Gamania Digital Entertainment Co., Ltd.

Procedures for the Acquisition or Disposal of Assets

Article 1: Purpose and Legal Basis

These Procedures are enacted to provide operational standards and procedures for the acquisition or disposal of assets by the Company and its subsidiaries. These Procedures shall be handled in strict accordance with the provisions of Article 36-1 of the *Securities and Exchange Act* and the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies* promulgated by the Securities and Futures Bureau of the Financial Supervisory Commission (hereinafter referred to as the "SFB").

Article 2: Scope of Application

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depositary receipts, call (put) warrants, beneficiary certificates, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, and inventory of construction enterprises) and equipment.
3. Memberships.
4. Intangible assets such as patents, copyrights, trademarks, and franchise rights.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, discount of foreign exchange purchases and loans, and non-performing loans).
7. Derivatives.
8. Assets acquired or disposed of through merger, demerger, acquisition, or share transfer pursuant to law.
9. Other major assets.

Article 3: Definitions

1. **Derivatives:** Refers to trading contracts whose value is derived from specific interest rates, financial instrument prices, commodity prices, foreign exchange rates, price or rate indexes, credit ratings or credit indexes, or other variables (such as forward contracts, option contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the above contracts, or structured products embedding derivatives). (1) Forward contracts referred to herein do not include insurance contracts, performance contracts, post-sale service contracts, long-term lease

contracts, and long-term purchase (sales) contracts. (2) Matters related to bond margin trading shall be handled in reference to these Procedures; however, bond transactions under repurchase or resale agreements may be exempted from the requirement of "making monthly public announcements and filings along with monthly operating conditions."

2. **Assets acquired or disposed of through merger, demerger, acquisition, or share transfer pursuant to law:** Refers to assets acquired or disposed of through merger, demerger, or acquisition conducted under the *Business Mergers and Acquisitions Act*, *Financial Holding Company Act*, *Financial Institutions Merger Act*, or other laws, or the issuance of new shares to transfer shares of another company pursuant to Paragraph 3, Article 156 of the *Company Act* (hereinafter referred to as "share transfer").
3. **Related Parties and Subsidiaries:** Shall be determined in accordance with the *Regulations Governing the Preparation of Financial Reports by Securities Issuers.*
4. **Professional Appraiser:** Refers to a real estate appraiser or other professional permitted by law to engage in real estate or equipment appraisal business.
5. **Date of Occurrence:** Principle-wise refers to the date of contract signing, payment, consignment transaction, transfer, resolution of the Board of Directors, or other dates that can definitively determine the transaction party and amount, whichever is earlier. For investments requiring competent authority approval, it refers to the earlier of the aforementioned dates or the date of receiving competent authority approval.
6. **Mainland China Investment:** Refers to investments in Mainland China conducted pursuant to the *Regulations Governing Permission for Investment or Technical Cooperation in Mainland China* by the Investment Commission, Ministry of Economic Affairs.
7. **Within One Year:** Refers to a period of one year calculated retrospectively from the date of the current asset acquisition or disposal; portion already publicly announced need not be re-calculated.
8. **Most Recent Financial Statements:** Refers to the financial statements audited or reviewed by a CPA and legally disclosed prior to the acquisition or disposal of assets.
9. **Professional Investor:** Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary or underwriting business, futures commission merchants operating proprietary business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies established pursuant to law and regulated by local financial competent authorities.
10. **Securities Exchange:** Domestic exchange refers to the Taiwan Stock Exchange Corporation (TWSE); foreign exchange refers to any organized securities trading market regulated by the securities competent authority of that country.
11. **Over-the-Counter (OTC) Market:** Domestic OTC market refers to trading venues established by securities firms pursuant to the *Regulations Governing Securities Trading on Over-the-Counter Markets*; foreign OTC market refers to trading venues of financial institutions regulated by foreign securities competent authorities and permitted to operate securities business.

