



Wayi International Digital Entertainment Co., Ltd.

2024 Annual Shareholders Meeting

Meeting Handbook

(Translation)

Time: Wednesday, June. 19, 2024

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

Wayi International Digital Entertainment Co., Ltd.

2024 Annual Shareholders Meeting

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Wayi International Digital Entertainment Co., Ltd.
2024 Annual Shareholders Meeting
Meeting Procedures

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

Wayi International Digital Entertainment Co., Ltd.
2024 Annual Shareholders Meeting
Meeting Agenda

Time: 9 AM on Wednesday, June 19, 2024

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 Items
 - 1. Business Report for 2023
 - 2. Audit Committee's Review Report for 2023
 - 3. Report on distribution of remuneration to directors and employees for 2023
 - 4. Report on distribution of cash dividends from earnings for 2023
 - 5. Report on collection of director remuneration for 2023
- IV. Ratification Items
 - 1. Business Report and Financial Statements for 2023
 - 2. Earnings distribution for 2023
- V. Discussion Items
 - 1. Issue of new shares through capitalization of earnings
- VI. Extemporaneous Motions
- VII. Adjournment

Report Items

I. Business Report for 2023

Explanation: The 2023 Business Report is attached as page 6~8. (Attachment I)

II. Audit Committee's Review Report for 2023

Explanation: The 2023 Audit Committee's Review Report is attached as page 9. (Attachment II)

III. Report on distribution of remuneration to directors and employees for 2023

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\$457,080 and remuneration for directors of NT\$350,000, all in cash. There is no deviation between the estimated and actual distribution amount.

IV. Report on distribution of cash dividends from earnings for 2023

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 2023 is NT\$11,805,650, which is equivalent to cash dividend per share of NT\$0.5 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 15, 2024, 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 collection of director remuneration for 2023

Explanation: The Company's compensation policy for directors, individual compensation content, and amounts, please refer to pages 10~12. (Attachment III)

Ratification Items

Proposal 1: Proposed by the Board of Directors

Proposal for the Ratification of the Business Report and Financial Statements for 2023

Explanation:

1. The Company's 2023 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 6~8(Attachment I) and 13-33(Attachment IV).

Resolution:

Proposal 2: Proposed by the Board of Directors

Proposal for the Ratification of the Earnings distribution for 2023

Explanation: 2023 Earnings Distribution Table is attached as page 34. (Attachment V)

Resolution:

Discussion Items

Proposal 1: Proposed by the Board of Directors

Proposal for the issuance of new shares through capitalization of earnings.

Explanation:

1. To enrich the operating funds and strengthen the capital structure, it is proposed to allocate NT\$ 23,611,300 from the distributable earnings of 2023 as shareholder dividends and to issue new shares through capital increase. With a par value of NT\$10 per share, a total of 2,361,130 ordinary shares will be issued.
2. According to the plan of this capitalization of earnings, which is subject to Article 240 of the Company Act, 100.00000423 shares will be distributed for every 1,000 shares based on the shareholding of shareholders recorded in the shareholder register on the record date for capital increase. For fractions that do not form a full share, the shareholders may, within 5 days upon the last day for share transfer registration, apply to the Company's stock affairs agent for the combination of fractions. Where the combination is not made within the said period or the combined fractions still fail to form a full share, the shares shall be converted into cash according to the par value (offsetting the expenses of depository service and dematerialized registration, etc.) and calculated (and truncated) to the nearest NTD 1. The Chairman is authorized to contact specific

persons to subscribe such fractional shares at the par value.

- 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:

Extemporary Motions

Adjournment

2023 Business Report

I. 2023 Business Report

(I) Operating Results for 2023

The Company's 2023 net consolidated operating revenue was NT\$141,428 thousand, which decreased by approximately 4% compared with the net consolidated operating revenue of NT\$147,266 thousand in the same period in 2022.

The consolidated net profit for the period was NT\$33,193 thousand, of which the owner of the Company profit NT\$33,193 thousand, and the non-controlling interest profit NT\$0 thousand. The total consolidated comprehensive profit for the period was NT\$33,193 thousand, of which the owner of the Company profit NT\$33,193 thousand, and the non-controlling interest profit NT\$0 thousand. The Earnings per share after tax is NT\$1.41.

(II) 2023 Budget implementation:

The Company did not issue financial forecasts for the year 2023, so there is no budget execution.

