

SolidWizard Technology Co., Ltd.

2024 Annual General Meeting of Shareholders

Meeting Handbook

Meeting method: Physical shareholders meeting
Date: May 30, 2024 (Tuesday)
Location: 5F-3, No. 28, Lane 78, Xingai Road, Neihu District, Taipei City 114,
Taiwan (R.O.C.) (The Company's Large Conference Room)

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SOLIDWIZARD TECHNOLOGY CO., LTD.

2024 Annual General Meeting Procedure

I. Calling the meeting to order

II. Chairmans speech

III. Report items

IV. Ratification items

V. Items for discussion

VI. Election items

VII. Other proposals

VIII. Extraordinary motion

IX. Adjournment

SolidWizard Technology Co., Ltd.

2024 Annual General Meeting Agenda

Time: May 30, 2024 (Tuesday), 9:30 a.m.

Location: 5F-3, No. 28, Lane 78, Xingai Road, Neihu District, Taipei City 114, Taiwan (R.O.C.) (The Company's Large Conference Room)

Meeting method: Physical shareholders meeting

- I. Calling the meeting to order (report the total number of shares represented by the attending shareholders)
- II. Chairmans speech
- III. Report items
 - (I) 2023 Business Overview
 - (II) 2023 Audit Committees Review Report
 - (III) 2023 Distribution of Remuneration to Employees and Directors
 - (IV) Partial amendment to the "Corporate Governance Best Practice Principles"
- IV. Ratification items
 - (I) 2023 Business Report and Financial Statements
 - (II) 2023 Distribution of Earnings
- V. Items for discussion
 - (I) Partial amendments to some provisions of the "Articles of Incorporation"
- VI. Election items

Full re-election of the 9th Board of Directors of the Company (three independent directors included)
- VII. Other proposals

Lifting of non-competition restrictions for new directors of the Company
- VIII. Extraordinary motion
- IX. Adjournment

III. Report items

Item I.

Summary: The 2023 business overview report.

Description: 1. For the 2023 Business Report, please refer to pages 8 - 17 "Attachment I" of this Handbook.
2. Please review.

Item 2

Summary: The 2023 Audit Committees Report.

Description: 1. For the 2023 Audit Committees Review Report, please refer to page 18 "Attachment II" of this Handbook.
2. Please review.

Item 3

Summary: The 2023 Distribution of Remuneration to Employees and Directors.

Description: 1. In accordance with Article 21 of the Articles of Incorporation, the Company appropriates 1-10% as the remuneration to the employees. The intended amount for 2022 is NTD 5,513,015, all of which will be paid in cash.
2. In accordance with Article 21 of the Articles of Incorporation, the Company shall allocate no more than 1% for directors remuneration, and it is proposed that no such distribution will be made in 2023.
3. This proposal was approved by the Board of Directors on March 8, 2024.
4. Please review.

Item 4

Summary: Partial amendment to the "Corporate Governance Best Practice Principles".

Description: 1. In order to comply with the regulations and the actual operation of the Company, it is proposed to amend part of the Companys "Corporate Governance Best-Practice Principles". For the comparison table of the amendments, please refer to page 19 "Attachment III".
2. Please review.

IV. Ratification items

Proposal 1, by the Board of Directors

Summary: 2023 Business Report and Financial Statements (including parent company only and consolidated statements) for ratification.

Description:

1. The Companys 2023 business report and financial statements (including parent company only and consolidated statements) have been approved by the Audit Committee and resolved by the board of directors. The financial statements have been audited and verified by CPAs Song-Tse Wang and Chun-Yao Lin of PwC Taiwan. The Business Report and Financial Statements, together with the Earnings Distribution Schedule, were approved by the Audit Committee in writing.
2. For the 2023 annual business report, Independent Auditors' Report and financial statements, please refer to pages 8-17 "Attachment I" and pages 20-40 "Attachment IV" of this Handbook.
3. For ratification.

Resolution:

Proposal 1, by the Board of Directors

Summary: Distribution of earnings for 2023.

Description:

1. The Companys 2023 earnings distribution proposal has been approved by the Board of Directors resolution on March 8, 2024. For the 2023 earnings distribution table, please refer to page 41 "Attachment V" of this manual.
2. The Companys 2023 net income is NTD 288,607,254; after provision of 10% legal reserve of NTD 28,867,107, the accumulated distributable earnings are NTD 676,124,322; it is intended to distribute cash dividends of NTD 8 per share with a total amount of NTD 225,685,680, rounded off to the nearest NTD; the fractional amount is included in the Companys other in come. After such distribution, the ending undistributed earnings amounted to NTD 450,438,642.
3. If the number of outstanding shares is affected due to subsequent private placement of common shares, repurchase of treasury shares, transfer or cancellation of treasury shares, conversion of convertible corporate bonds, or the exercise of employee stock options, resulting in a change in the dividend payout ratio to shareholders, hereby, propose for approval of the Shareholders Meeting to authorize the Chairman to handle the matter.
4. The proposal has been approved by the board of directors resolution and for ratification by the shareholders annual general meeting. Upon the approval of the shareholders meeting, it is proposed that the shareholders meeting authorize the Chairman to determine the ex-dividend base date, payment date and other related matters.
5. For ratification.

Resolution:

V. Items for discussion

Proposal 1, by the Board of Directors

Summary: Partial amendments to some provisions of the "Articles of Incorporation"

- Description:
1. In order to comply with the regulations and the actual operation of the Company, it is proposed to amend part of the Companys "Articles of Incorporation". For the comparison table of the amendments, please refer to pages 42 - 43 "Attachment VI".
 2. The proposal has been approved by the board of directors resolution and submitted to the annual general meeting of shareholders for discussion.
 3. Please discuss.

Resolution:

VI. Election items

Proposed, by the Board of Directors

Summary: Full re-election of the 9th Board of Directors of the Company (three independent directors included).

- Description:
1. The term of office of the 8th Board of Directors of the Company will expire on July 14, 2024. Therefore, it is proposed to hold a new election in this years annual general meeting of shareholders.
 2. Newly elected directors take office immediately after being elected for a term of 3 years. The term of office is from May 30, 2024 to May 29, 2027.
 3. In accordance with Article 14-1 of the Companys Articles of Incorporation, the election of directors of the Company adopts the candidate nomination system, which has been reviewed and approved by the Companys Board of Directors on March 8, 2024. The relevant information of the candidates is set forth as follows, and it is submitted to the annual general meeting of shareholders for handling the full re-election of the 9th board of directors (including independent directors).

List of candidates for nominated directors (including independent directors)

Number	Job Title	Account No./ National ID No.	Candidate	Academic background	Work experience	Current position	Number of shares held
1	Director	2	Chien-Hsing Lee	Department of Mechanical Engineering, Feng Chia University	General manager of CASYS ENGINEERING TECHNOLOGY CO., LTD. Special Assistant of Information Department, SOLIDWIZARD TECHNOLOGY CO., LTD. Chairman of SOLIDWIZARD TECHNOLOGY CO., LTD.	Chairman of SOLIDWIZARD TECHNOLOGY CO., LTD. Special Assistant of Information Department, SOLIDWIZARD TECHNOLOGY CO., LTD. Responsible person of Li Hsing Investment Co., Ltd. Responsible person of Shanghai UnitedWizard Technology International Trading Limited.	3,374,214 shares
2	Director	1	Tai-Yuan Hsu	Graduate Institute of Management, National Taiwan University of Science and Technology	Sales Specialist of First International Computer, INC. Sales Manager of Leica Geosystems Chairman and President, Future Trend Micro Corporation Chairman and General Manager of SOLIDWIZARD TECHNOLOGY CO., LTD. Chairman and President of SOLIDWIZARD TECHNOLOGY CO., LTD.	President of SOLIDWIZARD TECHNOLOGY CO., LTD. Responsible Person of SolidWizard Technology Holding Co., Ltd. Responsible Person of UnitedWizard Technology Co., Ltd. Responsible Person of Unisource Investment Co., Ltd.	2,367,753 shares
3	Independent Director	S120XXXXXX	Shun-Fa Chen	Department of Accounting, College of Business and Law, National Chung Hsing University	21 years at PwC Taiwan (in the role of a partner for 10 years).	Responsible Person of Lucheng Management Consulting Co., Ltd. Independent Director of YEM CHIO CO., LTD. Independent Director of XIN CHIO GLOBAL CO., LTD.	0 shares
4	Independent Director	H102XXXXXX	Dai-Yang Liu	PhD in Economics, Tulane University Master of Economics, Illinois State University Bachelor of Law, Department of Finance and Taxation, National Chengchi University	Independent Director of First Financial Holding Co., Ltd. Associate Professor/Professor, Department of Business Administration, National Taiwan University of Science and Technology Independent Director of NEW ERA ELECTRONICS CO., LTD. Professor, Graduate Institute of Finance, National Taiwan University of Science and Technology Professor and Vice President, National Taiwan University of Science and Technology	Emeritus Professor, National Taiwan University of Science and Technology Independent Director of NEW ERA ELECTRONICS CO., LTD.	0 shares
5	Independent Director	L220XXXXXX	Hui-Ling, Tsai	Graduate Institute of Management, National Taiwan University of Science and Technology Department of Law, National Taiwan University	Chairman of Transnational Vision, Attorneys-at-law President of Freemann Management Advisors Limited President of Foundation for Yunus Social Business Taiwan	Chairman of Transnational Vision, Attorneys-at-law President of Freemann Management Advisors Limited President of Foundation for Yunus Social Business Taiwan	0 shares

4. He has served as the Company's independent director for three consecutive terms. In accordance with Article 5 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," the reason for nomination of him as an independent director should be announced: Mr. Shun-Fa Chen, a former accountant, possesses expertise in accounting and finance. He has extensive experience in accounting and financial analysis. Despite serving as an independent director for three consecutive terms at the Company, the Company still relies on his expertise. This enables him to not only fulfill his duties as an independent director but also to provide professional opinions and supervise the Company's operations, thereby significantly benefiting the Company. Therefore, it is proposed to nominate him as the independent director of the Company in this election.

5. Proposal for election.

Election results:

VII. Other proposals

Proposed by the Board of Directors

Summary: Lifting of non-compete restrictions for new directors of the Company.

- Description:
1. Pursuant to Paragraph 1, Article 209 of the Company Act, "A director who does anything for himself or on behalf of another person that is within the scope of the companys business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."
 2. To leverage the expertise and relevant experience of the Companys directors, if they engage in investment or management activities in other companies within the same or similar business scope as the Company and serve as directors, we hereby request the shareholders meeting to approve the lifting of non-compete restrictions for the newly appointed directors from the date of their appointment, in accordance with the law.
 3. The proposal has been approved by the board of directors resolution and submitted to the annual general meeting of shareholders for discussion.

Resolution:

List of Directors Relieved from Non-compete Restrictions

Job Title	Name	Current positions in other companies
Director	Chien-Hsing Lee	Responsible person of Shanghai UnitedWizard Technology International Trading Limited. Responsible person of Li Hsing Investment Co., Ltd.
Director	Tai-Yuan Hsu	Responsible Person of SolidWizard Technology Holding Co., Ltd. Responsible Person of UnitedWizard Technology Co., Ltd. Responsible Person of Unisource Investment Co., Ltd.
Independent Director	Shun-Fa Chen	Responsible Person of Lucheng Management Consulting Co., Ltd. Independent Director of YEM CHIO CO., LTD. Independent Director of XIN CHIO GLOBAL CO., LTD.
Independent Director	Dai-Yang Liu	Independent Director of NEW ERA ELECTRONICS CO., LTD.
Independent Director	Hui-Ling, Tsai	Chairman of Transnational Vision, Attorneys-at-law President of Freemann Management Advisors Limited President of Foundation for Yunus Social Business Taiwan

VIII. Extraordinary motion

IX. Adjournment

Three. Attachments

"Attachment I"

SOLIDWIZARD TECHNOLOGY CO., LTD.