Section 1: Adoption and Amendment of Procedures

Article 4: Adoption and Amendment Procedures

These Procedures shall be formulated in accordance with the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*, approved by the Board of Directors, submitted to the Audit Committee, and presented to the Shareholders' Meeting for approval; the same shall apply to any amendments. If any director expresses dissent and keeps a record or written statement, the Company shall submit the director's dissenting materials to the Audit Committee.

Where independent directors have been appointed pursuant to law, when submitting the procedures for acquiring or disposing of assets to the Board of Directors for discussion pursuant to the preceding paragraph, opinions of all independent directors shall be fully considered, and their consenting or dissenting opinions and reasons shall be recorded in the meeting minutes.

Where an Audit Committee has been established pursuant to law, the adoption or amendment of asset procedures shall require the approval of one-half or more of all members of the Audit Committee and be submitted to the Board of Directors for resolution.

If the approval of one-half or more of all Audit Committee members is not obtained, it may be adopted with the consent of two-thirds or more of all directors, and the resolution of the Audit Committee shall be specified in the board meeting minutes.

"All members of the Audit Committee" and "all directors" referred to in the preceding paragraphs shall be calculated as those currently in office.

Section 2: Acquisition or Disposal of Assets

Article 5: Investment Caps and Limits

1. Investment Caps for the Company:

   The Company's permitted investment scope includes stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depositary receipts, call (put) warrants, real estate, and other securities approved by the Ministry of Finance, subject to the following limits: (1) Real estate not for operational use and its right-of-use assets shall not exceed 100% of the Company's paid-in capital. (2) Total investment in securities shall not exceed 150% of the Company's equity; investment in a single security shall not exceed 100% of the Company's equity.

2. The total purchase amount and individual limits for subsidiaries shall be handled in accordance with their respective internal procedures for asset acquisition or disposal.

Article 6: Evaluation and Operational Procedures

1. **Evaluation Procedures:** (1) For asset acquisitions or disposals, the handling unit shall present the reasons, target object, counterparty, transfer price, payment/collection terms, and price reference basis to the responsible authority for decision and approval before proceeding. (2) The appraisal reports or professional opinions from CPAs, attorneys, or securities underwriters obtained by the Company shall comply with Article 5 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*.
2. **Operational Procedures:**

   In addition to these Procedures, all operations related to asset acquisition or disposal shall be handled in accordance with the Company's internal control manual.

Article 7: Transaction Terms and Authorization Levels

1. **Price Determination Methods and Reference Basis:** (1) Acquisition or disposal of securities traded on centralized exchanges or OTC markets shall be determined based on prevailing stock or bond prices. (2) Acquisition or disposal of stocks not traded on centralized exchanges or OTC markets shall consider net asset value per share, profitability, future development potential, and prevailing market transaction prices. (3) Acquisition or disposal of non-stock securities not traded on centralized exchanges or OTC markets shall consider prevailing market interest rates, bond coupon rates, and debtor creditworthiness. (4) Acquisition or disposal of real estate shall consider announced current land values, assessed values, actual transaction prices of neighboring properties, etc.
2. **Authorization Levels:** (1) Long-term equity investments, securities investments for non-trading purposes, and real estate acquisitions or disposals must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairman to approve transactions within NT50million,subjecttosubsequentratificationbytheBoardofDirectors,withanaggregatecumulativeratifiedamountcappedatNT100 million. (2) Securities investments for trading purposes and equipment acquisitions or disposals shall be approved according to the Company's delegation of authority rules. Transactions exceeding NT100millioninasingletransactionmustbeapprovedbytheBoardofDirectors.AcquisitionsordisposalsofbondfundsarenotsubjecttotheNT100 million limit, but single transactions exceeding NT$100 million require subsequent ratification by the Board of Directors. (3) If resolutions, approvals, or reports at company meetings (such as board or shareholder meetings) are required by the *Company Act* or other regulations for asset acquisitions or disposals, they shall be handled accordingly.