(III) Financial Income, Expenditure and Profitability

Item		2022	2023
Financial Income and Expenditure	Interest Income(NT\$ thousands)	1,650	6,063
	Interest Expenses(NT\$ thousands)	96	93
Profitability	Return on Assets (%)	9.95	9.34
	Return on Shareholders' Equity (%)	11.64	10.26
	Percentage in Operating Profit (%)	9.15	10.93
	Paid-in Capital Pre-tax Net Profit (%)	16.53	14.13
	Net Margin (%)	24.88	23.47
	EPS (NT\$) - Retroactive adjustment	1.55	1.41

(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 2024

(I) Operating Strategies

New platform development

The Company will develop a comprehensive entertainment platform. In addition to the existing agency business of games, we will focus on increasing joint operation-based games and independently developing games, and enhance the player communities, ACG culture and entertainment, etc.

Capability of independent R&D of games

With an eye to the independent R&D of games, we will set up a Planning Department to train technical teams. This will help reduce our dependence on game developers, allowing us to make breakthroughs in the current predicament of the field of agency for games, and further strengthen the Company's core operational values.

Transformation from agency business to joint operation

Besides the products in operation or for which contracts have been completed covered in our agency business, our business focus in 2024 will be gradually adjusted from agency cooperation to joint operation. This will enable us to boost the efficiency of product launch, increase the number of products available, and reduce the cost of servers at the same time.

Social platform operation

We will run a game-based social platform to create traffic and increase the number of members with game-related information and interaction through entertainment options, news, live streaming, clubs, etc., and to direct traffic for project marketing.

ESG sustainable management

In 2024, to ensure our corporate sustainable operations and fulfillment of social responsibility, during the operation and marketing planning of projects, we will continue to take environmental protection, social responsibility and corporate governance as the focuses to be valued and implemented throughout the projects.

Enhancement of team performance and expansion of production lines

In line with the goal of independent R&D of the game center, the Company will strengthen the functions of the teams, train new employees, improve and control the production quality, and organize an independent art team.

This will help us achieve the goal of enhancing department performance through the simultaneous operation of multiple lines, including satisfying internal R&D needs, undertaking external outsourced projects, and engaging in joint operation.

Art outsourcing

We will serve as an art outsourcing company, with our scope of orders covering game consoles, characters, scenes, interface design, dynamic special effects, etc.

Agency and development of demands related to game art design

To keep in line with the agency business for games, platform operation, and joint operation-based games, we will provide services for 2D pixel drawing, promotion design, motion graphics editing, user interface design, scenes/characters, icon design, dynamic special effects, etc., and increase our scope of services and production capacity in a stepwise manner.

(II) Expected Sales Volume and Basis

1. Introduction of new mobile game products and continuous version updates.
2. Income from platform operation (including games based on agency or joint operations, online manga stores, etc.).
3. Income from art design outsourcing business.

(III) Important Production and Marketing Policies

1. Production strategy: Continue to promote the sales of virtual game products and online gift packs to reduce the Company's process cost and physical inventory.
2. Marketing strategy: Continue to optimize online payment channels and strengthen the money flow connection of virtual channels to reduce the cost of channels.

III. The Company's Future Development Strategies

Aiming to build a comprehensive game entrance platform in Taiwan, we will continue to develop and improve the functions of the joint operation platform, provide a diversity of entertainment services, and launch long-term projects to avoid the current problem of being limited to the rare chance of obtaining agency right for games and to the short-term operations.

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 2023 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,

2024 Annual Shareholders Meeting of Wayi International Digital Entertainment Co., Ltd.

Convener of Audit Committee: Gao, Li-Han

March 15, 2024

[Attachment III]

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, the Remuneration Committee and the Sustainable Development 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 2023 are outlined in the table below.

Directors and Independent Directors remuneration:

December 31 2023: Unit: NT\$1000/ Thousand shares

Title	Name	Director Remuneration								Summation of A, B, C, and D and as a % of After Tax 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	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company		All consolidated companies		The Company	All consolidated companies			
Chairman	Wanin International Co., Ltd. Representative Shih ,Shu-Kai	240	240	0	0	50	50	70	70	360 1.08%	360 1.08%	3,200	3,200	0	0	29	0	29	0	3,589 10.81%	3,589 10.81%	0
Director	Given Business Inc. Representative Wu, Ai-Yun	240	240	0	0	50	50	60	60	350 1.05%	350 1.05%	0	0	0	0	0	0	0	0	350 1.05%	350 1.05%	0
Director	Given Business Inc. Representative Tu, Yao-Jen	240	240	0	0	50	50	60	60	350 1.05%	350 1.05%	0	0	0	0	0	0	0	0	350 1.05%	350 1.05%	0
Director	Lin, Wen-Peng	240	240	0	0	50	50	50	50	340 1.02%	340 1.02%	0	0	0	0	0	0	0	0	340 1.02%	340 1.02%	0
Independent Director	Hsiao, Feng-Hsiung	360	360	0	0	50	50	80	80	490 1.48%	490 1.48%	0	0	0	0	0	0	0	0	490 1.48%	490 1.48%	0