2023 Business Report

I. 2023 Business Results

In 2023, in addition to continuously optimizing the SOLIDWORKS DESKTOP, cloud-based 3DEXPERIENCE, advanced simulation analysis SIMULIA, and product lifecycle management (PLM) ENOVIA solutions, SolidWizard continued to expand its footprint in 3D printing, scanning, and UR collaborative robots, including the introduction of the globally leading Formlabs 3D printer in SLA market share, to meet the needs of customers for digital transformation and cloud solutions. SolidWizard sets the goal of becoming a consulting company of 3D R&D, design and manufacturing solutions for enterprises in Greater China, and continues to increase the human resources of engineering and consulting. In 2023, there were more than 155 senior engineering consultants in Greater China for SolidWizard. Under the level six 3D enterprise model plan approved by the American National Standards Committee, after providing project health examinations for different customers, the SolidWizard industry consulting team proposed a multi-year customized technology transfer plan and optimization of overall customer competition. SolidWizard wins the recognition of most customers, and grows together with customers to make it a world-class leading company! We hereby report to our shareholders on SolidWizards business achievements over the past year and its future outlook.

The Company's accumulated full-year consolidated operating revenue was NTD 1,447,162 thousand, an increase of NTD 52,797 thousand or 3.79% from NTD 1,394,365 thousand in 2022.

(I) Business plan implementation results

Unit: NTD thousand

Year \ Category	Operating revenue	Net profit after tax	Net profit margin	Adjusted earnings per share (NTD)
2022	1,394,365	306,094	21.95	10.85
2023	1,447,162	288,608	19.94	10.23
Increase/decrease	52,797	(17,486)	(2.01)	

(II) Budget execution: The Company did not disclose the financial forecast for 2023, so there is no need to disclose the budget.

(III) Analysis of financial income, expenditure and profitability

Item		Year	2023	2022	
			(%)	(%)	
Financial structure	Total liabilities/assets		21.58	20.40	
	Long-term capital/fixed assets		666.77	643.81	
Solvency capability	Current ratio		430.30	462.09	
	Quick ratio		380.25	432.55	
Profitability	Return on assets (%)		16.35	18.26	
	Return on shareholders' equity (%)		20.70	23.21	
	As a percentage of paid-up capital %	Operating profit		120.66	131.12
		Net profit before tax		129.24	140.90
	Net profit margin (%)		19.94	21.95	
	Adjusted earnings per share (NTD)		10.23	10.85	

(IV) Research and development

After the three-year global pandemic gradually subsided, the industry has also been driven by the changes in the environment to establish a new type of work style. This pandemic has accelerated the pace of digital transformation. In the past three years, the goal of Global Industry 4.0 is to gradually build the R&D and manufacturing system of various industries in the next decade through digital means. While the traditional mass production manufacturing industry is pushed towards the trend of intelligent, customized production, Taiwan's promotion of Productivity 4.0 is in the direction of strengthening the implementation of the digital economy infrastructure and innovative work methods counteracting the impact of the natural environment changes and production challenges of safe work in the future. Realizing the trend of digital twin and data management, SolidWizard will combine the existing customer base with 3D Experience, the 3D Experience platform of Dassault Systèmes, that drives the global manufacturing industry for the solution from design to manufacturing. It has gradually shifted its related products from personal desktop design verification to manufacturing management tools to global cloud-based collaborative design applications. This unstoppable trend has gradually been realized in major software applications and operating environments. For the digital transformation of existing customers, SolidWizard has established solutions spanning design, validation, manufacturing, and management—four critical domains in the industry upgrade strategy. The aim is to provide customers with collaborative design, transformation guidance, and change of design tools and methods, offering customers the design, manufacturing, and production solutions that best meet world trends and regulations.

1. 3DEXPERIENCE Platform

Design software has evolved from workstations to personal computers, from tools

to platforms, from sales to rentals, and from desktops to clouds. With the changes in the enterprise environment and the trend of supply chain reorganization, the need for collaborative design has become ever more important. During the pandemic, SolidWizard started to promote the cloud-based design system. In addition to providing various services to the existing customers who use the desktop design system, the 3DEXPERIENCE cloud-based design platform products have been added to the demands of new customers and start-ups, so that new customers have more diversified choices of design tools. The 3DEXPERIENCE design platform is a new system built by Dassault Systeme for the next industrial generation, and it is different from the current digital design platforms that only meet the single demand of designers or manufacturers. 3DEXPERIENCE provides a collaborative design environment through the cloud. Its functionality encompasses design, validation, management, manufacturing, production, marketing, and sales, serving a broader range of enterprises. Until 2023, SolidWizard has transferred more than 80% of its technical manpower to 3DEXPERIENCE cloud products. It has assisted customers in gradually transferring desktop products to the cloud platform to establish the SAAS marketing model. Therefore, pre-sale product display, after-sale user guidance, and data conversion are critical tasks in the digital transformation of customers. Due to the system providing tools beyond just 3D modeling, including design review processes and data management, the biggest challenge for SolidWizard in product promotion lies in educating customers to trust and use cloud-based systems. Customers can categorize personnel into different roles based on job nature and authorize the use of applications accordingly. Therefore, regarding product marketing in the market and technical training for customers, the emphasis will be on establishing concepts and experiential environments. Additionally, the training courses will be digitalized, and the teaching and use of the system can be conducted through the Internet. This revolutionary design platform usage will be gradually popularized in the new year, and a borderless cloud digital design environment will be built in the form of a community, allowing the domestic industry to keep up with the worlds trends.

2. Digital verification and virtual simulation

Following the widespread adoption of 3D design, the global manufacturing trend has also shifted from relying on traditional 2D engineering drawings to adopting Model Based Definition for production. The focus of 3D design is no longer solely on creating precise 2D engineering drawings but rather on simulating the actual product in 3D. Therefore, the digitalization of analysis/verification and virtual simulation has become the primary goal of 3D design. SolidWizard has an independent CAE department dedicated to analysis and validation, staffed with professionals holding masters and doctoral degrees. Using SOLIDWORKS Simulation as a tool, the department is able to conduct digital analysis on various aspects of product performance including structural, material, and motion behaviors. The field covers the analysis and verification of static and dynamic structure, linear and non-linear material mechanics, fluid dynamics, mold flow, forging and casting, and high-frequency and low-frequency electromagnetic fields. In the above areas, in addition to the SOLIDWORKS analysis product line, it also includes Dassault Systèmes 3DEXPERIENCE Simulia and Abaqus Simulations advanced analysis software, which can provide all customers with options in analysis and verification.

3. Expand from desktop product data management to the DS 3DExperience Enovia

system that focuses on product life cycle management

For the digitalization of design data using traditional desktop products, the continued promotion of using the SOLIDWORKS PDM/Manage system is encouraged. Besides facilitating collaborative design data transmission, editing, and reuse, the digital design data of traditional desktop products can also carry more design-to-manufacture (PMI) information. Through the establishment of desktop platforms and the preservation and sharing of data in databases, this facilitates the flow of design and production processes. A large amount of product data will be managed and controlled by SOLIDWORKS PDM and provided to all departments of the enterprise for review, sharing, and application. Under this R&D platform, product design data can be controlled and connected to the material management-oriented ERP system, supply chain management system, process planning, and flexible manufacturing systems to achieve true product life cycle management system. At the same time, SOLIDWORKS also provides Manage products to address the four major requirements of project management, BOMs and records, process management, and business dashboards to integrate customers' existing desktop SOLIDWORKS PDM system applying product design data on enterprises more precisely.

For the product life cycle management requirements of medium and large customers, the Company acquired the agency rights for Dassault Systèmes Enovia PLM product. It will provide customers with a more complete data management system. Since Enovia is also built on the 3DEXPERIENCE platform, it further assists customers in using the cloud-based interfaces, allowing a single source of data to permeate all business processes within the enterprise and making it not just the system used by the personnel of the R&D department.

4. Collaborative integration of electromechanic design

At present, the integration of collaborative design tools with the highest maturity and the most valued by the industry is the integration of electromechanical design and manufacturing. Mechatronics combines mechanical design (ME) and electrical design (EE) to present the 3D effect of mechanical design in the electrical and electronic circuit design, which can enhance the effect of visual design and truly integrate the generation method of the Bill of Materials (BOM) which needs to be controlled most in terms of the cost of manufacturing end. Therefore, the integration of electromechanical design will be brought into the electrical design department to increase the group of products designed with 3D tools.

The process from design to manufacturing also has rich diversification and reversibility. From the manufacturing-oriented design process to the actual manufacturing needs, it has become a world trend to combine the quality management tool Inspection with the Modeling Base Definition (MBD) format for 3D design dimensions, tolerances, and other manufacturing information allows 3D models to be directly imported for processing and manufacturing, and integrates the CAM tools for automatic generation of processing paths to lay a perfect foundation for connecting the last mile of design and development to manufacturing. Currently, SOLIDWORKS CAM is used in the selection of integration tools for professional processing path production, and accurate processing information is obtained through software, which can effectively speed up the process, improve quality, and reduce the failure rate, which is the perfect combination of design and automatic processing.

5. ERP/MES for manufacturing enterprises

In line with the continuous development of design automation, customers will focus on the two major automation areas of data management and cost calculation for manufacturing. Existing customers are increasingly demanding production costing systems and manufacturing execution systems (factory operation control systems), which has led to the development of Modelling Base for defining product manufacturing information. By using ERP, enterprises can utilize automated management of the human, material, and financial resources of the enterprise. SolidWizard has also acquired the agency rights for Dassault Systèmes production management system. The Company aims to integrate product data with manufacturing data within the SolidWorks customer base, allowing existing manufacturing industry customers to continue benefiting and aligning with the goals of intelligent and flexible production defined by Industry 4.0.

6. 3D scanning and printing equipment

SolidWizard has set smart manufacturing as the product target of the equipment sales department since 2023. Within its existing base of 3D design customers, the Company is developing a market for 3D reverse design and validation. This approach enables customers to achieve comprehensive solutions for model reconstruction, dimension collection, and comparative testing needs. Especially in quality inspection and process improvement, the application of reverse scanning is becoming increasingly widespread. Apart from industrial-grade fixed scanners with up to 6 million pixels, there are also portable high-precision scanners equipped with white light and blue light. These scanners can meet industry demands for precision inspection, ranging from large product designs to tiny components. In addition, the OEM service of reverse data scanning has been launched. For manufacturers without engineering technical departments, SolidWizard can also provide 3D product digitization services. For example, AR/VR is more popular in the application of cultural creativity and e-sports industries.

In the realm of 3D printing equipment, Markforged stands out with its carbon fiber composite materials and ADAM (Atomic Diffusion Additive Manufacturing) technology featured in the Metal X metal 3D printer. In addition to this, Markforged has introduced the FX 20, a large-format 3D printer that supports Ultem 9085 material. This model is suitable for industries such as automotive and aerospace that require high strength and printing speed. It is poised to develop solutions that meet the requirements of the defense industry's autonomous military market. In addition, in 2023, the Company has also become an authorized distributor of Formlabs, a brand known for its high-value laser-based SLA/SLS 3D printers. This addition comes after the Company investment in the large-format laser-based SLA 3D printer, the UnionTech Lite 600, and further expands our portfolio to include a light-curing machine suitable for office use. Formlabs also launched the SLS powder laser sintering printer Fuse 1 +30w. This is a 3D printer that uses nylon powder to sinter parts with higher strength and offers high strength, precision, and speed. It can also provide customers with a more cost-effective supply of consumable supply, aiming to bring more applications to the large-scale consumer product design market. After introducing the SLA 3D laser printing machine, SolidWizard will have a more complete product line of powder, resin, plastic, composite materials, and metal materials.

7. Automated and intelligent production equipment

In the production automation solution, SolidWizard is the product agent of

Universal Robot, a world-renowned robotic arm manufacturer, and integrates sales with On Robot, a gripper manufacturer of the same level. Collaborative robots have played an important role in automation and intelligence in the industrial upgrade of Industry 4.0. In the production line adjustment and customization production variation, users can quickly change production and manufacturing through simple settings and learning methods, while replacing expensive labor costs, and resolve working hours and delivery pressures. In the realm of robotic vision systems, SolidWizard also acts as the agent of MechMinds 3D industrial camera. This device features AI learning capabilities, enabling it to discern the 3D forms of objects in order to adjust the grip and position of robotic arms, enhancing the systems intelligence. Even if the MechMind 3D camera is used alone, with the softwares computing capabilities, it can quickly perform 3D inspection and quantity calculation, reducing time-consuming manual operations. Serving as the solution for assisting robots, SolidWizard has customized system integration and manufacturing capabilities. With the 3D reverse and forward tools, as well as processing path planning tools in manufacturing, through 3D printing, there is both the advantage of in-house production of highly customized 3D jig components. It is believed we can provide automated system integration equipment to existing manufacturing customers.