Article 8: Executing Units

The executing unit for securities investments is the Finance Department and other responsible units; the executing unit for real estate or equipment is the asset-using department, General Administration Department, or other responsible units.

Article 9: Obtaining Appraisal Reports for Real Estate or Equipment

For acquisitions or disposals of real estate, equipment, or right-of-use assets thereof—except for transactions with domestic government agencies, self-construction on owned or leased land, or acquiring/disposing of equipment or right-of-use assets for operational use—where transaction amounts reach 20% of paid-in capital or NT$300 million or more, an appraisal report from a professional appraiser shall be obtained prior to the date of occurrence, complying with the following:

1. When a limited, specific, or special price must be used as the price reference due to special reasons, the transaction shall be approved by the Board of Directors in advance; the same applies to subsequent changes in transaction terms.
2. Where the transaction amount reaches NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any of the following circumstances applies to the appraiser's results, a CPA shall be retained to express a specific opinion on the reasons for discrepancy and fairness of the transaction price, unless all appraisal results for acquired assets are higher than the transaction amount, or all appraisal results for disposed assets are lower than the transaction amount: (1) Discrepancy between appraisal result and transaction amount reaches 20% or more of the transaction amount. (2) Discrepancy between appraisal results of two or more appraisers reaches 10% or more of the transaction amount.
4. The date of the appraiser's report and the contract date shall not exceed three months. However, if the same announced land value applies and the period does not exceed six months, an opinion letter issued by the original professional appraiser may be used.

Article 10: Obtaining CPA Opinion Letters

1. For acquisitions or disposals of securities, the target company's most recent financial statements audited or reviewed by a CPA shall be obtained prior to the date of occurrence as a reference for transaction price evaluation. Where the transaction amount reaches 20% of paid-in capital or NT$300 million or more, a CPA shall be retained prior to the date of occurrence to express an opinion on price reasonableness, except for securities with active public market quotes or as otherwise provided by the FSC.
2. For acquisitions or disposals of intangible assets, right-of-use assets thereof, or membership certificates reaching 20% of paid-in capital or NT$300 million or more—except for transactions

with domestic government agencies—a CPA shall be retained prior to the date of occurrence to express an opinion on price reasonableness.

Calculation of transaction amounts shall follow Paragraph 2, Article 38. "Within one year" refers to one year calculated retrospectively from the date of occurrence, excluding portions for which appraisal reports or CPA opinions have been obtained under these Procedures.

Article 11: Court Certification Documents

For assets acquired or disposed of through court auction procedures, certification documents issued by the court may substitute for appraisal reports or CPA opinions.

Section 3: Related Party Transactions

Article 12: Real Estate Acquisition from Related Parties

When acquiring or disposing of assets with related parties, in addition to following the resolution procedures and price evaluation rules under these Procedures, if the transaction amount reaches 10% or more of total assets, an appraisal report from a professional appraiser or a CPA opinion shall be obtained pursuant to Section 2. Calculation of transaction amounts shall follow Article 38.

Substance over legal form shall be considered when determining related parties.

Article 13: Submitting Materials to the Board of Directors

For real estate or right-of-use asset transactions with related parties, or transactions of other assets with related parties reaching 20% of paid-in capital, 10% of total assets, or NT$300 million or more—except for trading domestic government bonds, bond transactions under repurchase/resale agreements, or subscribing/redeeming domestic money market funds issued by securities investment trust enterprises—the following materials shall be submitted to the Board of Directors for approval and the Audit Committee for confirmation prior to contract signing or payment:

1. Purpose, necessity, and projected benefits of asset acquisition or disposal.
2. Reasons for choosing the related party as the transaction counterparty.
3. Information evaluating the reasonableness of transaction terms for real estate or right-of-use asset acquisitions from related parties under Articles 14 and 15.
4. Original acquisition date and price of the related party, transaction counterparty, and relationship with the Company and related party.
5. Monthly cash flow forecasts for the upcoming year starting from the projected contract month, assessing necessity and capital utilization reasonableness.
6. Professional appraisal reports or CPA opinions obtained under the preceding Article.
7. Restrictive conditions and other important covenants of the transaction.