Title	Name	Director Remuneration								Summation of A, B, C, and D and as a % of After Tax 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	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company	All consolidated companies	The Company		All consolidated companies		The Company	All consolidated companies			
														Cash	Stock	Cash	Stock					
Independent Director	Liang, Mu-Chun	360	360	0	0	50	50	130	130	540 1.63%	540 1.63%	0	0	0	0	0	0	0	0	540 1.63%	540 1.63%	0
Independent Director	Gao, Li-Han	360	360	0	0	50	50	140	140	550 1.66%	550 1.66%	0	0	0	0	0	0	0	0	550 1.66%	550 1.66%	0
<div>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.</div> <div>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.</div>																						

[Attachment IV]

Independent Auditors' Report

To: Wayi International Digital Entertainment Co., Ltd.

Audit Opinion

We have audited the Parent Company Only balance sheets of Wayi International Digital Entertainment Co., Ltd. (the “Company”) as of December 31, 2023 and 2022 and the statements of comprehensive income, statements of changes in equity, and statements of cash flows for January 1 to December 31, 2023 and 2022, and the accompanying Notes to the financial statements (including the Summary of Significant Accounting Policies).

In our opinion, the financial statements have been prepared in all material respects in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and are sufficient to give a fair representation of the financial position of the Company as of December 31, 2023 and 2022, and the financial performance and cash flows from January 1 to December 31, 2023 and 2022.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of the most significance in our audit of the 2023 Parent Company Only Financial Statements. These matters

were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon; we do not provide a separate opinion on these matters.

Key audit matters for the Parent Company Only Financial Statements of the Company for 2023 are as follows:

Recognition of Related Party's Revenue of Artwork Design and Foundry Services

The art design subcontract income of the related party of the Company was NT\$118.126 million, accounting for 84% of the net operating income. Considering the significant transaction amount of the related party and the material impact on the Company'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 we performed on the aforementioned key audit matters are as follows:

1. Obtain contracts to identify the nature of the transactions and their conditions.
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.

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

Management is responsible for the preparation and fair presentation of the Parent Company Only Financial Statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and such internal control as the management determines is necessary to enable the preparation of the 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to the going concern, and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the Parent Company Only Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error. If considered material, individually or in aggregate, misstatements could reasonably be expected to influence the economic decisions of users taken on the basis of the Parent Company Only Financial Statements.

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

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

Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the Parent Company Only Financial Statements. We are responsible for the direction, supervision, and performance of the audit and for expressing an opinion on the Parent Company Only Financial Statements of the Company.

We communicate with those in charge of 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.

Based on the matters communicated with those charged with governance, we determined the key audit matters for the Parent Company Only Financial Statements of the Company for 2023. 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 15, 2024

Wayi International Digital Entertainment Co., Ltd.