8. The higher the level of digitization, the increase in demand for digital transformation consultants

The trend of digital transformation in the post-pandemic era is already on the rise. However, digitalization does not mean digital transformation. In the process, in addition to updating tools and equipment, there is still a need to establish a system platform to facilitate large amounts of data. As the industry upgrades, it is necessary to upgrade the personnel. Therefore, how to train personnel to use the tools and establish professionalism in the design and production processes is an essential task in digital transformation. SolidWizard has over 25 years of industry service experience and has accumulated transformational expertise alongside its clients. Therefore, it possesses the foundational consultancy services required by the industry, providing business consulting and planning.

Based on Taiwan's market experience, the development of the CAD market in Taiwan, China, Hong Kong and Macau is particularly noteworthy. The demand for CAD software in China has tended to mature. In addition, the incubation period required for non-Cad market maturity, as compared to the time axis of Taiwan, the overall incubation time curve is short. It is expected to reach a considerable level of demand faster. Therefore, the Company will accelerate the deployment of sales and technical teams in China, lock in a strategic market position, and expand to provide a complete product line and outstanding service. We aim to establish excellent relationship with customers from all walks of life. For the mature market in Taiwan, we will increase the R&D of software plug-ins for customized needs based on the diversified needs of customers, the Company's rich experience in customer guidance and R&D, and move towards the innovative market development of independent software R&D.

II. Summary of the 2024 business plan

(I) Business policy

1. The goal is to become a McKinsey & Company consulting firm that provides 3D R&D, design, manufacturing, and sales solutions for enterprises in the Greater

China region.

- Dassault Systèmes is a global leader in 3D solutions. In recent years, Dassault Systèmes has been actively transforming its SOLIDWORKS Desktop package products into 3D EXPERIENCE WORKS - a Platform as a Service (PaaS) and a Software as a Service (SaaS). According to the PwC research report, Dassault Systèmes ranked third among the fastest growing companies in the global cloud market.

PwC 25 Fastest Growing Cloud Companies

No. of Top 50 companies also on the Fastest Growing Cloud list: 6

Ranking	Fastest Growing Cloud	Top 50
Opentext	1	31
Dassault Systèmes	3	15
Microsoft	8	1
BMC	13	26
Apple	14	22
Earl	22	48

“ Perhaps most surprising, at #3, Dassault Systèmes, the industrial giant that could be accurately described as France’s counterpart to General Electric. The takeaway? There are no tactical requirements to thriving in the cloud, only the need to execute well. ”

PwC’s SaaS Revenue of Top 50 Software Companies with data from IDC

<http://www.pwc.com/gov/industries/technology/publications/global-100-software-leaders/25-fastest-growing-cloud-companies.html>

- According to the research report of Business Advantage, the development trend of CAD is as follows:

- (1) The future growth potential of CAD can be divided into the following directions.

- Cloud-based CAD
- CAD for use with mobile devices
- Productive design
- Collaborative design
- AI/ML

- (2) Single R&D and design team

- Add depth and breadth

- (3) Unmatched solutions and scalability



- 3DEXPERIENCE WORKS is a complete cloud-based platform solution; from design, analysis, collaborative communication, procurement, manufacturing enterprise resource planning (MES/ERP), project management, marketing to sales.



- In order to accelerate the provision of hardware and software solutions for Industry 4.0 smart manufacturing to customers, various global leading brand manufacturers have been actively introduced into the Greater China market to enhance the industrial competitiveness of customers.

3D printing vendors:

- 3DSYSTEMS, MARKFORGED, UNIONTECH

3D scanning vendors:

- SOLUTIONIX, ARTEC, SCANTECH

Collaborative robots and peripheral manufacturers:

- Universal Robot, OnRobot

工業4.0智慧製造-完整的UR協作機器人解應用方案



全球的3D列印市場機遇



- Provide customers with different collaborative robot automation integration solutions based on customer needs, including applications such as loading and unloading, welding, visual identification, glue dispense, and grinding to improve customer productivity and reduce costs.
- Actively develop more diversified potential needs of customers, strengthen the connection between the Company and customers, increase customer renewal rates for a variety of products and contract renewals, improve customer satisfaction and sales market share, and actively manage large and multinational groups Customers.
- Cultivating old customers and expanding the needs of old customers. From the initial introduction of one product line to 3D R&D design, manufacturing, sales, and manufacturing enterprise resource planning MES/ERP software and hardware integration ecosystem platform needs to be introduced, and strengthen long-term partnerships through maintaining customer contracts and assist enterprises to achieve the goal of a level-6 3D model enterprise, enhance industrial competitiveness and create win-win business growth!

(II) Marketing and development strategies

The focus of marketing is to help customers understand the value of the SolidWizard brand, and to increase online response rate and link the SolidWizard brand with the newly added sales products. It has made “assisting the manufacturing industry to establish its own brand” as the core point of its brand value promotion, publicizing and assisting customers in digital transformation of manufacturing consulting services, and how to combine with related software products and platform services of its largest partner, Dassault Systèmes, to assist customers increase the efficiency and reduce the cost based on the goals of "AI learning", "smart manufacturing", and "cloud collaboration". The main content of promotion will be through the current diversified digital marketing and social media marketing, from innovative ideation, design and development, verification and analysis, quality control, manufacturing, data management to product marketing, and even customer interaction through the cloud. Together with the most direct-effects of exhibitions, seminars, large-scale user activities, and high-level customer activities, e can achieve the effect of face-to-face promotion with customers of SolidWizard. The following is a list of key sales strategies.

1. The rendering power of video content is incomparable. For the content and use cases of Dassault Group and 3D printing, reverse scanning, collaborative robots, the use and production of videos should be strengthened. Leveraging YouTube as the primary media platform through the Official SolidWizard, well also disseminate content on platforms like Facebook and Instagram to promote SolidWizards actual achievements in consulting service transformation.
2. Work closely with the technical team to conduct software and hardware product application and actual machine operation videos and promote online live broadcast courses to achieve the effect of assisting customers in nurturing talents, and thereby marketing the profound value of SolidWizard services.
3. Expand the promotion and contact with new customers, combine social media promotion and advertising, use Google search, keyword advertising, and SEO to optimize the effect of multiple touches in marketing, and enhance the brand and service value of SolidWizard.
4. Cooperate with industry associations to provide members with relevant industry knowledge, software applications, case studies, and courses to achieve direct and word-of-mouth benefits.
5. The latest AI generative tools are used to assist in marketing content and improve the efficiency of content marketing.

With its solid professional foundation and years of in-depth cultivation in the field of industrial services, SolidWizard has become a professional consulting team for the digital transformation of enterprises, and it is also the preferred partner of the manufacturing industry in smart manufacturing solutions. Many companies are entering a new stage of business development. With the development of high-speed Internet, SolidWizard cooperates with the introduction of cloud technology, and the rise of AI technology and machine learning to establish collaborative operations on innovative technology and data security for customers. The environment is not restricted by time and space, so that enterprises can expand their business anytime and anywhere. Focusing on the rapid development of AI artificial intelligence, SolidWizard and Dassault Systèmes are integrating AI functionality into their product services to enhance design efficiency. By leveraging AI and machine learning integration, they facilitate intelligent linkage between 2D engineering drawings and 3D models, enabling high-performance and integrated

simulation tools. This integration forms the driving force for enterprises to pursue sustainable product development and business advancement. SolidWizard is committed to dynamic innovation, always staying abreast of new technological applications, analyzing industry trends across the Taiwan Strait and beyond, and continuously enhancing our capacity for professional consulting and service optimization. Starting from the customers current business needs, we deploy our employees based on future growth and profit goals, as the co-creation of win-win results with customers and the core of the Companys sustainable growth.

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting Supervisor: Yue-Mei Chen

"Attachment II"

SolidWizard Technology Co., Ltd.

Audit Committees Review Report

The Board of Directors has prepared the Companys 2023 business report, financial statements (including parent company only and consolidated financial statements), and earnings distribution proposal. The financial statements (including parent company only and consolidated financial statements) have been audited and verified by CPAs Song-Tse Wang and Chun-Yao Lin of PwC Taiwan and an Independent Auditors' Report was issued. The above-mentioned business report, financial statements (including parent company only and consolidated financial statements) and earnings distribution proposal have been audited by the Audit Committee, and are considered to be in conformity with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please review.

Sincerely,

2024 Shareholders Annual General Meeting of SolidWizard Technology Co., Ltd.

Audit Committee Convener: Shun-Fa Chen

March 8, 2024

"Attachment III"

Comparison Table of the articles of the "Corporate Governance Best Practice Principles" before and after amendments

Original article	Amended article	Explanation
Newly added	<u>Article 63</u> <u>These Principles shall be implemented after being approved by the Board. The same shall apply to amendments thereto.</u>	Amendments may be made as needed in accordance with laws and regulations and the Company's practices.

Independent Auditors' Report

(2024) Letter Cai-Shen-Bao-Zi No. 23004363

To: SOLIDWIZARD TECHNOLOGY CO., LTD.

Audit Opinions

We have audited the accompanying Parent Company Only balance sheet of SolidWizard Technology Co., Ltd. as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flow for the years then ended, and the notes to the Parent Company Only Financial Statements, including a summary of significant accounting policies.

In our opinion, the accompanying Parent Company Only Financial Statements present fairly in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for the audit opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in 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 SolidWizard Technology Co., Ltd. in accordance with The Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key audit matters

Key audit matters refer to the most important matters in the audit of the 2023 parent company only financial statements of SolidWizard Technology Co., Ltd. based on the professional judgment of the CPAs. These matters were addressed in our audit of the parent company only financial statements as a whole, and in forming our audit opinion. We do not provide a separate opinion on these matters.

The key audit matters of the 2023 parent company only financial statements of SolidWizard Technology Co., Ltd. are as follows:

Accounting estimation of allowance for loss on accounts receivable

Item Description

For the accounting policy of accounts receivable, please refer to the parent company only financial statements Notes 4(8) and (9); for the accounting estimates of accounts receivable loss allowance and the uncertainty of assumptions, please refer to the parent company only financial statements Note 5(2) ; for the description of the accounts receivable, please refer to Note 6(3) to the parent company only financial statements.

SolidWizard Technology Co., Ltd. estimates the possible expected credit impairment loss based on historical experience, forward-looking information and other known causes or existing objective evidence, and regularly reviews the reasonableness of its estimated loss estimates. There is a high probability that the accounting estimate may be inappropriate as the evaluation process involves management level of judgment. The judgment is affected by many factors, such as the customers financial status, historical transaction records, and current economic conditions, which may affect the customers ability to pay. Therefore, the relevant supporting documents to support the judgment of the management are the areas where the audit is required. Therefore, the accountant listed the estimation of the loss allowance on accounts receivable as one of the key audit matters of the year.

Corresponding audit procedures

The main audit procedures that we have performed are as follows:

1. Evaluate the reasonableness of the estimates used by the management to estimate the expected credit losses of accounts receivable, and obtain relevant supporting documents, including: Forward-looking adjustments, outstanding account age, post-collection status, and signs that customers may not be able to repay on time.
2. Evaluate the significant expected credit losses identified by the management and the reasonableness of the expected credit loss amount against similar credit risk groups.

Inventory valuation

Item Description

For the accounting policy of inventory valuation, please refer to Note 4(12) of the parent company only financial statements; for the uncertainty of accounting estimates and assumptions of inventory valuation, please refer to Note 5(2) of the parent company only statements; for descriptions of inventory accounting items, please refer to the parent company only statements Note 6(4).

The main business item of SolidWizard Technology Co., Ltd. is information software sales. These inventories are affected by market demand and competition from manufacturers, and the risk of inventory price loss is higher. Since the amount of inventory of SolidWizard Technology Co., Ltd. is significant, and identifying depreciated and obsolete inventory often involves subjective judgment, the accountant listed the estimate of inventory valuation loss allowance as one of the key audit matters this year.

