Gamania Digital Entertainment Co., Ltd.

Articles of Incorporation

Chapter I: General Provisions

Article 1

The Company is organized in accordance with the provisions of the *Company Act* and named Gamania Digital Entertainment Co., Ltd.

Article 2

The scope of business of the Company shall be as follows:

1. Trading of various computer hardware and software.
2. Design, planning, trading, and distribution agency of various industrial and commercial machinery and equipment.
3. Export of whole plant machinery and equipment.
4. General import and export trade business (excluding businesses requiring special permits).
5. Tender bidding and quotation agency for products of domestic and foreign manufacturers related to the preceding items.
6. I401010 General Advertising Services.
7. J503020 Television Program Production.
8. J503030 Radio and Television Program Distribution.
9. J503040 Radio and Television Advertising.
10. JZ99050 Brokerage Services.
11. CC01050 Data Storage and Processing Equipment Manufacturing.
12. I301010 Information Software Services.
13. J303010 Magazine Publishing.
14. ZZ99999 In addition to permitted businesses, the Company may engage in businesses not prohibited or restricted by laws and regulations.

Article 2-1

The Company may provide external guarantees and make reinvestments in other businesses as required by business operations. The total amount of reinvestments shall not be subject to the restriction under Article 13 of the *Company Act*, which limits reinvestments to no more than 40% of the Company's paid-in capital.

Article 3

The Company shall have its head office in Taipei City. Branch offices or agencies may be established domestically or abroad upon resolution of the Board of Directors when necessary.

Article 4

(Deleted)

Chapter II: Shares

Article 5

The total capital stock of the Company is set at NT$2,500,000,000, divided into 250,000,000 shares at a par value of NT$10 per share, to be issued in installments. Among these, NT$220,000,000, divided into 22,000,000 shares at NT$10 per share, is reserved for the issuance of employee stock warrants. Unissued shares shall be issued in installments by the Board of Directors as needed in the future.

Article 5-1

When transferring shares to employees at a price lower than the average actual buyback price, the Company shall obtain approval at the most recent shareholders' meeting prior to transfer, with a majority of total issued shares represented by attending shareholders and approval by a two-thirds majority of voting rights of attending shareholders.

When issuing employee stock warrants with an exercise price lower than the closing price of the Company's common stock on the date of issuance, approval shall be obtained at a shareholders' meeting attended by shareholders representing a majority of total issued shares, with approval by a two-thirds majority of voting rights of attending shareholders prior to issuance.

Article 5-2

The recipients of treasury shares transferred by the Company in accordance with the *Company Act* include employees of controlling or subsidiary companies who meet conditions under the transfer regulations.

The recipients of employee stock warrants issued by the Company include employees of controlling or subsidiary companies who meet conditions under the warrant regulations.

When the Company issues new shares, employees eligible for subscription include employees of controlling or subsidiary companies who meet conditions under the subscription regulations.

The recipients of restricted stock for employees issued by the Company include employees of controlling or subsidiary companies who meet conditions under the issuance regulations.

Article 6

In the event of a share transfer, both parties shall complete an application for share transfer, and the shareholder shall apply to the Company for name change and registration. Shares transferred may not be asserted against the Company unless entered into the Company's register of shareholders.

Article 7

All stock certificates of the Company shall be registered, signed or sealed by three or more directors, assigned sequence numbers, and legally issued after authentication by the competent authority or its approved registration agency. Shares issued by the Company may be exempted from printing stock certificates, provided that registration is handled with a centralized securities depository institution.

Article 7-1

Registered stock certificates of the Company must use the real name of the shareholder. For institutional shareholders, the institution's name shall be recorded, and the real name or title, as well as the representative's name and domicile, shall be reported to the Company to be recorded in the register of shareholders. If shares are jointly owned by several persons, one person shall be designated as the representative.

Article 8

Share transfers shall be suspended within 60 days prior to the convening of a regular shareholders' meeting, within 30 days prior to an extraordinary shareholders' meeting, or within 5 days prior to the record date set by the Company for distributing dividends, bonuses, or other benefits.

Chapter III: Shareholders' Meetings

Article 9

Shareholders' meetings consist of regular meetings and extraordinary meetings. Regular meetings shall be convened at least once a year by the Board of Directors in accordance with the law within six months after the end of each fiscal year. Extraordinary meetings shall be convened in accordance with the law whenever necessary.

Article 9-1

Shareholders' meetings of the Company may be held via videoconference or through other methods announced by the Ministry of Economic Affairs.

Article 10

If a shareholder is unable to attend a shareholders' meeting for any reason, they may execute a proxy form printed and issued by the Company, specifying the scope of authorization, to appoint a proxy to attend the meeting in accordance with the *Company Act* and the *Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies* promulgated by the competent authority.

Article 11

Each share of the Company carries one vote, except under circumstances specified in Article 179 of the *Company Act* where no voting rights attach.

Article 12

Unless otherwise provided by relevant laws and regulations, resolutions of a shareholders' meeting shall require attendance by shareholders representing a majority of total issued shares, with the consent of a majority of voting rights of attending shareholders. Shareholders of the Company may also exercise voting rights electronically; shareholders exercising voting rights electronically shall be deemed to attend in person, and related matters shall be handled in accordance with laws and regulations.

