Gamania Digital Entertainment Co., Ltd.

Operational Procedures for Transactions with

Specific Companies, Group Enterprises, and Related Parties

Article 1: Purpose and Legal Basis

To safeguard the rights and interests of the Company and its shareholders, and to provide rules for transactions between the Company and group enterprises, specific companies, and related parties, these Operational Procedures are formulated in accordance with Statement of Financial Accounting Standards No. 6 "Disclosure of Related Party Transactions" and Statement of Auditing Standards No. 6 "Audit of Related Party Transactions," and in alignment with relevant regulations of the Financial Supervisory Commission, Executive Yuan (hereinafter referred to as the "FSC").

Article 2: Group Enterprises

Any entity meeting any of the following criteria shall be deemed a group enterprise of the Company:

1. Entities having the relationship of parent company, subsidiary, or affiliated company.
2. Where the Company and its related parties jointly hold more than half of the total issued voting shares or total capital of another company; or where another company and its related parties jointly hold more than half of the total issued voting shares or total capital of the Company.
3. Where the Company directly or indirectly controls the personnel, financial, or operational management of another company; or where another company directly or indirectly controls the personnel, financial, or operational management of the Company. Criteria for judgment are as follows: (1) Obtaining more than half of the board seats of the other party. (2) Designated personnel being hired as the general manager of the other party. (3) Possessing management control of the other party pursuant to a joint venture agreement. (4) Financing provided to the other party reaching one-third or more of the other party's total assets. (5) Endorsements or guarantees provided for the other party reaching one-third or more of the other party's total assets.

4. Where the Company and another company hold one-third or more of each other's total voting shares or total capital, and can directly or indirectly control each other's personnel, financial, or operational management.
5. Where any of the following circumstances applies, a controlling or subordinate relationship between the Company and another company shall be presumed to exist, unless relevant evidence is provided to prove the absence of such relationship: (1) Half or more of the directors, supervisors, and CEO of the Company and another company are the same persons. Their calculation includes spouses, children, and relatives within the second degree of kinship of such persons. (2) Half or more of the total issued voting shares or total capital of both the Company and another company are held or contributed by the same shareholders. (3) Another investee company evaluated by the Company under the equity method and its related parties jointly hold more than half of the Company's total issued voting shares; or the Company and its related parties jointly hold more than half of the total issued voting shares of another investee company evaluated by the Company under the equity method.

When calculating the shares or capital contribution held by the applicant company in another company, the following shares or capital contribution shall be included:

1. Shares or capital contribution in another company held by the company's subsidiary.
2. Shares or capital contribution held by a third party for the company.
3. Shares or capital contribution held by a third party for the company's subsidiary.

Article 3: Specific Companies

Any entity meeting any of the following criteria shall be deemed a specific company of the Company:

1. Holding 20% (inclusive) or more but not exceeding 50% of the Company's total issued shares.
2. Where such company, its directors, supervisors, and shareholders holding more than 10% of total shares jointly hold 30% (inclusive) or more of the Company's total issued shares, and both parties have prior records of financial or business dealings. Shares held by the aforementioned personnel include those held by their spouses, minor children, and under the names of others.
3. Where 30% (inclusive) or more of the Company's operating revenue is derived from such company and its affiliated companies.

4. Where 50% or more of the volume or total purchase amount of the Company's key raw materials (referring to key raw materials accounting for 30% or more of total purchase amount and essential for product manufacturing) or main commodities (referring to main commodities accounting for 30% or more of total operating revenue) originates from another company and its affiliated companies.

Article 4: Related Parties

Any entity or individual meeting any of the following criteria shall be deemed a related party of the Company:

1. Investee companies evaluated by the Company under the equity method.
2. Investors evaluating investments in the Company under the equity method.
3. Another company whose chairman or CEO is the same person as the Company's Chairman or CEO, or has a spousal or second-degree kinship relationship with the Company's Chairman or CEO.
4. A foundation to which the Company's donations reach one-third or more of its total paid-in fund.
5. Directors, supervisors, CEO, deputy CEOs, vice presidents, and department heads directly reporting to the CEO of the Company.
6. Spouses of directors, supervisors, and CEO of the Company.
7. Relatives within the second degree of kinship of the Chairman and CEO of the Company.

Even if any of the above circumstances applies, an entity or individual may be excluded if it can be proven that no controlling capability or significant influence exists.