Corresponding audit procedures

The main audit procedures that we have performed are as follows:

1. Assessing the policy adopted for the allowance for devaluation of inventories according to our understanding of the operation of SolidWizard Technology Co., Ltd. and the nature of the industry.
2. Whether the market price basis for testing the net realizable value is consistent with the policy set by the SolidWizard Technology Co., Ltd., and whether the calculation of the selling price and the net realizable value of individual inventory material numbers is correct.
3. Obtaining the details of obsolete inventory identified by the management, reviewing the relevant documents and reconciling the accounting records.

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 Regulation Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of Parent Company Only Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Parent Company Only Financial Statements, the management is responsible for assessing SolidWizard Technology Co., Ltd.'s capability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate SolidWizard Technology Co., Ltd., or to cease operations, or has no realistic alternative but to do so.

The governance unit (including the Audit Committee) of the SolidWizard Technology Co., Ltd. is responsible for supervising the financial reporting process.

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

Our objectives are to obtain reasonable assurance on whether the Parent Company Only Financial Statements as a whole are free from material misstatement arising from fraud or error, and to issue an independent auditors report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit in accordance with the Auditing Standards of the Republic of China will always detect material misstatements in the Parent Company Only Financial Statements. Misstatements can arise from fraud or error. If the individual amounts or the aggregate amount can be reasonably expected to influence the economic decisions of the users of the parent company only financial statements, the misstatements are considered material.

We exercise professional judgment and skepticism during the audit in accordance with the Auditing Standards of the Republic of China. We also perform the following tasks:

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. Because fraud may involve collusion, forgery, intentional omission, misstatement or violation of internal control, the risk of material misstatement resulting from fraud is higher than that resulting from error.
2. Obtain necessary understanding of the internal control related to the audit in order to design appropriate audit procedures under the circumstances, but the purpose is not to express an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of the accounting policies adopted by the management and the reasonableness of the accounting estimates and related disclosures made by the management.
4. Conclude on the appropriateness of the managements use of the going concern basis of accounting based on the audit evidence obtained, and whether a material uncertainty exists for events or conditions that may cast significant doubt on the Companys ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors report to the related disclosures in the Parent Company Only Financial Statements or, if such disclosures are inappropriate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue to operate.
5. Evaluate the overall presentation, structure, and content of the parent company only financial statements (including related notes), and whether the parent company only financial statements adequately present related transactions and events.
6. Obtain sufficient and appropriate audit evidence for the financial information of the entities in the Company, in order to express an opinion on the parent company only financial statements. We are responsible for the guidance, supervision and implementation of the parent company only audit, and we are responsible for forming an audit opinion on the parent company only financial statements.

The matters communicated between us and the governing body include the planned scope and time of the audit, and major audit findings (including significant deficiencies in internal control identified during the audit).

We also provided the governing body with a declaration that we have complied with relevant ethical requirements regarding independence, and we communicated with them all relationships that may be thought to undermine our independence and other matters (including related protective measures).

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the Company's Parent Company Only Financial Statements for the year ended December 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' 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.

PwC Taiwan

Sung-Tse Wang

Certified Public Accountant

Chun-Yao Lin

Financial Supervisory Commission

Approval Letter No.: Jin-Guan-Zheng-Shen-Zi No. 1110349013

Former Securities and Futures Commission, Ministry of Finance

Approval Letter No.: (85)Tai-Tsai-Cheng (VI) No. 68702

March 8, 2024

SOLIDWIZARD TECHNOLOGY CO., LTD.
Parent Company Only Statement of Financial Position
December 31, 2023 and 2022

Unit: NTD thousands

Assets	Notes	December 31, 2023		December 31, 2022		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	VI (I)	\$ 808,327	45	\$ 777,011	47
1110	Financial assets at fair value through profit or loss - current	VI (II)	21,241	1	20,994	1
1150	Net notes receivable	VI (III)	76,696	4	78,684	5
1170	Net accounts receivable	VI (III) and VII	319,601	18	310,691	19
130X	Inventory	VI (IV)	143,142	8	47,929	3
1410	Prepayments		15,611	1	18,692	1
1470	Other current assets		4,613	-	6,746	-
11XX	Total current assets		<u>1,389,231</u>	<u>77</u>	<u>1,260,747</u>	<u>76</u>
Non-current assets						
1517	Financial assets measured at fair value through other comprehensive income - non-current	VI (VI)	25,800	2	25,800	2
1550	Investment under equity method	VI (V)	138,451	8	130,338	8
1600	Property, plant and equipment	VI (VII) and VIII	214,110	12	216,113	13
1755	Right-of-use assets	VI (VIII)	7,532	-	4,754	-
1780	Intangible assets		1,360	-	979	-
1840	Deferred income tax assets	VI (XIX)	8,268	1	6,702	-
1930	Long-term notes and accounts receivable		1,095	-	1,456	-
1990	Other non-current assets - others		7,043	-	10,239	1
15XX	Total non-current assets		<u>403,659</u>	<u>23</u>	<u>396,381</u>	<u>24</u>
1XXX	Total assets		<u>\$ 1,792,890</u>	<u>100</u>	<u>\$ 1,657,128</u>	<u>100</u>

(continued on next page)

SOLIDWIZARD TECHNOLOGY CO., LTD.
Parent Company Only Statement of Financial Position
December 31, 2023 and 2022

Unit: NTD thousands

Liabilities and equity	Notes	December 31, 2023		December 31, 2022		
		Amount	%	Amount	%	
Current liabilities						
2130	Contract liabilities - current	VI (XIV)	\$ 5,330	1	\$ 23,024	2
2150	Notes payable		1,314	-	1,314	-
2170	Accounts payable	VII	202,443	11	102,533	6
2200	Other payables	VI (IX)	82,609	5	88,609	6
2230	Current income tax liabilities		37,257	2	38,873	2
2280	Lease liabilities - current		3,922	-	3,496	-
2399	Other current liabilities - Other		1,154	-	2,861	-
21XX	Total current liabilities		<u>334,029</u>	<u>19</u>	<u>260,710</u>	<u>16</u>
Non-current liabilities						
2527	Contract liabilities - non-current	VI (XIV)	-	-	2,280	-
2570	Deferred income tax liabilities	VI (XIX)	23,213	1	21,591	1
2580	Lease liabilities - non-current		3,761	-	1,300	-
2640	Net defined benefit liabilities - non-current	VI (X)	7,019	1	7,329	1
25XX	Total non-current liabilities		<u>33,993</u>	<u>2</u>	<u>32,500</u>	<u>2</u>
2XXX	Total liabilities		<u>368,022</u>	<u>21</u>	<u>293,210</u>	<u>18</u>
Equity						
Share capital						
3110	Common stock capital	VI (XI)	282,107	16	282,107	17
Capital reserve						
3200	Capital reserve	VI (XII)	132,625	7	132,625	8
Retained earnings						
3310	Legal reserve	VI (XIII)	297,382	17	266,655	16
3320	Special reserves		2,801	-	3,928	-
3350	Undistributed earnings		707,027	39	673,641	41
Other equity						
3400	Other equity		2,926	-	4,962	-
3XXX	Total equity		<u>1,424,868</u>	<u>79</u>	<u>1,363,918</u>	<u>82</u>
Material contingent liabilities and unrecognized contractual commitments						
Significant subsequent events						
3X2X	Total liabilities and equity		<u>\$ 1,792,890</u>	<u>100</u>	<u>\$ 1,657,128</u>	<u>100</u>

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

SolidWizard Technology Co., Ltd.
Parent company only statement of comprehensive income
January 1 to December 31, 2023 and 2022

Unit: NTD thousands
(Except for earnings per share in NTD)

Item	Notes	2023		2022	
		Amount	%	Amount	%
4000 Operating revenue	VI (XIV) and VII	\$ 1,260,260	100	\$ 1,211,309	100
5000 Operating cost	VI (IV) and VII	(586,420)	(46)	(551,871)	(46)
5900 Gross operating profit		<u>673,840</u>	<u>54</u>	<u>659,438</u>	<u>54</u>
Operating expenses	VI (XVIII)				
6100 Promotion expenses		(163,028)	(13)	(148,430)	(12)
6200 Administrative expenses		(59,144)	(5)	(58,008)	(5)
6300 R&D expenses		(108,006)	(9)	(97,724)	(8)
6450 Expected credit impairment loss	XII (II)	(6,548)	-	(2,078)	-
6000 Total operating expenses		<u>(336,726)</u>	<u>(27)</u>	<u>(306,240)</u>	<u>(25)</u>
6900 Operating profit		<u>337,114</u>	<u>27</u>	<u>353,198</u>	<u>29</u>
Non-operating income and expenses					
7100 Interest revenue	VI (XV)	5,175	-	2,094	-
7010 Other income	VI (XVI)	6,972	1	8,381	1
7020 Other gains and losses	VI (II) (XVII)	2,177	-	(1,218)	-
7050 Financial cost	VI (VIII)	(74)	-	(60)	-
7070 Share of profit or loss of subsidiaries, affiliates and joint ventures accounted for using equity method	VI (V)	<u>10,658</u>	<u>1</u>	<u>25,302</u>	<u>2</u>
7000 Total non-operating income and expenses		<u>24,908</u>	<u>2</u>	<u>34,499</u>	<u>3</u>
7900 Net profit before tax		<u>362,022</u>	<u>29</u>	<u>387,697</u>	<u>32</u>
7950 Income tax expense	VI (XIX)	(73,414)	(6)	(81,603)	(7)
8200 Net income for the period		<u>\$ 288,608</u>	<u>23</u>	<u>\$ 306,094</u>	<u>25</u>
Other comprehensive income (net amount)					
Items not reclassified to profit or loss					
8311 Remeasurement of defined benefit plan	VI (X)	\$ 80	-	\$ 1,470	-
8316 Unrealized gains or losses on investments in equity instruments measured at fair value through other comprehensive income	VI (VI)	-	-	9,704	1
8349 Income tax related to items not subject to reclassification	VI (XIX)	(16)	-	(2,236)	-
8310 Total of items not reclassified to profit or loss		<u>64</u>	<u>-</u>	<u>8,938</u>	<u>1</u>
Items that may be reclassified subsequently to profit or loss					
8361 Exchange differences on translation of financial statements of foreign operations	VI (V)	(2,545)	-	1,408	-
8399 Income tax related to items that may be reclassified	VI (XIX)	<u>509</u>	<u>-</u>	<u>(281)</u>	<u>-</u>
8360 Total amount of items that may be reclassified subsequently to profit or loss		<u>(2,036)</u>	<u>-</u>	<u>1,127</u>	<u>-</u>
8300 Other comprehensive income (net amount)		<u>(\$ 1,972)</u>	<u>-</u>	<u>\$ 10,065</u>	<u>1</u>
8500 Total comprehensive income for the period		<u>\$ 286,636</u>	<u>23</u>	<u>\$ 316,159</u>	<u>26</u>
Earnings per share	VI (XX)				
9750 Basic earnings per share		<u>\$ 10.23</u>		<u>\$ 10.85</u>	
9850 Diluted earnings per share		<u>\$ 10.21</u>		<u>\$ 10.83</u>	

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

SolidWizard Technology Co., Ltd.
Parent company only statement of changes in equity
January 1 to December 31, 2023 and 2022

Unit: NTD thousands

	Notes	Retained earnings				Other equity			Total equity
		Common stock capital	Capital reserve - issuance premium	Legal reserve	Special reserves	Undistributed earnings	Exchange differences on translation of financial statements of foreign operations	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	
<u>2022</u>									
Balance on January 1, 2022		\$ 282,107	\$ 132,625	\$ 234,580	\$ 3,437	\$ 624,624	(\$ 3,928)	\$ -	\$ 1,273,445
Net income for the period		-	-	-	-	306,094	-	-	306,094
Other comprehensive income in the current period		-	-	-	-	1,175	1,127	7,763	10,065
Total comprehensive income for the period		-	-	-	-	307,269	1,127	7,763	316,159
Earnings appropriation and distribution for 2021 (Note 2)	VI (XIII)								
Legal reserve		-	-	32,075	-	(32,075)	-	-	-
Special reserves		-	-	-	491	(491)	-	-	-
Cash dividends		-	-	-	-	(225,686)	-	-	(225,686)
Balance as of December 31, 2022		<u>\$ 282,107</u>	<u>\$ 132,625</u>	<u>\$ 266,655</u>	<u>\$ 3,928</u>	<u>\$ 673,641</u>	<u>(\$ 2,801)</u>	<u>\$ 7,763</u>	<u>\$ 1,363,918</u>
<u>2023</u>									
Balance on January 1, 2023		\$ 282,107	\$ 132,625	\$ 266,655	\$ 3,928	\$ 673,641	(\$ 2,801)	\$ 7,763	\$ 1,363,918
Net income for the period		-	-	-	-	288,608	-	-	288,608
Other comprehensive income in the current period		-	-	-	-	64	(2,036)	-	(1,972)
Total comprehensive income for the period		-	-	-	-	288,672	(2,036)	-	286,636
Earnings appropriation and distribution for 2022 (Note 2)	VI (XIII)								
Legal reserve		-	-	30,727	-	(30,727)	-	-	-
Special reserves		-	-	-	(1,127)	1,127	-	-	-
Cash dividends		-	-	-	-	(225,686)	-	-	(225,686)
Balance on December 31, 2023		<u>\$ 282,107</u>	<u>\$ 132,625</u>	<u>\$ 297,382</u>	<u>\$ 2,801</u>	<u>\$ 707,027</u>	<u>(\$ 4,837)</u>	<u>\$ 7,763</u>	<u>\$ 1,424,868</u>

Note 1: The remuneration to employees for 2021 was NTD 6,165 and the remuneration to directors and supervisors was NTD 0, which was deducted from the Statement of Comprehensive Income.