For transactions between the Company and its subsidiaries, or among subsidiaries directly or indirectly holding 100% of issued shares or total assets, the Board may authorize the Chairman under Article 7 to approve transactions within a certain limit in advance, subject to ratification at the next board meeting:

1. Acquisition or disposal of equipment or right-of-use assets for operational use.
2. Acquisition or disposal of real estate right-of-use assets for operational use.

Where independent directors are appointed, when submitting to the Board under Paragraph 1, independent directors' opinions shall be fully considered and recorded in the minutes.

Where an Audit Committee is established, matters requiring supervisor approval under Paragraph 1 shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board, applying Paragraphs 3 and 4 of Article 4 *mutatis mutandis*.

If transaction amounts reach 10% or more of total assets, the Company shall submit the listed materials to the Shareholders' Meeting for approval prior to contract signing and payment, except for transactions between the Company and its subsidiaries or among subsidiaries.

Calculation of transaction amounts shall follow Paragraph 2, Article 38. "Within one year" refers to one year retrospectively from the date of occurrence, excluding portions already approved by the Shareholders' Meeting, Board of Directors, or Audit Committee.

Article 14: Evaluation of Transaction Cost Reasonableness

When acquiring real estate or right-of-use assets from related parties, transaction cost reasonableness shall be evaluated using the following methods:

1. Adding necessary interest on capital and statutory costs borne by the buyer to the related party's transaction price. Interest cost on capital shall be calculated using the weighted average interest rate of loans borrowed by the company in the acquisition year, capped at the maximum non-financial industry borrowing rate announced by the Ministry of Finance.
2. Where the related party previously mortgaged the property to a financial institution for loans, the total financial institution appraisal value, provided actual cumulative loans reach 70% or more of appraisal value and loan duration exceeds one year. This does not apply if the financial institution is a related party to either transaction party.

Where land and buildings are acquired or leased combinedly, costs may be evaluated separately using either method listed above.

Real estate or right-of-use asset costs evaluated under Paragraphs 1 and 2 shall be reviewed by a CPA who shall express a specific opinion.

The requirements under Articles 14 and 15 do not apply under the following circumstances, which shall be handled under Article 13:

1. Related party acquired real estate or right-of-use assets through inheritance or gift.
2. More than five years have elapsed between the related party's contracting date and the current transaction contracting date.
3. Real estate acquired by signing joint construction contracts or self-construction on owned/leased land with related parties.
4. Acquisition of real estate right-of-use assets for operational use between the Company and its subsidiaries or among subsidiaries directly or indirectly holding 100% of issued shares or total assets.

Article 15: Handling Discrepancies in Cost Evaluation

Where evaluation results under Paragraphs 1 and 2 of Article 14 are lower than the transaction price, Article 16 shall apply, unless objective evidence and concrete reasonable opinions from real estate appraisers and CPAs are provided under the following:

1. Where the related party acquired unimproved land or leased land for construction, proving one of the following: (1) Unimproved land evaluated under the preceding Article plus construction costs and reasonable construction profit exceeds the actual transaction price. Reasonable construction profit shall be the lower of the average gross operating margin of the related party's construction department over the past three years or the most recent construction industry gross margin announced by the Ministry of Finance. (2) Transaction cases involving non-related parties on other floors of the same property or neighboring areas within one year with similar floor area and comparable terms after reasonable floor/location price adjustments. (3) Lease cases involving non-related parties on other floors of the same property within one year with comparable terms after reasonable floor price adjustments.
2. Proving that terms for real estate acquired or right-of-use assets leased from related parties are comparable to non-related party transaction cases in neighboring areas within one year with similar floor area.