Parent Company Only Balance Sheets

December 31, 2023 and 2022

Unit: NT\$1,000

Code	Assets	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 6)	\$ 105,983	29	\$ 111,291	32
1136	Financial assets at amortized cost - current (Note 7)	86,588	24	70,633	20
1170	Accounts receivable - non-related parties (Note 8)	1,418	1	2,247	1
1180	Accounts receivable - related parties (Notes 8 and 26)	36,634	10	15,862	5
1200	Other receivables (Note 8)	1,181	-	650	-
1220	Current tax assets (Note 21)	246	-	190	-
130X	Inventories	130	-	130	-
1410	Prepayments (Notes 14 and 26)	12,047	3	11,105	3
1470	Other current assets (Note 14)	767	-	4	-
11XX	Total current assets	<u>244,994</u>	<u>67</u>	<u>212,112</u>	<u>61</u>
	Non-current assets				
1550	Investments accounted for under the equity method (Note 9)	32,674	9	39,218	11
1600	Property, plant and equipment (Notes 10 and 27)	59,739	17	59,483	17
1755	Right-of-use assets (Note 11)	3,430	1	9,548	3
1760	Investment properties, net (Note 12)	14,538	4	15,157	4
1780	Other intangible assets (Note 13)	5,104	1	12,018	3
1990	Other non-current assets (Note 14)	2,871	1	1,763	1
15XX	Total non-current assets	<u>118,356</u>	<u>33</u>	<u>137,187</u>	<u>39</u>
1XXX	Total Assets	<u>\$ 363,350</u>	<u>100</u>	<u>\$ 349,299</u>	<u>100</u>
	Liabilities and Equity				
	Current liabilities				
2130	Contract liabilities - current (Note 19)	\$ 3,730	1	\$ 6,594	2
2150	Notes payable (Note 15)	570	-	931	-
2170	Accounts payable - non-related parties (Note 15)	2,526	1	2,026	1
2180	Accounts payable - related parties (Notes 15 and 26)	6,274	2	5	-
2200	Other payables (Note 16)	10,713	3	15,307	4
2220	Other payables - related parties (Notes 16 and 26)	262	-	280	-
2230	Current income tax liabilities (Note 21)	-	-	118	-
2280	Lease liabilities - current (Note 11)	2,531	1	5,818	2
2399	Other current liabilities (Note 16)	2,026	-	494	-
21XX	Total current liabilities	<u>28,632</u>	<u>8</u>	<u>31,573</u>	<u>9</u>
	Non-current liabilities				
2580	Lease liabilities - non-current (Note 11)	950	-	3,786	1
2670	Other non-current liabilities (Note 16)	200	-	200	-
25XX	Total non-current Liabilities	<u>1,150</u>	<u>-</u>	<u>3,986</u>	<u>1</u>
2XXX	Total Liabilities	<u>29,782</u>	<u>8</u>	<u>35,559</u>	<u>10</u>
	Equity (Note 18)				
	Share capital				
3110	Ordinary shares	236,113	65	222,748	64
3200	Capital surplus	29,199	8	29,199	8
	Retained earnings				
3310	Legal reserve	12,958	4	9,294	3
3350	Undistributed earnings	55,298	15	52,499	15
3300	Total retained earnings	68,256	19	61,793	18
3XXX	Total Equity	<u>333,568</u>	<u>92</u>	<u>313,740</u>	<u>90</u>
	Total Liabilities and Equity	<u>\$ 363,350</u>	<u>100</u>	<u>\$ 349,299</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
For the Years Ended December 31, 2023 and 2022

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

Code		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Notes 19 and 26)	\$ 141,428	100	\$ 147,266	100
5000	Operating costs	(48,501)	(35)	(49,521)	(34)
5900	Gross profit	<u>92,927</u>	<u>65</u>	<u>97,745</u>	<u>66</u>
	Operating expenses (Notes 20 and 26)				
6100	Selling expenses	(32,259)	(23)	(41,862)	(28)
6200	General and administrative expenses	(34,548)	(24)	(34,825)	(24)
6300	Research and development expenses	<u>-</u>	<u>-</u>	(<u>225</u>)	<u>-</u>
6000	Total operating expenses	(<u>66,807</u>)	(<u>47</u>)	(<u>76,912</u>)	(<u>52</u>)
6900	Net operating profit	<u>26,120</u>	<u>18</u>	<u>20,833</u>	<u>14</u>
	Non-operating income and expenses				
7100	Interest income (Note 20)	4,817	3	1,378	1
7010	Other incomes (Note 20)	1,596	1	1,597	1
7020	Other gains and losses (Note 20)	320	-	11,218	8
7050	Finance costs (Note 20)	(93)	-	(96)	-
7070	Share of profits or losses of subsidiaries, affiliates and joint ventures under the equity method (Note 9)	<u>600</u>	<u>1</u>	<u>1,891</u>	<u>1</u>
7000	Total non-operating income and expenses	<u>7,240</u>	<u>5</u>	<u>15,988</u>	<u>11</u>
7900	Net profit before tax	33,360	23	36,821	25
7950	Income tax expense (Note 21)	(<u>167</u>)	<u>-</u>	(<u>179</u>)	<u>-</u>
8200	Net profit for the year	<u>33,193</u>	<u>23</u>	<u>36,642</u>	<u>25</u>
8500	Total comprehensive income for the year	<u>\$ 33,193</u>	<u>23</u>	<u>\$ 36,642</u>	<u>25</u>