Note 2: The remuneration to employees for 2022 was NTD 5,904 and the remuneration to directors and supervisors was NTD 0, which was deducted from the Statement of Comprehensive Income.

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

SolidWizard Technology Co., Ltd.
Parent company only statement of cash flows
January 1 to December 31, 2023 and 2022

	Notes	January 1 to December 31, 2023	Unit: NTD thousands January 1 to December 31, 2022
<u>Cash flow from operating activities</u>			
Net income before tax for the current period		\$ 362,022	\$ 387,697
Adjustment item			
Income and expenses			
Depreciation expense	VI (VII) (VIII) (XVIII)	10,464	8,842
Amortization expense	VI (IX) (XVIII)	1,981	1,423
Expected credit impairment loss	XII (II)	6,391	2,078
Interest revenue	VI (XV)	5,175	(2,094)
Interest expense	VI (VIII)	74	60
Share of profit of subsidiaries under equity method	VI (V)	10,658	(25,302)
Gains from the disposal of property, plant and equipment	VI (XVII)	1,680	-
Net gain on financial assets at fair value through profit or loss	VI (II) (XVII)	247	(98)
Changes in assets/liabilities related to operating activities			
Net changes in assets related to operating activities			
Notes receivable		3,603	18,968
Accounts receivable		(15,301)	16,066
Inventory		(95,213)	(20,546)
Prepayments		3,081	(6,265)
Other current assets		2,133	(4,670)
Long-term notes and accounts receivable		(1,254)	534
Other non-current assets - others		2,658	3,582
Net changes in liabilities related to operating activities			
Contract liabilities - current		(19,974)	(5,246)
Notes payable		-	54
Accounts payable		99,910	(26,876)
Other payables		(2,063)	(7,186)
Other current liabilities - Other		(1,707)	447
Contract liabilities - non-current		-	2,154
Net defined benefit liabilities		(230)	(193)
Cash inflow from operations		338,815	343,429
Interest paid		(74)	60
Interest received		5,175	2,094
Income tax paid		(74,480)	(80,671)
Rounding difference		1	-
Net cash inflow from operating activities		<u>269,437</u>	<u>264,792</u>
<u>Cash flow from investing activities</u>			
Proceeds from acquisition of property, plant and equipment	VI (XXI)	(7,510)	(3,299)
Proceeds from the disposal of property, plant and equipment		1,680	-
Acquisition of intangible assets	VI (XXI)	(2,245)	(1,402)
Net cash outflow from investing activities		<u>(8,075)</u>	<u>(4,701)</u>
<u>Cash flow from financing activities</u>			
Repayment of principal of lease liabilities	VI (XXII)	(4,360)	(3,618)
Distribution of cash dividends	VI (XIII)	(225,686)	(225,686)
Net cash outflow from financing activities		<u>(230,046)</u>	<u>(229,304)</u>
Increase in cash and cash equivalents in the current period		31,316	30,787
Opening balance of cash and cash equivalents		777,011	746,224
Closing balance of cash and cash equivalents		<u>\$ 808,327</u>	<u>\$ 777,011</u>

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

Independent Auditors' Report

(2024) Letter Cai-Shen-Bao-Zi No. 23004361

To: SOLIDWIZARD TECHNOLOGY CO., LTD.

Audit Opinions

We have audited the accompanying consolidated balance sheet of SolidWizard Technology Co., Ltd. and its Subsidiaries (hereinafter referred to as “the Group”) as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, consolidated changes in equity and cash flow for the years then ended, and the notes to the consolidated financial statements, (including a summary of significant accounting policies).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulation Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, and Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee (collectively, “IFRSs”) as endorsed by the Financial Supervisory Commission (FSC).

Basis for the audit opinion

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

Key audit matters

Key audit matters refer to the most important matters in the audit of the 2023 consolidated financial statements of the Group based on the professional judgment of the CPAs. These matters were addressed in our audit of the consolidated financial statements as a whole, and in forming our audit opinion. We do not provide a separate opinion on these matters.

The key audit matters in the consolidated financial statements of the Group for the year ended December 31, 2023 are as follows:

Accounting estimation of allowance for loss on accounts receivable

Item Description

For the accounting policy of accounts receivable, please refer to the consolidated financial statements Notes 4(9) and (10); for the accounting estimates of accounts receivable loss allowance and the uncertainty of assumptions, please refer to the consolidated financial statements Note 5(2); for the description of the accounts receivable, please refer to Note 6(3) to the consolidated financial statements.

The Group estimates the possible expected credit impairment loss based on historical experience, forward-looking information and other known causes or existing objective evidence, and regularly reviews the reasonableness of its estimated loss estimates. There is a high probability that the accounting estimate may be inappropriate as the evaluation process involves management level of judgment. The judgment is affected by many factors, such as the customers financial status, historical transaction records, and current economic conditions, which may affect the customers ability to pay. Therefore, the relevant supporting documents to support the judgment of the management are the areas where the audit is required. Therefore, the accountant listed the estimation of the loss allowance on accounts receivable as one of the key audit matters of the year.

Corresponding audit procedures

The main audit procedures that we have performed are as follows:

1. Evaluate the reasonableness of the estimates used by the management to estimate the expected credit losses of accounts receivable, and obtain relevant supporting documents, including: Forward-looking adjustments, outstanding account age, post-collection status, and signs that customers may not be able to repay on time.
2. Evaluate the significant expected credit losses identified by the management and the reasonableness of the expected credit loss amount against similar credit risk groups.

Inventory valuation

Item Description

For the accounting policy of inventory valuation, please refer to Note 4(12) of the consolidated financial statements; for the uncertainty of accounting estimates and assumptions of inventory valuation, please refer to Note 5(2) of the consolidated financial statements; for descriptions of inventory accounting items, please refer to the consolidated financial statements Note 6(4).

The main business item of the Group is information software sales. These inventories are affected by market demand and competition from manufacturers, and the risk of inventory devaluation loss is higher. Due to the significant amount of inventory of the Group, and the identification of depreciated and obsolete inventory often requires subjective judgment, which belongs to the field of required judgment during audit. Therefore, the accountant has listed the estimate of allowance for inventory valuation losses as one of the key audit matters of this year.

Corresponding audit procedures

The main audit procedures that we have performed are as follows:

1. Assessing the policy adopted for the allowance for devaluation of inventories according to our understanding of the operation of the Group and the nature of the industry.
2. Whether the market price basis for testing the net realizable value is consistent with the policy set by the Group, and whether the calculation of the selling price and the net realizable value of individual inventory material numbers is correct.
3. Obtaining the details of obsolete inventory identified by the management, reviewing the relevant documents and reconciling the accounting records.

Other matters - parent company only financial statements

SolidWizard Technology Co., Ltd. has prepared the parent company only financial statements of 2023 and 2022, and the Independent Auditors' Report with an unqualified opinion issued by the accountant is filed for reference.

Responsibilities of Management and Those charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulation Governing the Preparation of Financial Reports by Securities Issuers, and the IFRS, IAS, IFRIC, and SIC as endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the management is responsible for assessing the Group's capability to continue as a going concern, 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 governance unit (including the Audit Committee) of the Group is responsible for supervising the financial reporting process.

Auditors Responsibilities for Auditing the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance on whether the Consolidated Financial Statements as a whole are free from material misstatement arising from fraud or error, and to issue an independent auditors report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit in accordance with the Auditing Standards of the Republic of China will always detect material misstatements in the Consolidated Financial Statements. Misstatements can arise from fraud or error. If the individual amounts or the aggregate amount can be reasonably expected to influence the economic decisions of the users of the consolidated financial statements, the misstatements are considered material.

We exercise professional judgment and skepticism during the audit in accordance with the Auditing Standards of the Republic of China. We also perform the following tasks:

1. Identify and assess 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. Because fraud may involve collusion, forgery, intentional omission, misstatement or violation of internal control, the risk of material misstatement resulting from fraud is higher than that resulting from error.
2. Obtain necessary understanding of the internal control related to the audit in order to design appropriate audit procedures under the circumstances, but the purpose is not to express an opinion on the effectiveness of the internal control of the Group.
3. Evaluate the appropriateness of the accounting policies adopted by the management and the reasonableness of the accounting estimates and related disclosures made by the management.
4. Conclude on the appropriateness of the managements use of the going concern basis of accounting based on the audit evidence obtained, and whether a material uncertainty exists for events or conditions that may cast significant doubt on the Groups 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 inappropriate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Group to cease to continue to operate.
5. Evaluate the overall presentation, structure, and content of the consolidated financial statements (including related notes), and whether the consolidated financial statements adequately present related transactions and events.
6. Obtain sufficient and appropriate audit evidence for the financial information of the entities in the Group, in order to express an opinion on the consolidated financial statements. We are responsible for the guidance, supervision and implementation of the audit on the Group, and we are responsible for forming an audit opinion on the Group.

The matters communicated between us and the governing body include the planned scope and

time of the audit, and major audit findings (including significant deficiencies in internal control identified during the audit).

We also provided the governing body with a declaration that we have complied with relevant ethical requirements regarding independence, and we communicated with them all relationships that may be thought to undermine our independence and other matters (including related protective measures).

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the Company's Parent Company Only Financial Statements for the year ended December 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' 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.