"Neighboring areas" refers to properties in the same or adjacent block within a 500-meter radius or with similar announced land values. "Similar floor area" refers to non-related party transaction floor areas not lower than 50% of the transaction target. "Within one year" refers to one year retrospectively from the date of occurrence.

Article 16: Special Reserves and Measures for High-Price Acquisitions

Where real estate acquired from related parties evaluates lower than transaction price under Articles 14 and 15, the following shall be executed:

1. Set aside a special reserve for the difference between transaction price and evaluated cost pursuant to regulations; it shall not be distributed or converted to capital stock. Where investees recognized under the equity method set aside special reserves, the Company shall set aside its share proportionally.
2. The Audit Committee shall act in accordance with Article 218 of the *Company Act*.
3. Report the handling status under Subparagraphs 1 and 2 to the Shareholders' Meeting, disclosing transaction details in annual reports and prospectuses.

Special reserves set aside under the preceding paragraph may only be utilized upon consent from the SFB after asset write-down losses are recognized, disposed of, adequately compensated, restored to original condition, or confirmed reasonable by other evidence.

Where evidence indicates non-arm's-length terms in real estate acquisitions from related parties, Paragraphs 1 and 2 shall also apply.

Section 4: Derivatives Trading

Article 17: Transaction Types

1. Derivatives permitted for trading by the Company include forward contracts, options, futures, and other types approved by the Chairman.
2. For effective risk control, subsidiaries of the Company shall not engage in derivatives trading.

Article 18: Operational and Hedging Strategies

The Company engages in derivatives trading primarily for risk hedging. Trading products focus on hedging operational risks. Prior to trading, transactions shall be classified as "trading purpose" (non-hedging) or "non-trading purpose" (hedging) as the accounting basis.

Article 19: Division of Responsibilities

1. **Finance Department:** (1) Formulate trading strategies for non-commodity derivatives. (2) Execute transactions within authorized limits.
2. **Legal Department:** Review non-standardized trading contracts.
3. **Accounting Department:** Handle accounting, financial reporting, etc.
4. **Audit Office:** Assess internal control adequacy and check compliance.

Article 20: Performance Evaluation Principles

1. **Non-Trading Purpose:** Evaluate realized net gain/loss at contract maturity; compare against targets and report to the head of finance.

2. **Trading Purpose:** Realized positions evaluate actual net gain/loss; open positions mark to market daily at closing prices.
3. The Finance Department shall review periodic performance reports to ensure alignment with strategies and risk limits.
4. Trading positions shall be evaluated at least weekly; non-trading positions at least bi-weekly, submitting reports to the head of finance.
5. The head of finance shall monitor risks, periodically evaluate risk management measures, and ensure compliance with these Procedures.
6. The head of finance shall take necessary measures upon discovering abnormalities and report immediately to the Board of Directors, with independent directors attending and expressing opinions.

Article 21: Total Contract Amount and Loss Limits

1. **Non-Trading Purpose:** Capped at actual operational needs. For cross-hedging, aggregate gain/loss of hedging instruments and hedged items shall be evaluated. If combined contract losses reach 3% or more due to market changes, countermeasures shall be drafted and submitted to the Chairman for approval.
2. **Trading Purpose:** Total limit capped at 10% of net worth. If individual contract losses reach 5% or total contract losses reach 3% after trading, countermeasures shall be submitted to the Chairman for approval.

Article 22: Authorization Limits

1. **Trading Purpose (Investment):** Each transaction must be approved by the Chairman prior to execution.
2. **Non-Trading Purpose (Hedging):** Executed according to the following authorization limits (calculated based on total transaction amount, not margin amount): (1) **Board of Directors:** Daily total amount exceeding US1million;cumulativenetpositionexceedingUS3 million. (2) **Chairman approval with subsequent Board ratification:** Daily total amount up to US1million(inclusive);cumulativenetpositionuptoUS3 million (inclusive). (3) **Chairman:** Daily total amount up to US300,000(inclusive);cumulativenetpositionuptoUS1.3 million (inclusive).