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Code		2023		2022	
		Amount	%	Amount	%
	Earnings per share (Note 22)				
9710	Basic	<u>\$ 1.41</u>		<u>\$ 1.55</u>	
9810	Diluted	<u>\$ 1.41</u>		<u>\$ 1.55</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 Changes in Equity
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ 1,000

Code		Share capital		Capital surplus	Retained earnings		Total equity
		Number of shares (thousand shares)	Amount		Legal reserve	Undistributed earnings	
A1	Balance on January 1, 2022	19,369	\$ 193,694	\$ 29,199	\$ -	\$ 92,944	\$ 315,837
	Appropriations and distribution of 2021 retained earnings						
B1	Legal 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
	Appropriation and distribution of 2022 retained earnings						
B1	Legal reserve	-	-	-	3,664	(3,664)	-
B5	Cash dividends to shareholders of the Company	-	-	-	-	(13,365)	(13,365)
B9	Stock dividends to shareholders of the Company	1,337	13,365	-	-	(13,365)	-
D1	Net profit in 2023	-	-	-	-	33,193	33,193
D5	Total comprehensive income in 2023	-	-	-	-	33,193	33,193
Z1	Balance on December 31, 2023	23,611	\$ 236,113	\$ 29,199	\$ 12,958	\$ 55,298	\$ 333,568

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

For the Years Ended December 31, 2023 and 2022

Unit: NT\$ 1,000

Code		2023	2022
	Cash flows from operating activities		
A10000	Net profit before tax for the year	\$ 33,360	\$ 36,821
A20010	Adjustments to reconcile net income (loss) to net		
A20100	Depreciation expenses	7,991	7,205
A20200	Amortization expenses	8,427	4,966
A20400	Net gain on financial assets measured at fair value through profit and loss	-	(1,748)
A20900	Finance costs	93	96
A21200	Interest income	(4,817)	(1,378)
A22400	Share of profits (losses) of subsidiaries, affiliates, and joint ventures under the equity method	(600)	(1,891)
A22500	Gain on disposal of property, plant and equipment	-	(12)
A23200	Gain on disposal of investments accounted for under the equity method	(328)	-
A23700	Impairment loss on non-financial assets	4,981	6,377
A29900	Lease modification gain	(6)	-
A30000	Net changes in operating assets and liabilities		
A31150	Accounts receivable - non-related parties	829	18,289
A31160	Accounts receivable - related parties	(20,772)	5,510
A31180	Other receivables	(5)	(16)
A31230	Prepayments	(5,923)	(4,010)
A31240	Other current assets	(763)	183
A32125	Contract liabilities	(2,864)	(8,210)
A32130	Notes payable	(361)	(538)
A32150	Accounts payable - non-related parties	500	(16,263)
A32160	Accounts payable - related parties	6,269	5
A32180	Other payables	(4,594)	(9,789)
A32190	Other payables - related parties	(18)	144
A32230	Other current liabilities	<u>1,532</u>	<u>83</u>
A33000	Cash generated from operations	22,931	35,824
A33100	Interest received	4,291	798
A33300	Interest paid	(3)	(2)
A33500	Income tax paid	(<u>341</u>)	(<u>54</u>)
AAAA	Net cash inflow from operating activities	<u>26,878</u>	<u>36,566</u>

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Code		2023	2022
	Cash flows from investing activities		
B00040	Acquisition of financial assets at amortized cost	(\$ 15,955)	(\$ 4,201)
B00200	Disposal of financial assets at fair value through profit or loss	-	23,402
B01900	Disposal of long-term equity investments under the equity method	7,472	-
B02700	Acquisition of property, plant and equipment	(2,287)	(1,518)
B02800	Proceeds from disposal of property, plant and equipment	-	114
B03800	Decrease in refundable deposits	92	923
B04500	Acquisition of intangible assets	(1,513)	(11,706)
B06500	Increase in other financial assets	(1,200)	-
BBBB	Net cash inflow (outflow) from investing activities	(13,391)	7,014
	Cash flows from financing activities		
C04020	Lease debt principal repayment	(5,430)	(5,105)
C04500	Cash dividends distributed	(13,365)	(38,739)
CCCC	Net cash outflow from financial activities	(18,795)	(43,844)
EEEE	Net increase (decrease) in cash and cash equivalents	(5,308)	(264)
E00100	Cash and cash equivalents at the beginning of the year	111,291	111,555
E00200	Cash and cash equivalents at the end of the year	\$ 105,983	\$ 111,291

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 Company's consolidated financial statements for the fiscal year 2023 (from January 1 to December 31, 2023) are prepared in accordance with 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, 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 15, 2024

Independent Auditors' Report

To Wayi International Digital Entertainment Co., Ltd.