Chapter IV: Directors

Article 13

The Company shall have five to nine directors. Among the aforesaid directors, there shall be at least three independent directors, with a term of office of three years, elected by the shareholders' meeting from among persons with full legal capacity, and eligible for re-election. The total percentage of registered shares held by all directors shall comply with the *Rules and Review Procedures for the Director and Supervisor Share Percentage Compliance of Public Companies* promulgated by the competent authority.

The Company may purchase liability insurance for directors during their term of office to cover compensation liabilities legally incurred within the scope of their duty execution.

Article 13-1

The election of directors shall adopt a candidate nomination system pursuant to Article 192-1 of the *Company Act*. Matters regarding acceptance of nominations and announcements for director candidates shall be handled in accordance with the *Company Act* and the *Securities and Exchange Act*.

Independent directors and non-independent directors shall be elected concurrently, with elected numbers calculated separately.

Article 13-2

The Company establishes an Audit Committee pursuant to Article 14-4 of the *Securities and Exchange Act*. The Audit Committee shall consist of all independent directors, responsible for executing supervisor powers and duties stipulated under the *Company Act*, *Securities and Exchange Act*, and other laws and regulations.

Article 14

The Board of Directors shall be organized by the directors. A Chairman of the Board shall be elected from among directors by a majority vote at a meeting attended by two-thirds or more of all directors. A Vice Chairman may be elected in the same manner. The Chairman represents the Company externally. When the Chairman is on leave or unable to exercise powers for any reason, proxy arrangements shall be handled pursuant to Article 208 of the *Company Act*.

Article 15

Board of Directors meetings shall be convened and chaired by the Chairman of the Board. Except for the first meeting of each term, or board meetings convened by a majority of directors on their own initiative pursuant to Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of the *Company Act*, the selection of the chairperson shall comply with relevant laws and regulations.

Unless otherwise provided by the *Company Act*, resolutions of the Board of Directors shall require attendance by a majority of all directors and approval by a majority of attending directors. If a director is unable to attend a board meeting for any reason, they may execute a power of attorney pursuant to Article 205 of the *Company Act* appointing another director as proxy, provided that a proxy may accept entrustment from only one director.

When a board meeting is held via videoconference, directors participating via video link shall be deemed to attend in person.

Article 16

Remuneration for all directors is authorized to be determined by the Board of Directors based on the level of participation and value of contribution to Company operations, taking into account prevailing industry standards.

Chapter V: Managers

Article 17

The Company may appoint managers. Their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the *Company Act*.

Article 17-1

The Board of Directors may appoint legal, accounting, business, and technical advisors as required by operational needs.

Chapter VI: Accounting

Article 18

At the end of each fiscal year, the Board of Directors shall prepare: (1) business report, (2) financial statements, and (3) proposals for earnings distribution or loss off-setting, and submit them to the regular shareholders' meeting according to law for adoption.

Article 19

(Deleted)

Article 20

If the Company makes a profit in a fiscal year before deducting employee and director remuneration, 10% to 15% shall be allocated for employee remuneration, and no more than 2% shall be allocated for director remuneration. From the total employee remuneration amount, no less than 2% shall be reserved for non-managerial entry-level employees as their remuneration.

Recipients of employee remuneration distributed by the Company may include employees of controlling or subsidiary companies who meet certain conditions.

However, if the Company still has accumulated losses, profit amounts shall be reserved in advance to offset losses.

Article 20-1

If there is surplus profit upon final annual accounting, the Company shall first pay taxes, offset accumulated losses from previous years, and set aside 10% as legal reserve; provided that this shall not apply when the legal reserve has reached the Company's total paid-in capital. Special reserve shall also be allocated or reversed according to business needs and regulatory requirements. Any remaining profit, combined with unappropriated retained earnings at the beginning of the period, shall be formulated by the Board of Directors into an earnings distribution proposal and submitted to the shareholders' meeting for resolution.

The Company adopts a conservative and balanced dividend policy, taking into consideration profitability, financial structure, and future development plan. At least 10% of the dividends distributed for the current year shall be paid in cash dividends.

Chapter VII: Supplementary Provisions

Article 21

Matters not specified in these Articles of Incorporation shall be handled in accordance with the *Company Act*.

Article 22

These Articles of Incorporation were enacted on May 26, 1995.

- 1st Amendment on March 9, 1998.
- 2nd Amendment on April 7, 1999.
- 3rd Amendment on September 20, 1999.
- 4th Amendment on October 8, 1999.
- 5th Amendment on March 24, 2000.
- 6th Amendment on July 28, 2000.
- 7th Amendment on May 22, 2001.
- 8th Amendment on January 31, 2002.
- 9th Amendment on June 3, 2002.
- 10th Amendment on April 28, 2003.
- 11th Amendment on April 29, 2004.
- 12th Amendment on June 14, 2005.
- 13th Amendment on June 14, 2006.
- 14th Amendment on June 13, 2007.
- 15th Amendment on June 13, 2008.
- 16th Amendment on June 10, 2009.
- 17th Amendment on June 9, 2010.

- 18th Amendment on June 19, 2013.
- 19th Amendment on June 16, 2016.
- 20th Amendment on June 8, 2017.
- 21st Amendment on June 13, 2018.
- 22nd Amendment on May 29, 2019.
- 23rd Amendment on June 17, 2020.
- 24th Amendment on June 16, 2022.
- 25th Amendment on June 26, 2025.

Gamania Digital Entertainment Co., Ltd.

Chairman: Albert Liu