Article 5: Definition of Transactions

Transactions with specific companies, group enterprises, or related parties refer to transfers of resources or obligations between specific companies, group enterprises, or related parties, regardless of whether consideration is paid.

Article 6: Scope of Transactions

Transactions between the Company and specific companies, group enterprises, or related parties include:

1. Sales.
2. Purchases.

3. Property transactions and long-term equity investments.
4. Financing.
5. Endorsements and guarantees.

Article 7: Disclosure Requirements in Financial Reports

When material transactions occur between the Company and related parties, the following information shall be disclosed in the notes to the financial statements:

1. Name of the related party.
2. Relationship with the related party.
3. Major transactions with each related party, including prices, payment terms, and other relevant information helping to understand the financial statement impact of related party transactions: (1) Purchase amount or percentage. (2) Sales amount or percentage. (3) Property transaction amount and resulting gain or loss. (4) Ending balance or percentage of notes and accounts receivable. (5) Ending balance or percentage of notes and accounts payable. (6) Maximum balance, interest rate range, ending balance, and total interest for the current period regarding financing activities. (7) Ending balance of note endorsements, guarantees, or collateral provided. (8) Other transaction matters having a material impact on current profit/loss and financial position, such as major agency matters, provision or receipt of services, leasing matters, franchise licensing, transfer of research projects, management service contracts, etc.

Article 8: Presentation Thresholds

When preparing financial statements, for the items required to be disclosed under the preceding Article, if the transaction amount or balance of a single related party reaches 10% or more of the Company's total transaction amount or balance for that item in the current period, it shall be presented separately; the remainder may be aggregated and summarized.

Article 9: Consolidated Financial Statements

When the Company prepares consolidated financial statements of parent and subsidiary companies in accordance with regulations, eliminated related party transactions may be omitted from disclosure.

Article 10: Sales and Purchase Order Processing

The processing of sales and purchase orders with specific companies, group enterprises, or related parties, as well as the management of accounts receivable and payable arising from sales and purchases, shall be handled in accordance with the relevant provisions of the sales and collection cycle and the procurement and payment cycle in the Company's internal control system.

Article 11: Material Asset and Investment Transactions

When material asset transactions or long-term equity investments occur between the Company and group enterprises, specific companies, or related parties, they shall be handled in accordance with the Company's "Procedures for Acquisition or Disposal of Assets."

Article 12: Financing Transactions

When financing activities occur between the Company and group enterprises, specific companies, or related parties, they shall be handled in accordance with the Company's "Operational Procedures for Loaning Funds and Providing Endorsements/Guarantees."

Article 13: Endorsement and Guarantee Transactions

When endorsement or guarantee activities occur between the Company and group enterprises, specific companies, or related parties, they shall be handled in accordance with the Company's "Operational Procedures for Loaning Funds and Providing Endorsements/Guarantees."

Article 14: Approval Procedures

Material transactions between the Company and group enterprises, specific companies, or related parties, except for general purchase and sales transactions, shall be submitted to the Board of Directors for approval in advance. When necessary, the Chairman may make a preliminary decision and submit it to the Board of Directors for ratification afterward.

Article 15: Supervisor Auditing Responsibilities

The supervisors of the Company shall verify whether specific companies, group enterprises, or related parties exist, and shall implement auditing procedures for the following transactions involving group enterprises, specific companies, and related parties:

1. Whether transaction amounts and terms for purchases, sales, and property transactions with group enterprises, specific companies, and related parties are identical to general transactions; if different, whether the differences are reasonable.
2. Whether there are improper approvals for transactions with group enterprises, specific companies, and related parties. Where credit limits or quotas are set, whether transaction amounts are within the limits.
3. Whether the content of related party transactions disclosed in financial statements pursuant to Article 8 and other necessary disclosures tally with accounting records.

Article 16: Audit Execution and Reporting

When performing the audits specified in Article 15, supervisors may assign internal auditors of the Company or retain CPAs auditing the financial statements to perform continuous execution. If violations of regulations or obvious abnormalities are discovered, supervisors shall notify the Board of Directors to request explanations and necessary improvements.

Article 17: Implementation and Amendments

These Operational Procedures shall take effect upon resolution and approval by the Board of Directors and shall be reported to the shareholders' meeting; the same shall apply to any amendments.