Article 23: Operational Details

1. Traders execute transactions within authorized limits.
2. Non-standardized contracts must be co-signed by the Legal Department.
3. Traders confirm deal slips with details and submit to unit supervisors for sign-off.
4. Data is transferred to settlement staff for confirmation and settlement.
5. Deal confirmations and monthly statements are transferred to accounting staff for financial report preparation.

6. The Finance Department compiles periodic performance reports to review and submit to the head of finance and Chairman.

Article 24: Risk Management

1. **Credit Risk:** Select major relationship banks and licensed brokers; set financial institution transaction limits controlled by the head of finance without over-concentration.
2. **Market Risk:** Restricted to public centralized exchanges and OTC markets.
3. **Liquidity Risk:** Select products with long trading hours, high liquidity, and stable market prices.
4. **Operational Risk:** Strictly follow authorized limits, operational flows, and internal audits. Trading staff and confirmation/settlement staff shall not concurrently hold each other's positions. Settlement staff shall track transactions maturing within a week and inform traders to ensure error-free settlement.
5. **Legal Risk:** Non-standardized contracts must be co-signed by the Legal Department.
6. **Cash Flow Risk:** Head of finance evaluates future cash flow fluctuation risks of monetary financial products, balancing cash flow risk and market price risk to minimize overall corporate risk.

Traders and confirmation/settlement staff in the Finance Department shall not hold concurrent roles. Non-finance personnel authorized by the Chairman may execute derivatives trading, subject to subsequent Board reporting. Risk measurement, supervision, and control personnel shall belong to different departments and report to the Board.

Article 25: Log Book

A log book shall be maintained for derivatives trading, detailing transaction types, amounts, Board approval dates, and evaluation items under Paragraphs 3, 4, and 5 of Article 20 for verification.

Article 26: Internal Controls

1. Confirm each transaction is approved by authorized supervisors.
2. Trading unit defines execution flows (negotiation and deal confirmation).
3. Non-standardized contracts co-signed by Legal Department.
4. Written operational flows provided to Accounting Department and Audit Office.
5. Traders place orders through pre-approved brokers.
6. Brokers forward deal confirmations to trading unit supervisors post-execution.
7. Trading unit supervisor matches deal details with traders.
8. Trading unit supervisor signs back deal confirmations to brokers.
9. Accounting Department confirms deal legality and reasonableness via external sources before entry.
10. Units cross-check data accuracy.

11. Confirm trading-purpose transactions remain within caps.
12. Audit Office conducts irregular and unannounced operational flow audits.

Article 27: Accounting Treatment

Accounting treatment for derivatives trading shall follow generally accepted accounting principles and relevant regulations.

Article 28: Internal Audit

Internal auditors shall periodically evaluate internal control adequacy for derivatives trading, audit trading unit compliance monthly, analyze transaction cycles, compile audit reports, and submit them to the Board. Material violations shall be notified in writing to the Audit Committee.

Article 29: Reporting

The Audit Office shall submit audit reports and annual audit plan execution status to the SFB by the end of February each year, and submit improvement status for abnormalities by the end of May.

Section 5: Mergers, Demergers, Acquisitions, and Share Transfers

Article 30: Expert Opinions

For mergers, demergers, acquisitions, or share transfers, the Company shall retain CPAs, attorneys, or securities underwriters prior to the Board meeting to express opinions on share exchange ratios, acquisition prices, or cash/property distributions to shareholders, submitting them to the Board for discussion and approval. However, expert opinions are exempted for mergers of 100% directly or indirectly owned subsidiaries or among 100% owned subsidiaries.