Audit opinions:

The consolidated balance sheets as of December 31, 2023 and 2022, 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, 2023 and 2022 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, 2023 and 2022, and its financial performance and its cash flows for the period from January 1 to December 31, 2023 and 2022 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and the Auditing Standards. 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 Wayi 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 in 2023. 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 in 2023 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\$118,126 thousand, accounting for 84% of the net operating income. Considering the significant transaction amount of the related party and the material impact on the 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 2023 and 2022, 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 2023 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 15, 2024

Wayi International Digital Entertainment Co., Ltd. and its Subsidiaries
Consolidated Balance Sheets
December 31, 2023 and 2022

Unit: NT\$ thousands

Code	Assets	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalent (Notes 6 and 26)	\$ 138,381	38	\$ 116,629	33
1136	Financial assets at amortized cost - current (Notes 7 and 26)	86,588	24	96,736	28
1170	Accounts receivable - non-related parties (Notes 8 and 26)	1,418	-	2,247	1
1180	Accounts receivable - related parties (Notes 8, 26 and 27)	36,634	10	15,862	5
1200	Other receivables (Notes 8 and 26)	1,181	-	765	-
1220	Current income tax assets (Note 22)	246	-	190	-
130X	Inventories	130	-	130	-
1410	Prepayments (Note 15 and 27)	12,323	4	11,310	3
1470	Other current assets (Note 15)	767	-	4	-
11XX	Total current assets	<u>277,668</u>	<u>76</u>	<u>243,873</u>	<u>70</u>
	Non-current assets				
1550	Investments accounted for using equity method (Note 10)	-	-	7,457	2
1600	Property, Plant and Equipment (Notes 11 and 28)	59,739	17	59,483	17
1755	Right-of-use assets (Note 12)	3,430	1	9,548	3
1760	Investment properties, net (Note 13 and 28)	14,538	4	15,157	4
1780	Other intangible assets (Note 14)	5,104	1	12,018	3
1990	Other non-current assets (Notes 15, 26 and 28)	2,871	1	1,763	1
15XX	Total non-current assets	<u>85,682</u>	<u>24</u>	<u>105,426</u>	<u>30</u>
1XXX	Total Assets	<u>\$ 363,350</u>	<u>100</u>	<u>\$ 349,299</u>	<u>100</u>
	Liabilities and Equity				
	Current liabilities				
2130	Contract liabilities - current (Note 20)	\$ 3,730	1	\$ 6,594	2
2150	Notes payable (Note 16 and 26)	570	-	931	-
2170	Accounts payable - non-related parties (Note 16 and 26)	2,526	1	2,026	1
2180	Accounts payable - related parties (Notes 16, 26 and 27)	6,274	2	5	-
2200	Other payables (Notes 17 and 26)	10,713	3	15,307	4
2220	Other payables - related parties (Notes 26 and 27)	262	-	280	-
2230	Current income tax liabilities (Note 22)	-	-	118	-
2280	Lease liabilities - current (Note 12)	2,531	1	5,818	2
2399	Other current liabilities (Note 17)	2,026	-	494	-
21XX	Total current liabilities	<u>28,632</u>	<u>8</u>	<u>31,573</u>	<u>9</u>
	Non-current liabilities				
2580	Lease liabilities - non-current (Note 12)	950	-	3,786	1
2670	Other non-current liabilities (Notes 17 and 26)	200	-	200	-
25XX	Total Non-current Liabilities	<u>1,150</u>	<u>-</u>	<u>3,986</u>	<u>1</u>
2XXX	Total Liabilities	<u>29,782</u>	<u>8</u>	<u>35,559</u>	<u>10</u>
	Equity attributable to owners of the Company (Note 19)				
	Share capital				
3110	Ordinary shares	236,113	65	222,748	64
3200	Capital surplus	29,199	8	29,199	8
	Retained earnings				
3310	Statutory surplus reserve	12,958	4	9,294	3
3350	Undistributed earnings	55,298	15	52,499	15
3300	Total retained earnings	68,256	19	61,793	18
31XX	Total equity of owners of the Company	<u>333,568</u>	<u>92</u>	<u>313,740</u>	<u>90</u>
3XXX	Total Equity	<u>333,568</u>	<u>92</u>	<u>313,740</u>	<u>90</u>
	Total Liabilities and Equity	<u>\$ 363,350</u>	<u>100</u>	<u>\$ 349,299</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, 2023 and 2022

