 17

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

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing. When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

#### Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

#### Article 19

The Rules shall be implemented after having been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

The Rules were formulated on May 26, 1990.

The first amendment was made on June 14, 2006.

The second amendment was made on June 19, 2014.

The third amendment was made on June 21, 2018.

The fourth amendment was made on June 23, 2021.

The fifth amendment was made on June 23, 2022.

[Appendix III]

Wayi International Digital Entertainment Co., Ltd.

The current shareholding of all Directors

- I. The paid-in capital of the Company is NT\$222,748,100, and the number of issued shares is 22,274,810.
- II. Pursuant to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the minimum number of shares that all Directors should hold is 2,672,977 shares.
- III. The numbers of shares held by the Directors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the closing date, April 23, 2023, is disclosed in the table below:

Position	Name	Date elected	Term	The numbers of shares on the shareholder registry on the book closure date	
				Number of Shares	Shareholding Ratio
Chairman	Wanin International Co., Ltd. Representative Shih, Shu-Kai	2022.6.23	Three years	6,844,800	30.73%
Director	Given Business Inc. Representative Wu, Ai-Yun	2022.6.23	Three years	4,540,752	20.39%
Director	Given Business Inc. Representative Tu, Yao-Jen	2022.6.23	Three years	4,540,752	20.39%
Director	Lin, Wen-Peng	2022.6.23	Three years	0	0%
Independent Director	Hsiao, Feng-Hsiung	2022.6.23	Three years	0	0%
Independent Director	Liang, Mu-Chun	2022.6.23	Three years	0	0%
Independent Director	Gao, Li-Han	2022.6.23	Three years	0	0%
The numbers of shares and percentage held by all directors				11,385,552	51.12%

Note : According to Article 2 of "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", if a public company has elected two or more Independent Directors, the share ownership figures calculated at the rates set forth for all Directors and Supervisors other than the Independent Directors and shall be decreased by 20 percent.