Article 31: Convening Shareholders' Meetings

Companies participating in mergers, demergers, or acquisitions shall prepare public disclosure documents for shareholders detailing important covenants and matters prior to the Shareholders' Meeting, delivering them along with expert opinions and meeting notices to shareholders for voting reference, unless exempt from shareholder resolutions by law.

If any participating company fails to hold a meeting, pass resolutions, or has proposals vetoed due to lack of quorum, voting rights, or legal restrictions, participating companies shall immediately explain the reasons, follow-up procedures, and projected meeting dates publicly.

Article 32: Board Meetings Held on the Same Day

1. Participating companies shall convene Board and Shareholders' meetings on the same day to resolve merger, demerger, or acquisition matters, unless otherwise provided by law or approved in advance by the SFB for special reasons.
2. Companies participating in share transfers shall hold Board meetings on the same day, unless otherwise provided by law or approved in advance by the SFB.
3. Listed or OTC-traded participating companies shall maintain complete written records for five years covering: (1) Personnel basic info (titles, names, ID/passport numbers of all persons involved prior to public disclosure). (2) Key dates (LOI/MOU signing, advisor engagement, contract signing, board meetings). (3) Important documents and minutes (plans, LOIs, MOUs, major contracts, board minutes).
4. Information in Subparagraphs 1 and 2 shall be reported online within two days starting from the date of Board resolution.

Where non-publicly listed companies participate, listed/OTC participating companies shall sign agreements with them and follow Paragraphs 3 and 4.

Article 33: Confidentiality

All persons participating in or aware of merger, demerger, acquisition, or share transfer plans shall execute written confidentiality undertakings. Prior to public disclosure, plan details shall not be leaked, nor shall participants trade stocks or equity-type securities of participating companies on their own account or in others' names.

Article 34: Share Exchange Ratios and Acquisition Prices

Share exchange ratios or acquisition prices shall not be arbitrarily altered except under circumstances specified in the contract:

1. Cash capital increases, convertible bond issuances, bonus share distributions, warrant bond/preferred stock issuances, stock warrants, or other equity securities.
2. Disposals of major assets affecting financial/business conditions.
3. Major disasters or technical changes affecting shareholder equity or stock prices.
4. Adjustments for treasury stock buybacks by any participating party pursuant to law.
5. Changes in the number or entities of participating companies.
6. Other conditions explicitly specified in the contract and publicly disclosed.

Article 35: Required Covenants in Contracts

Contracts shall detail rights and obligations of participating companies, including:

1. Breach handling.
2. Handling principles for previously issued equity-type securities or bought-back treasury stock of extinguished/demerged companies.
3. Treasury stock buyback quantities and handling principles after the share exchange ratio record date.
4. Handling methods for changes in participating entities or numbers.
5. Projected execution schedules and completion dates.
6. Procedures for convening statutory shareholders' meetings if plans are overdue.

Article 36: Plan Changes

If any participating company intends to merge, demerge, acquire, or transfer shares with another company after public disclosure, all completed procedures or legal acts under the original case shall be re-executed by all participating companies, except where participating numbers decrease and the Shareholders' Meeting has authorized the Board to make changes.

Article 37: Other Matters

Where non-publicly listed companies participate in mergers, demergers, acquisitions, or share transfers, the Company shall sign agreements with them and follow Articles 31, 33, and 36.

Section 6: Public Disclosure and Announcement Standards

Article 38: Public Announcement Standards

Under any of the following circumstances, the Company shall publicly announce and file relevant information on the Market Observation Post System (MOPS) within two days starting from the date of occurrence:

1. Acquiring or disposing of real estate or right-of-use assets with related parties, or other assets with related parties reaching 20% of paid-in capital, 10% of total assets, or NT$300 million or more (excluding trading domestic government bonds, bond transactions under repurchase/resale agreements, or subscribing/redeeming domestic money market funds).
2. Mergers, demergers, acquisitions, or share transfers.
3. Derivatives trading losses reaching overall or individual contract loss caps under these Procedures.
4. Acquisition or disposal of equipment or right-of-use assets for operational use with non-related parties reaching: (1) NT500millionormoreforpubliccompanieswithpaid−incapitalunderNT10 billion. (2) NT1billionormoreforpubliccompanieswithpaid−incapitalbetweenNT10 billion and NT50billion.(3)550 billion or more.