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

Code		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Notes 20 and 27)	\$ 141,428	100	\$ 147,266	100
5000	Operating costs (Notes 21 and 27)	(48,501)	(34)	(49,521)	(34)
5900	Gross profit	92,927	66	97,745	66
	Operating expenses (Notes 21 and 27)				
6100	Selling expenses	(32,259)	(23)	(41,862)	(28)
6200	General and administrative expenses	(34,862)	(25)	(35,269)	(24)
6300	Research and development expenses	-	-	(225)	-
6000	Total operating expenses	(67,121)	(48)	(77,356)	(52)
6900	Net operating profit	25,806	18	20,389	14
	Non-operating income and expenses				
7100	Interest income (Note 21)	6,063	4	1,650	1
7010	Other income (Note 21 and 27)	1,596	1	1,597	1
7020	Other gains and losses (Note 21)	301	-	14,338	10
7050	Financial costs (Note 21)	(93)	-	(96)	-
7060	Share of profits or losses of associates and joint ventures under equity method (Note 10)	(313)	-	(1,057)	(1)
7000	Total non-operating income and expenses	7,554	5	16,432	11

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<u>Code</u>		<u>2023</u>		<u>2022</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
7900	Net profit before tax	\$ 33,360	23	\$ 36,821	25
7950	Income tax expense (Note 22)	(167)	-	(179)	-
8200	Net profit for the year	<u>33,193</u>	<u>23</u>	<u>36,642</u>	<u>25</u>
8500	Total comprehensive income for the year	<u>\$ 33,193</u>	<u>23</u>	<u>\$ 36,642</u>	<u>25</u>
	Net operating profit attributable to				
8610	Owners of the Company	\$ 33,193	23	\$ 36,642	25
8620	Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
8600		<u>\$ 33,193</u>	<u>23</u>	<u>\$ 36,642</u>	<u>25</u>
	Total Comprehensive Income Attributable to				
8710	Owners of the Company	\$ 33,193	23	\$ 36,642	25
8720	Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
8700		<u>\$ 33,193</u>	<u>23</u>	<u>\$ 36,642</u>	<u>25</u>
	Earnings per share (Note 23)				
9710	Basic	<u>\$ 1.41</u>		<u>\$ 1.55</u>	
9810	Diluted	<u>\$ 1.41</u>		<u>\$ 1.55</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, 2023 and 2022

Unit: NT\$ thousands

		Equity attributable to owners of the Company					
		Share capital			Retained earnings		
Code		Number of Shares (thousand shares)	Amount	Capital surplus	Statutory surplus reserve	Undistributed earnings	Total equity
A1	Balance as of January 1, 2022	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	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>36,642</u>	<u>36,642</u>
D5	Total comprehensive income in 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>36,642</u>	<u>36,642</u>
Z1	Balance on December 31, 2022	22,274	222,748	29,199	9,294	52,499	313,740
	Appropriation and distribution of 2022 retained earnings						
B1	Statutory surplus reserve	-	-	-	3,664	(3,664)	-
B5	Cash dividends to shareholders of the Company	-	-	-	-	(13,365)	(13,365)
B9	Stock dividends to shareholders of the Company	1,337	13,365	-	-	(13,365)	-
D1	Net profit in 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>33,193</u>	<u>33,193</u>
D5	Total comprehensive income in 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>33,193</u>	<u>33,193</u>
Z1	Balance on December 31, 2023	<u>23,611</u>	<u>\$ 236,113</u>	<u>\$ 29,199</u>	<u>\$ 12,958</u>	<u>\$ 55,298</u>	<u>\$ 333,568</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 Cash Flows