PwC Taiwan

Sung-Tze Wang

Certified Public Accountant

Chun-Yao Lin

Financial Supervisory Commission

Approval Letter No.: Jin-Guan-Zheng-Shen-Zi No. 1110349013

Former Securities and Futures Commission, Ministry of Finance

Approval Letter No.: (85)Tai-Tsai-Cheng (VI) No. 68702

March 8, 2024

SOLIDWIZARD TECHNOLOGY CO., LTD. and Subsidiaries
Consolidated Statement of Financial Position
December 31, 2023 and 2022

Unit: NTD thousands

Assets	Notes	December 31, 2023		December 31, 2022		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	VI (I)	\$ 908,503	50	\$ 887,171	52
1110	Financial assets at fair value through profit or loss - current	VI (II)	21,241	1	20,994	1
1150	Net notes receivable	VI (III)	81,103	5	83,709	5
1170	Net accounts receivable	VI (III)	351,204	19	350,620	20
130X	Inventory	VI (IV)	155,067	9	60,000	4
1410	Prepayments		18,248	1	23,122	1
1470	Other current assets		5,985	-	8,548	1
11XX	Total current assets		<u>1,541,351</u>	<u>85</u>	<u>1,434,164</u>	<u>84</u>
Non-current assets						
1517	Financial assets measured at fair value through other comprehensive income - non-current	VI (V)	25,800	1	25,800	1
1600	Property, plant and equipment	VI (VI) and VIII	218,795	12	217,931	13
1755	Right-of-use assets	VI (VII)	7,532	-	4,832	-
1780	Intangible assets		1,360	-	979	-
1840	Deferred income tax assets	VI (XVIII)	12,860	1	13,059	1
1930	Long-term notes and accounts receivable		1,095	-	1,456	-
1990	Other non-current assets - others		8,270	1	15,201	1
15XX	Total non-current assets		<u>275,712</u>	<u>15</u>	<u>279,258</u>	<u>16</u>
1XXX	Total assets		<u>\$ 1,817,063</u>	<u>100</u>	<u>\$ 1,713,422</u>	<u>100</u>

(continued on next page)

SOLIDWIZARD TECHNOLOGY CO., LTD. and Subsidiaries
Consolidated Statement of Financial Position
December 31, 2023 and 2022

Unit: NTD thousands

Liabilities and equity	Notes	December 31, 2023		December 31, 2022		
		Amount	%	Amount	%	
Current liabilities						
2130	Contract liabilities - current	VI (XIII)	\$ 5,364	1	\$ 30,396	2
2150	Notes payable		1,314	-	1,314	-
2170	Accounts payable		212,250	12	123,959	7
2200	Other payables	VI (VIII)	95,550	5	102,788	6
2230	Current income tax liabilities		38,096	2	44,621	3
2280	Lease liabilities - current		3,922	-	3,577	-
2399	Other current liabilities - Other		1,706	-	3,709	-
21XX	Total current liabilities		<u>358,202</u>	<u>20</u>	<u>310,364</u>	<u>18</u>
Non-current liabilities						
2527	Contract liabilities - non-current	VI (XIII)	-	-	8,920	1
2570	Deferred income tax liabilities	VI (XVIII)	23,213	1	21,591	1
2580	Lease liabilities - non-current		3,761	-	1,300	-
2640	Net defined benefit liabilities - non-current	VI (IX)	7,019	1	7,329	-
25XX	Total non-current liabilities		<u>33,993</u>	<u>2</u>	<u>39,140</u>	<u>2</u>
2XXX	Total liabilities		<u>392,195</u>	<u>22</u>	<u>349,504</u>	<u>20</u>
Equity attributable to owners of the parent company						
Share capital						
3110	Common stock capital	VI (X)	282,107	16	282,107	17
Capital reserve						
3200	Capital reserve	VI (XI)	132,625	7	132,625	8
Retained earnings						
3310	Legal reserve	VI (XII)	297,382	16	266,655	16
3320	Special reserves		2,801	-	3,928	-
3350	Undistributed earnings		707,027	39	673,641	39
Other equity						
3400	Other equity		2,926	-	4,962	-
31XX	Total equity attributable to owners of the parent company		<u>1,424,868</u>	<u>78</u>	<u>1,363,918</u>	<u>80</u>
3XXX	Total equity		<u>1,424,868</u>	<u>78</u>	<u>1,363,918</u>	<u>80</u>
Material contingent liabilities and unrecognized contractual commitments						
3X2X	Total liabilities and equity	IX VI (XII) and XI	<u>\$ 1,817,063</u>	<u>100</u>	<u>\$ 1,713,422</u>	<u>100</u>

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

SolidWizard Technology Co., Ltd. and Subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31, 2023 and 2022

Unit: NTD thousands
(Except for earnings per share in NTD)

Item	Notes	2023		2022	
		Amount	%	Amount	%
4000 Operating revenue	VI (XIII)	\$ 1,447,163	100	\$ 1,394,365	100
5000 Operating cost	VI (IV)	(690,593)	(48)	(646,555)	(46)
5900 Gross operating profit		<u>756,570</u>	<u>52</u>	<u>747,810</u>	<u>54</u>
Operating expenses	VI (IX) (XVII)				
6100 Promotion expenses		(224,076)	(16)	(202,170)	(15)
6200 Administrative expenses		(79,104)	(6)	(75,360)	(5)
6300 R&D expenses		(108,006)	(7)	(97,725)	(7)
6450 Expected credit impairment loss	XII (II)	(5,002)	-	(2,655)	-
6000 Total operating expenses		<u>(416,188)</u>	<u>(29)</u>	<u>(377,910)</u>	<u>(27)</u>
6900 Operating profit		<u>340,382</u>	<u>23</u>	<u>369,900</u>	<u>27</u>
Non-operating income and expenses					
7100 Interest revenue	VI (XIV)	6,063	1	2,729	-
7010 Other income	VI (XV)	15,885	1	25,682	2
7020 Other gains and losses	VI (II) (XVI)	2,352	-	(733)	-
7050 Financial cost	VI (VII)	(74)	-	(95)	-
7000 Total non-operating income and expenses		<u>24,226</u>	<u>2</u>	<u>27,583</u>	<u>2</u>
7900 Net profit before tax		<u>364,608</u>	<u>25</u>	<u>397,483</u>	<u>29</u>
7950 Income tax expense	VI (XVIII)	(76,000)	(5)	(91,389)	(7)
8200 Net income for the period		<u>\$ 288,608</u>	<u>20</u>	<u>\$ 306,094</u>	<u>22</u>
Other comprehensive income (net amount)					
8311 Remeasurement of defined benefit plan	VI (IX)	\$ 80	-	\$ 1,470	-
8316 Unrealized gains or losses on investments in equity instruments measured at fair value through other comprehensive income	VI (V)	-	-	9,704	1
8349 Income tax related to items not subject to reclassification	VI (XVIII)	(16)	-	(2,236)	-
Items that may be reclassified subsequently to profit or loss					
8361 Exchange differences on translation of financial statements of foreign operations		(2,545)	-	1,408	-
8399 Income tax related to items that may be reclassified	VI (XVIII)	509	-	(281)	-
8360 Total amount of items that may be reclassified subsequently to profit or loss		<u>(2,036)</u>	<u>-</u>	<u>1,127</u>	<u>-</u>
8300 Other comprehensive income (net amount)		<u>(\$ 1,972)</u>	<u>-</u>	<u>\$ 10,065</u>	<u>1</u>
8500 Total comprehensive income for the period		<u>\$ 286,636</u>	<u>20</u>	<u>\$ 316,159</u>	<u>23</u>
Net profit attributable to:					
8610 Owner of the parent company		<u>\$ 288,608</u>	<u>20</u>	<u>\$ 306,094</u>	<u>22</u>
Total comprehensive income attributable to:					
8710 Owner of the parent company		<u>\$ 286,636</u>	<u>20</u>	<u>\$ 316,159</u>	<u>23</u>
Earnings per share	VI (XIX)				
9750 Basic earnings per share		<u>\$ 10.23</u>		<u>\$ 10.85</u>	
9850 Diluted earnings per share		<u>\$ 10.21</u>		<u>\$ 10.83</u>	

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

SolidWizard Technology Co., Ltd. and Subsidiaries
Consolidated Statement of Changes in Equity
January 1 to December 31, 2023 and 2022

Unit: NTD thousands

		Equity attributable to owners of the parent company							
		Retained earnings				Other equity			
Notes	Common stock capital	Premium from capital reserve issuance	Legal reserve	Special reserves	Undistributed earnings	Exchange differences on translation of financial statements of foreign operations	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	Total equity	
<u>2022</u>									
	Balance on January 1, 2022	\$ 282,107	\$ 132,625	\$ 206,546	\$ 4,614	\$ 528,201	(\$ 3,437)	\$ -	\$ 1,150,656
	Net income for the period	-	-	-	-	320,285	-	-	320,285
	Other comprehensive income in the current period	-	-	-	-	470	(491)	-	(21)
	Total comprehensive income for the period	-	-	-	-	320,755	(491)	-	320,264
	Earnings appropriation and distribution for 2021								
VI (XII)	Legal reserve	-	-	28,034	-	(28,034)	-	-	-
	Special reserves	-	-	-	(1,177)	1,177	-	-	-
	Cash dividends	-	-	-	-	(197,475)	-	-	(197,475)
	Balance as of December 31, 2022	<u>\$ 282,107</u>	<u>\$ 132,625</u>	<u>\$ 234,580</u>	<u>\$ 3,437</u>	<u>\$ 624,624</u>	<u>(\$ 3,928)</u>	<u>\$ -</u>	<u>\$ 1,273,445</u>
<u>2023</u>									
	Balance on January 1, 2023	\$ 282,107	\$ 132,625	\$ 234,580	\$ 3,437	\$ 624,624	(\$ 3,928)	\$ -	\$ 1,273,445
	Net income for the period	-	-	-	-	306,094	-	-	306,094
	Other comprehensive income in the current period	-	-	-	-	1,175	1,127	7,763	10,065
	Total comprehensive income for the period	-	-	-	-	307,269	1,127	7,763	316,159
	Earnings appropriation and distribution for 2022								
VI (XII)	Legal reserve	-	-	32,075	-	(32,075)	-	-	-
	Special reserves	-	-	-	491	(491)	-	-	-
	Cash dividends	-	-	-	-	(225,686)	-	-	(225,686)
	Balance as of December 31, 2023	<u>\$ 282,107</u>	<u>\$ 132,625</u>	<u>\$ 266,655</u>	<u>\$ 3,928</u>	<u>\$ 673,641</u>	<u>(\$ 2,801)</u>	<u>\$ 7,763</u>	<u>\$ 1,363,918</u>

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

SolidWizard Technology Co., Ltd. and Subsidiaries
Consolidated Statement of Cash Flows
January 1 to December 31, 2023 and 2022

Unit: NTD thousands

	Notes	January 1 to December 31, 2023	January 1 to December 31, 2022
<u>Cash flow from operating activities</u>			
Net income before tax for the current period		\$ 364,608	\$ 397,483
Adjustment item			
Income and expenses			
Depreciation expense	VI (VI) (VII) (XVII)	11,820	11,821
Amortization expense	VI (VIII) (XVII)	1,981	1,423
Expected credit impairment loss (reversal gain)	XII (II)	4,839	2,655
Net gain on financial assets at fair value through profit or loss	VI (II) (XVI)	(247)	(98)
Interest expense	VI (VII)	74	95
Interest revenue	VI (XIV)	(6,063)	(2,729)
Gains (losses) from the disposal of property, plant and equipment	VI (XVI)	(1,586)	46
Changes in assets/liabilities related to operating activities			
Net changes in assets related to operating activities			
Notes receivable		908	20,274
Accounts receivable		(6,079)	12,846
Inventory		(95,288)	(23,351)
Prepayments		4,819	(7,518)
Other current assets		2,537	(3,965)
Long-term notes and accounts receivable		1,976	(1,416)
Other non-current assets - others		6,360	2,775
Net changes in liabilities related to operating activities			
Contract liabilities - current		(33,694)	(4,869)
Notes payable		-	54
Accounts payable		88,547	(20,340)
Other payables		(3,059)	(6,177)
Other current liabilities - Other		(2,003)	746
Contract liabilities - non-current		-	8,815
Net defined benefit liabilities		(230)	(193)
Cash inflow from operations		340,220	388,377
Interest paid		(74)	(95)
Interest received		6,063	2,729
Income tax paid		(80,916)	(87,289)
Net cash inflow from operating activities		<u>265,293</u>	<u>303,722</u>
<u>Cash flow from investing activities</u>			
Proceeds from acquisition of property, plant and equipment	VI (XX)	(11,828)	(3,402)
Proceeds from the disposal of property, plant and equipment		1,680	-
Acquisition of intangible assets	VI (XX)	(2,245)	(1,402)
Net cash outflow from investing activities		<u>(12,393)</u>	<u>(4,804)</u>
<u>Cash flow from financing activities</u>			
Repayment of principal of lease liabilities	VI (XXI)	(4,441)	(5,400)
Distribution of cash dividends	VI (XII)	(225,686)	(225,686)
Net cash outflow from financing activities		<u>(230,127)</u>	<u>(231,086)</u>
Exchange rate effect		(1,441)	897
Increase in cash and cash equivalents in the current period		21,332	68,729
Opening balance of cash and cash equivalents		887,171	818,442
Closing balance of cash and cash equivalents		<u>\$ 908,503</u>	<u>\$ 887,171</u>

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

Chairman: Chien-Hsing Lee

Manager: Tai-Yuan Hsu

Accounting supervisor: Yue-Mei Chen

"Attachment V"