5. Real estate acquired through self-construction on owned/leased land or joint construction with non-related parties, with projected transaction investment reaching NT$500 million or more.
6. For public companies with paid-in capital of NT$50 billion or more, trading government bonds, ordinary corporate bonds, or non-equity general financial bonds (excluding subordinated bonds) on exchanges/OTC markets with non-related parties reaching 5% or more of paid-in capital.
7. Asset transactions, claim disposals by financial institutions, or Mainland China investments other than the above reaching 20% of paid-in capital or NT$300 million or more, excluding: (1) Trading domestic government bonds or foreign government bonds with credit ratings not lower than Taiwan's sovereign rating. (2) Securities trading on exchanges/OTC markets by professional investors, primary market subscriptions of foreign government bonds/ordinary corporate bonds/non-equity general financial bonds, fund subscriptions/redemptions, index investment securities, or underwriter subscriptions per TPEx rules. (3) Trading bond repurchase/resale agreements, or subscribing/redeeming domestic money market funds.

Calculation of Transaction Amounts:

1. Single transaction amount.
2. Cumulative transaction amount with the same counterparty for the same target nature within one year.
3. Cumulative transaction amount for the same development project real estate or right-of-use assets within one year.
4. Cumulative transaction amount for the same security within one year.

"Within one year" refers to one year retrospectively from the date of occurrence, excluding portions already backed by professional appraisal reports or CPA opinions under these Procedures.

Subsidiary Filings:

1. Where non-publicly listed subsidiaries reach disclosure standards under these Procedures, the Company shall announce and file on their behalf.
2. "Reaching paid-in capital or total assets" in subsidiary disclosure standards refers to the Company's paid-in capital or total assets.

The Finance Department shall input monthly derivatives trading data (un-cleared contract amounts, mark-to-market net gains/losses, margin paid, cleared/settled amounts, recognized gains/losses) into MOPS by the 10th of each month.

Relevant contracts, minutes, log books, appraisal reports, and expert opinions shall be kept at the Company for at least five years unless otherwise provided by law.

Article 39: Updating Public Announcements

If any of the following occurs after public announcements under Article 38, relevant information shall be announced on MOPS within two days starting from the date of occurrence:

1. Alteration, termination, or rescission of original contracts.
2. Failure to complete mergers, demergers, acquisitions, or share transfers according to projected schedules.
3. Changes to originally announced contents.

Article 40: Miscellaneous Matters

1. Where mandatory disclosure items contain omissions requiring correction, all items shall be re-announced within two days from becoming aware.
2. Where asset acquisitions or disposals with substantive related parties reach Article 39 disclosure standards, details shall be disclosed in financial report notes and reported to the Shareholders' Meeting.
3. "10% of total assets" in these Procedures shall be calculated based on total assets in the most recent individual/standalone financial statements prepared under financial report rules.
4. For companies with no-par-value shares or par value other than NT10,the2010 billion threshold as NT20billionofequityattributabletoownersoftheparent;andtheNT50 billion threshold as NT$100 billion of equity attributable to owners of the parent.
5. If professional appraisers or CPAs issue false or concealed opinions under Articles 10 and 11, the Company, professional appraisers, or CPAs shall bear legal liabilities pursuant to regulations.
6. Domestic publicly listed subsidiaries shall enact and execute their own asset procedures per regulations; non-publicly listed subsidiaries shall follow these Procedures or enact their own.
7. Control procedures for subsidiary asset acquisitions or disposals shall follow these Procedures.

Article 41: Amendments

Matters not specified in these Procedures shall be amended in a timely manner pursuant to regulations.