From January 1 to December 31, 2023 and 2022

Unit: NT\$ thousands

Code		2023	2022
	Cash flows from operating activities		
A10000	Net profit before tax for the year	\$ 33,360	\$ 36,821
A20010	Adjustments to reconcile net income (loss) to net		
A20100	Depreciation expenses	7,991	7,205
A20200	Amortization expenses	8,427	4,966
A20400	Net gain on financial assets measured at fair value through profit and loss	-	(1,748)
A20900	Finance costs	93	96
A21200	Interest Income	(6,063)	(1,650)
A22300	Share of the loss of associates and joint ventures under equity method	313	1,057
A22500	Gain on disposal of property, plant and equipment	-	(12)
A23200	Gain on disposal of investments accounted for using equity method	(328)	-
A23700	Impairment loss on non-financial assets	4,981	6,377
A29900	Lease modification gain	(6)	-
A30000	Net changes in operating assets and liabilities		
A31150	Accounts receivable - non-related parties	829	18,289
A31160	Accounts receivable - related parties	(20,772)	5,510
A31180	Other receivables	(5)	(16)
A31230	Prepayments	(5,994)	(4,028)
A31240	Other current assets	(763)	183
A32125	Contract liabilities	(2,864)	(8,210)
A32130	Notes payable	(361)	(538)
A32150	Accounts payable - non-related parties	500	(16,263)
A32160	Accounts payable - related parties	6,269	5
A32180	Other payables	(4,594)	(9,789)
A32190	Other payables - related parties	(18)	144
A32230	Other current liabilities	<u>1,532</u>	<u>83</u>
A33000	Cash generated from operations	22,527	38,482
A33100	Interest received	5,652	967
A33300	Interest paid	(3)	(2)
A33500	Income tax paid	(<u>341</u>)	(<u>54</u>)
AAAA	Net cash inflow from operating activities	<u>27,835</u>	<u>39,393</u>

(Continued on next page)

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Code		2023	2022
	Cash flows from investing activities		
B00040	Acquisition of financial assets at amortized cost	\$ -	(\$ 6,776)
B00050	Disposal of financial assets at amortized cost	10,148	-
B00200	Disposal of financial assets at fair value through profit or loss	-	23,402
B01900	Disposal of long-term shares investment for using equity method	7,472	-
B02700	Acquisition of property, plant and equipment	(2,287)	(1,518)
B02800	Proceeds from disposal of property, plant and equipment	-	114
B03800	Decrease in refundable deposits	92	923
B04500	Acquisition of intangible assets	(1,513)	(11,706)
B06500	Increase in other financial assets	(<u>1,200</u>)	<u>-</u>
BBBB	Net cash inflow from investing activities	<u>12,712</u>	<u>4,439</u>
	Cash flows from financing activities		
C04020	Lease debt principal repayment	(5,430)	(5,105)
C04500	Cash dividends distributed	(<u>13,365</u>)	(<u>38,739</u>)
CCCC	Net cash outflow from financial activities	(<u>18,795</u>)	(<u>43,844</u>)
EEEE	Net increase (decrease) in cash and cash equivalents	21,752	(12)
E00100	Cash and cash equivalents at beginning of year	<u>116,629</u>	<u>116,641</u>
E00200	Cash and cash equivalents at end of year	<u>\$ 138,381</u>	<u>\$ 116,629</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
2023

Unit: NT\$

Item	Amount
Retained earnings at the beginning of the period	22,105,649
2023 net profit after tax	33,193,723
10% legal reserve	(3,319,372)
Earnings available for distribution for the period	51,980,000
Distribution item	
Stock dividend to shareholders - NT\$1 per share	(23,611,300)
Cash dividend to shareholders - NT\$0.5 per share	(11,805,650)
Unappropriated retained earnings at the end of period	16,563,050

Chairman: Shih ,Shu-Kai

Manager: Shih ,Shu-Kai

Accounting Supervisor: Huang, Ya-Ling

[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 to 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 is retained in the total capital stated in the preceding paragraph, which is divided into 16,000,000 shares 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.

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.

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. 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. 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.

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

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

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

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set

out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

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.

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the 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.

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.

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

Article 6

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. 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.

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.

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.

Article 6-1

To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - 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.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - 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 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.
 - D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 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.

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.

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.

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.

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, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the 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. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

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. 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.

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.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised.

Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

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

Article 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 or online, 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.

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.

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 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.

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

Article 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.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

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 the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, 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.

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.

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

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.

Article 20

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.

Article 21

In the event of a virtual shareholders meeting, 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.

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

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

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

When postponing or resuming a meeting according to the second paragraph, 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 Corporation shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 22

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.

Article 23

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.

The sixth amendment was made on June 21, 2023.

[Appendix III]

Wayi International Digital Entertainment Co., Ltd.

The current shareholding of all Directors

- I. The paid-in capital of the Company is NT\$236,112,990, and the number of issued shares is 23,611,299.
- 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 2,833,356 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 21, 2024, 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	7,255,488	30.73%
Director	Given Business Inc. Representative Wu, Ai-Yun	2022.6.23	Three years	4,813,197	20.39%
Director	Given Business Inc. Representative Tu, Yao-Jen	2022.6.23	Three years	4,813,197	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				12,068,685	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.