SolidWizard Technology Co., Ltd.
Earnings Distribution Table
2023

Unit: NTD

Item	Amount	Note
Undistributed earnings at the beginning of the period	418,356,341	
Add: 2023 retained earnings adjustment	63,811	Actuarial gains and losses
Adjusted undistributed earnings	418,420,152	
Add: 2023 net profit after tax	288,607,254	
Less: Provision of legal reserve	-28,867,107	The amount directly recognized as undistributed earnings without going through the profit or loss item and 10% of net profit
Less: Provision of special reserve	-2,035,977	
Distributable earnings	676,124,322	
Distribution item		
Dividend to shareholders	0	
Bonus to shareholders	225,685,680	NTD 8 per share
Undistributed earnings at the end of the period	450,438,642	

Chairman: Chien-Hsing Lee Manager: Tai-Yuan Hsu Accounting Supervisor: Yue-Mei Chen

"Attachment VI"

Comparison table of the Articles of Incorporation before and after amendments

Original article	Amended article	Explanation
<p>Article 14-1</p> <p>Among the Companys directors, the number of independent directors shall not be less than three, and shall not be less than <u>one-fifth</u> of the number of directors. In accordance with Article 192-1 of the Company Act, the election of directors shall adopt the candidate nomination system, and the shareholders meeting shall elect directors from among the candidates for directors. Independent directors and non-independent directors shall be elected together, and the votes shall be counted separately. The professional qualifications, shareholdings, restrictions on concurrent positions held, methods of nomination and election and other matters to be complied with shall be handled in accordance with the relevant laws and regulations of the securities competent authority.</p>	<p>Article 14-1</p> <p>Among the Companys directors, the number of independent directors shall not be less than three, and shall not be less than <u>one-third</u> of the number of directors. In accordance with Article 192-1 of the Company Act, the election of directors shall adopt the candidate nomination system, and the shareholders meeting shall elect directors from among the candidates for directors. Independent directors and non-independent directors shall be elected together, and the votes shall be counted separately. The professional qualifications, shareholdings, restrictions on concurrent positions held, methods of nomination and election and other matters to be complied with shall be handled in accordance with the relevant laws and regulations of the securities competent authority.</p>	<p>Amended according to laws and actual needs.</p>
<p>Article 24</p> <p>The Articles of Incorporation were established on June 24, 2005.</p> <p>The first amendment was made on March 21, 2008.</p> <p>The second amendment was made on November 1, 2008.</p> <p>The third amendment was made on June 30, 2009.</p> <p>The fourth amendment was made on November 13, 2009.</p> <p>The fifth amendment was</p>	<p>Article 24</p> <p>The Articles of Incorporation were established on June 24, 2005.</p> <p>The first amendment was made on March 21, 2008.</p> <p>The second amendment was made on November 1, 2008.</p> <p>The third amendment was made on June 30, 2009.</p> <p>The fourth amendment was made on November 13, 2009.</p> <p>The fifth amendment was</p>	<p>Added the date of amendment.</p>

Original article	Amended article	Explanation
<p>made on May 14, 2010. The sixth amendment was made on August 16, 2010. The seventh amendment was made on June 27, 2011. The eighth amendment was made on June 5, 2012. The ninth amendment was made on June 10, 2014. The tenth amendment was made on June 8, 2015. The eleventh amendment was made on June 3, 2016. The twelfth amendment was made on May 28, 2020. The thirteenth amendment was made on May 30, 2022.</p>	<p>made on May 14, 2010. The sixth amendment was made on August 16, 2010. The seventh amendment was made on June 27, 2011. The eighth amendment was made on June 5, 2012. The ninth amendment was made on June 10, 2014. The tenth amendment was made on June 8, 2015. The eleventh amendment was made on June 3, 2016. The twelfth amendment was made on May 28, 2020. The thirteenth amendment was made on May 30, 2022. <u>The fourteenth amendment was made on May 30, 2024.</u></p>	

Four. Appendix

Appendix

SOLIDWIZARD TECHNOLOGY CO., LTD.

Articles of Incorporation

Chapter 1 General Provisions

- Article 1 The Company shall be incorporated in accordance with the provisions of the Company Act, and its name shall be SolidWizard Technology Co., Ltd..
(Chinese name: “實威國際股份有限公司”)
- Article 2 The Companys business scope is as follows:
I301010 Information Software Services
I301020 Data Processing Services
I301030 Electronic Information Supply Services
F118010 Wholesale of Computer Software
ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The Company shall have its head office in Taipei City, and may establish branches domestically or overseas where necessary by resolution of the Board of Directors.
- Article 4 The Company shall make public announcements in accordance with Article 28 of the Company Act.
- Article 4-1 The Company may provide endorsements and guarantees to external parties for business needs.

Chapter 2 Shares

- Article 5 The total authorized capital of the Company shall be NTD 350 million divided into 35 million shares at NTD 10 per share. The Board of Directors is authorized to issue unissued shares in tranches, of which, NTD 35 million divided into 3.5 million shares, is reserved for the exercise of employee stock options.
- Article 6 (Deleted)
- Article 7 The Company issues registered shares, which shall be affixed with the signature or seal of the director representing the Company and shall be certified by the competent authority or its approved issuing registrar in accordance with the law. The shares issued by the Company may be exempted from printing share certificates, but shall be registered with a centralized securities depositary enterprise.
- Article 8 No amendment to the share register shall be made within 60 days prior to the convening date of a regular shareholders meeting, or within 30 days prior to the convening date of a special shareholders meeting, or within 5 days prior to the record date for the distribution of dividends, bonuses, or other benefits by the Company.

Chapter 3 Shareholders Meeting

- Article 9 Shareholders Meetings are divided into regular meetings and extraordinary meetings. Regular meetings shall be convened once a year and shall be convened 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 at any time when necessary.
- Article 9-1 The Companys shareholders meeting may be held by teleconferencing or other means announced by the central competent authority. The conditions, operating procedures, and

other matters required for shareholders meetings by teleconferencing shall be subject to the relevant regulations, unless otherwise specified by the competent authority.

- Article 10 If a shareholder is unable to attend a shareholders meeting for some reason, he or she may appoint a proxy to attend the meeting by specifying the scope of authorization in a power of attorney printed by the company.
- Article 11 Shareholders of the Company shall have one voting right for each share held, but shall not have voting right in the occurrence of an event as specified under Article 179 of the Company Act.
- Article 11-1 If the Company intends to withdraw its shares from public offering, the plan shall be submitted to the shareholders meeting for resolution, and the provisions of this article shall not be changed during the period of Emerging Stock Market and future listing periods.
- Article 12 Unless otherwise provided for in the Company Act, resolutions of a shareholders meeting shall be adopted by a majority vote of the shareholders present who represent more than half of the total outstanding shares.
- Article 13 (Deleted)

Chapter 4 Directors and Audit Committee

- Article 14 The Company shall have five to seven directors for a term of three years. They shall be elected by the shareholders meeting from among persons with legal capacity and shall be eligible for re-election.
- Article 14-1 Among the Companys directors, the number of independent directors shall not be less than three, and shall not be less than one-fifth of the number of directors. In accordance with Article 192-1 of the Company Act, the election of directors shall adopt the candidate nomination system, and the shareholders meeting shall elect directors from among the candidates for directors. Independent directors and non-independent directors shall be elected together, and the votes shall be counted separately. The professional qualifications, shareholdings, restrictions on concurrent positions held, methods of nomination and election and other matters to be complied with shall be handled in accordance with the relevant laws and regulations of the securities competent authority.
- Article 14-2 The Company has established the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee is composed of all independent directors. The Audit Committee and its members exercise their powers and related matters in accordance with the relevant laws and regulations of the Securities and Exchange Act.
- Article 15 The Board of Directors shall be composed of directors. The chairperson of the board of directors shall be elected by a majority of the directors at the meeting attended by at least two-thirds of the directors. The chairperson of the board of directors represents the Company externally.
- Article 15-1 The convening of the board of directors meeting and meeting information may be notified to each director in writing, E-mail or fax.
- Article 16 When the chairperson is on leave or for some reason unable to exercise his/her powers, his/her acting person shall act in accordance with Article 208 of the Company Act.
- Article 17 The remuneration of all directors shall be recommended by the Remuneration Committee and then submitted to the Board of Directors for approval. The Board of Directors is authorized to determine the remuneration of all directors based on their participation in the Companys operations and the value of their contributions. Remuneration payment must be made based on industry standard regardless of operating profit or loss.
- Article 17-1 The Company may purchase liability insurance for directors to reduce the risk of being sued by shareholders or other related parties due to the performance of duties by directors in accordance with the law. The scope of insurance is authorized by the board of directors.

Chapter 5 Managers

Article 18 The Company may appoint a manager, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 19 The Company shall, at the end of each fiscal year, which runs from January 1 to December 31 of each year, have the Board of Directors to prepare

1. The Business Report, 2. the Financial Statements 3. the proposal of earnings distribution or loss off-setting, and so on. These are to be audited by the Audit Committee 30 days before the annual general meeting, and the Audit Committee shall issue a report to the shareholders annual general meeting for ratification.

Article 20 (Deleted)

Article 21 If the Company makes a profit in the year, the Company shall allocate 1% - 10% of the profit as employees remuneration, and no more than 1% as directors remuneration. However, if the Company still has accumulated losses, it should first reserve an amount to offset losses. The recipients of the distribution of employee remuneration in the preceding paragraph may include employees of subsidiaries.

Article 21-1 If the Company has a profit in the annual final account, it shall first pay tax and make up for the accumulated losses, and then appropriate 10% as a surplus reserve. This is with exception to when the legal surplus has reached the same amount as the Company's paid-in capital. In addition, the special reserve may be set aside or reversed depending on the companys operational needs and laws and regulations. For the remaining undistributed earnings at the beginning of the same period, the board of directors will propose an earnings distribution plan and submit it to the shareholders meeting for resolution to distribute shareholders dividends.

Article 21.2 The Companys dividend policy:

The Companys dividend policy is based on the Company Act and the Companys Articles of Incorporation, and a sound financial structure as the principle. The Companys dividends are distributed in the form of stock dividends, cash dividends, or both. In principle, the distribution of cash dividends shall not be less than 20% of the distributable earnings. If there is any major capital expenditure plan in the future, the percentage of distribution of stock dividends may be increased with the approval of the shareholders meeting for up to the entire amount may be distributed in stock dividends.

Chapter 7 Supplementary Provisions

Article 22 The total amount of reinvestment of the Company is not subject to the limit of 40% of the paid-in capital, and the board of directors is authorized to implement such limit.

Article 23 Matters not covered by these Articles of Incorporation shall be handled in accordance with the Company Act.

Article 24 The Articles of Incorporation were established on June 24, 2005

The first amendment was made on March 21, 2008.

The second amendment was made on November 1, 2008.

The third amendment was made on June 30, 2009.

The fourth amendment was made on November 13, 2009.

The fifth amendment was made on May 14, 2010.

The sixth amendment was made on August 16, 2010.

The seventh amendment was made on June 27, 2011.

The eighth amendment was made on June 5, 2012.

The ninth amendment was made on June 10, 2014.

The tenth amendment was made on June 8, 2015.

The eleventh amendment was made on June 3, 2016.
The twelfth amendment was made on May 28, 2020.
The thirteenth amendment was made on May 30, 2022.

SolidWizard Technology Co., Ltd.

Chairman: Chien-Hsing Li

SolidWizard Technology Co., Ltd.

Rules and Procedures of Shareholders' Meeting

- Article 1 The Rules of Procedure for Shareholders Meetings of the Company shall be in accordance with these Rules unless otherwise provided by law or the Articles of Incorporation.
- Article 2 Shareholders meetings of the Company shall be convened by the Board of Directors, unless otherwise provided in the law.
- Thirty days before the Company convenes a regular shareholders meeting or 15 days before a special shareholders meeting, the company shall prepare electronic files of the meeting announcement, proxy form, explanatory materials relating to proposals for ratification, matters for deliberation, election or dismissal of directors, and other matters on the shareholders' meeting agenda, and upload them to the Market Observation Post System (MOPS). The Company shall prepare electronic versions of the shareholders meeting agenda and supplementary meeting materials and upload them to the Market Observation Post System (MOPS) 21 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. Fifteen days prior to the date of the shareholders meeting, a copy of the handbook and supplementary information for the shareholders meeting shall be prepared and made available to shareholders upon request. They shall be placed on display at the Company and the professional share registration agent appointed by the Company, and distributed to the shareholders at the meeting venue. The reasons for convening the meeting shall be specified in the notice and announcement; the notice may be given by electronic means with the consent of the addressee.
- Election or dismissal of directors, amendment to the Articles of Incorporation, capital reduction, application for cessation of public offering, permit to compete for directors, capitalization of earnings, capital reserve, company dissolution, merger, spin-off, or any of the matters specified in paragraph 1, Article 185 of the Company Act shall not be proposed as an extraordinary motion and its reason for motion shall be stated in the meeting notice along with its main content; the main content may be placed on the website designated by the securities authority or the company, and its website shall be stated in the notice.
- The reason for convening the shareholders meeting has specified the full re-election of directors and the inauguration date. After the completion of the re-election, the inauguration date cannot be changed by the same meeting by the use of an extraordinary motion or other methods.
- Shareholders holding more than 1% of the total number of issued shares may propose to the Company only one proposal, and any proposal containing more than one item will not be included in the agenda for discussion. However, the board of directors may include shareholders proposals for urging the company to promote public interests or fulfill social responsibilities. In addition, the Board of Directors may not include the motions proposed by the shareholders which fall under the circumstances as mentioned in Article 172-1, paragraph 4 of the Company Act.
- Prior to the book closure date before a regular shareholders meeting is held, the Company 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 ten days.
- Each proposal submitted by shareholders is limited to 300 words. Any proposal exceeding 300 words will not be included in the agenda. Shareholders making proposals shall attend the general shareholders meeting in person or entrust an agent to attend and participate in the discussion of the proposal.

The Company shall inform the shareholders of the acceptance results of the motions before the date of notice for the shareholders meeting, and list the motions conforming to the requirements of this article in the meeting notice. For shareholders proposals that are not included in the meeting, the board of directors shall explain the reasons for not including them at the shareholders meeting.

Article 3 Shareholders may appoint proxies to attend each shareholders meeting by presenting the power of attorney issued by the Company and stating the scope of authorization. A shareholder may only execute one proxy form and appoint one proxy only. Such proxy form shall be received by the Company no later than five days before the date of the shareholders meeting. In case of duplicate proxy forms, the one received first shall prevail. With exception for the declaration of revocation of the previous appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person, a written notice of proxy cancellation shall be submitted to the Company no later than one day prior to the meeting date. If cancellation is made after the due date, the voting right that is exercised by the proxy attending the meeting shall prevail.

Article 4 The venue for a shareholders meeting shall be the premises of the Company or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may start no earlier than 9:00 a.m. or later than 3:00 p.m. The opinions of independent directors shall be fully considered.

Article 5 The Company shall prepare a sign-in registry for the attending shareholders or their proxies (hereinafter referred to as the shareholders) to sign in, or the attending shareholders may hand in the sign-in cards instead. The calculation of the attendance is based on the signatures on the sign-in registry or the sign-in cards.

The Company shall deliver the meeting handbook, annual report, attendance card, speech memo, voting ballot and other meeting materials to the shareholders attending the shareholders meeting; if there is an election of directors, an election ballot shall be attached. Shareholders shall attend the shareholders meeting with attendance cards, sign-in cards, or other attendance certificates. The Company shall not arbitrarily add requirements for other documents to prove the attendance certificates of shareholders. Solicitors soliciting proxy forms shall also bring identification document for verification.

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

Article 6 If a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson. When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated by the chairperson, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.

Shareholders meetings convened by the board of directors shall be chaired by the chairperson of the board in person, and attended by more than half of the directors and at least one supervisor in person, as well as by at least one member of each functional committee. Attendance shall be recorded in the minutes of the shareholders meeting.

If a shareholder meeting is convened by a party with the power to convene other than the Board of Directors, such party shall preside over the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 7 The proceedings of a shareholders meeting shall be audio or video recorded and kept for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

- Article 8 Attendance at a shareholders meeting shall be counted in terms of shares. The number of shares represented by shareholders attending the meeting shall be calculated based on the sign-in registry or sign-in cards handed in plus the number of shares whose voting rights are exercised in writing or electronically.
- The chair shall call the meeting to order at the appointed meeting time. 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 time period of no more than one hour. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Article 175, paragraph 1 of the Company Act. If, before the end of the meeting, the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting in accordance with Article 174 of the Company Act.
- Article 9 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The relevant proposals (including extraordinary motions and amendments to original proposals) shall be voted on one by one. The meeting shall proceed according to the scheduled agenda and shall not be changed without board resolution. The provisions of the preceding paragraph shall apply if the shareholders meeting is convened by a party with the power to convene other than the board of directors.
- The chair may not announce for the adjournment of the meeting before the conclusion of the proceedings of the two preceding paragraphs (including extraordinary motions) on the agenda. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a chair to continue the meeting with the consent of a majority of the votes represented by the attending shareholders in accordance with the statutory procedures. After the meeting is adjourned, shareholders cannot nominate another chairman or seek another venue for continuation of the meeting.
- The chairperson shall allow ample opportunity for explanation and discussion of the proposals and of the amendments or extraordinary motions put forward by the shareholders. When the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the end of the discussion, call for a vote, and arrange sufficient voting time.
- Article 10 Before speaking, an attending shareholder must fill out a statement slip and specify the speech; if the content of the speech is inconsistent with the statement slip, the content of the speech shall prevail.
- Except with the consent of the chair, a shareholder may not speak more than twice on the same motion, and a single speech may not exceed five minutes. However, if the shareholders speech violates the provisions of the preceding paragraph or exceeds the scope of the agenda, 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 speaking shareholder; the chair shall stop any violation.
- When a corporate shareholder appoints two or more representatives to attend a shareholders meeting, only one of them may speak on the same proposal.
- After an attending shareholder has spoken, the chair may reply in person or designate relevant personnel to respond.
- Article 11 Attendance and voting at a shareholders meeting shall be calculated based on the number of shares.
- For the resolution of the shareholders meeting, the number of shares held by shareholders without voting rights shall not be counted in the total number of issued shares.

Shareholders may not participate in the voting on matters that involve their own interests and may be detrimental to the interests of the Company, nor may they exercise voting rights on behalf of other shareholders.

The number of shares bearing no voting right is excluded from the number of shares represented by attending shareholders.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.

Article 12 Shareholders shall have one voting right for each share held, except when the shares are restricted shares or have no voting rights under Article 179 of the Company Act.

When the Company holds a shareholders 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. Shareholders casting their votes by correspondence or electronic means shall be deemed to have attended the meeting in person. However, the shareholder shall be deemed to have waived the votes on extraordinary motions and amendments to the original motions; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

Shareholders who elect to cast their votes by correspondence or electronic means shall express their intents to the Company at least 5 days before the scheduled date of the 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.

In case a shareholder who has exercised the shareholder's voting power in writing or by way of electronic transmission intends to attend the shareholders meeting in person, the shareholder shall, one day prior to the meeting date of the scheduled shareholders meeting and in the same manner previously used in exercising the shareholder's voting power, serve a separate declaration of intention to rescind the shareholder's previous declaration of intention made in exercising the voting power under the preceding Paragraph. In the absence of a timely rescission of the previous declaration of intention, the voting power exercised in writing or by way of electronic transmission shall prevail.

If the voting rights are exercised in writing or electronically and a proxy is appointed to attend the shareholders meeting, the voting rights exercised by the proxy at the meeting shall prevail.

Except as otherwise provided by the Company Act and the Companys Articles of Incorporation, passage of a motion 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 vote by 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 on the MOPS.

When there is an amendment or substitute to the same proposal, the chairperson shall determine the order of voting together with the original proposal. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel are shareholders of the Company.

The vote counting shall be conducted in public at the venue of the shareholders meeting, and the voting results shall be announced on-site and recorded.

Article 13 The election of directors at the shareholders meeting shall be held in accordance with the relevant election rules established by the Company, and the election results, including the list of elected directors and the number of votes they received, shall be announced on the spot.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signature of the scrutineers and kept in proper custody for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

- Article 14 The resolutions reached at a shareholders meeting shall be recorded in the minutes of the meeting, signed or sealed by the chairperson. The minutes shall be distributed to the shareholders within 20 days after the meeting. The production and distribution of the meeting minutes referred may be done in electronic form.
- Information on the shareholders holding less than 1,000 registered shares and the meeting minutes mentioned in the preceding paragraph may be distributed in the form of an announcement published on the website designated by the competent authority. (After the public offering) The minutes shall accurately record the year, month, day, place of the meeting, the name of the chair, the methods of resolution, the essentials of the deliberations, and the voting results (including the number of votes). The votes obtained by each candidate shall be disclosed when there is a directors election is held. The records shall be kept indefinitely during the existence of the Company.
- If the resolution is adopted by the chairperson seeking the opinions of the shareholders and the shareholders have no objection to the proposal, it should be stated as "the motions were unanimously approved by all shareholders attending the meeting without objection after the chairperson inquired their opinion"; however, when the shareholders have objection to the proposal, the method of voting and the number of voting rights for approval shall be specified and its weight ratio.
- Article 15 The number of shares acquired by a solicitor and the number of shares represented by a proxy shall be clearly disclosed at the venue of the shareholders meeting in a statistical table prepared in accordance with the prescribed format on the day of the shareholders meeting. If the resolution of the shareholders meeting constitutes material information under laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall transmit the content to the competent authorities designated website for reporting within the specified time. (After the public offering)
- Article 16 Service personnel of the Shareholders Meeting shall wear identification badges or armbands. The chair may direct the proctors or security personnel to assist in maintaining order at the meeting place.
- When proctors or security personnel help maintain order at the meeting place, they shall wear armbands or identification cards bearing the word "Proctor."
- If the meeting place is equipped with sound amplifying equipment, the chair may stop a shareholder from speaking unless he/she uses the equipment provided by the Company.
- If a shareholder violates the rules of procedure by disobeying corrections made by the chair and obstructing the progress of the meeting and failing to comply after being stopped, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.
- Article 17 When a meeting is in progress, the chair may announce a break based on time considerations. In the event of a force majeure event, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
- If the meeting venue is no longer available for further use before the completion of the agenda of the shareholders meeting (including extraordinary motions), the shareholders meeting may decide to continue the meeting at another venue.
- The shareholders meeting may adopt a resolution to postpone or continue the meeting within 5 days in accordance with Article 182 of the Company Act.
- Article 18 These Rules and Procedures shall be implemented upon the approval of the Shareholders Meeting, and the same shall apply to amendments thereto.

SolidWizard Technology Co., Ltd.

Corporate Governance Best-Practice Principles

Chapter 1 General Provisions

Article 1 In order to establish a good corporate governance system, the Company has established these Principles for compliance.

The Company is advised to establish its own Corporate Governance Best Practice Principles with reference to the relevant regulations of these Principles for an effective corporate governance framework, and disclose it on the Market Observation Post System.

Article 2 In addition to complying with the laws and regulations, the Articles of Incorporation, the contracts signed with the Taipei Exchange, and other relevant regulations, the Company shall establish the corporate governance system in accordance with the following principles:

- I. Protecting the rights and interests of shareholders.
- II. Strengthening the functions of the Board of Directors.
- III. Exercising the function of a supervisor.
- IV. Respecting the rights and interests of stakeholders.
- V. Enhancing information transparency.

Article 3 The Company shall design and implement an internal control system in accordance with the Regulations Governing Establishment of Internal Control Systems by Public Companies, taking into account the overall operational activities of the Company and its subsidiaries, and follow up for evaluation at all times. This is to cope with the changes in the environment to ensure that the design and implementation of the system continues to be effective.

In addition to self-assessment of the internal control system, the board of directors and management shall review the results of self-assessment of each department at least once a year and the audit report of the audit unit on a quarterly basis. The Audit Committee or supervisors shall also pay attention to the self-assessment and its monitoring. Directors and supervisors shall review and discuss with their internal auditors about the deficiencies in the internal control system. Records shall be kept, and follow-up and improvement measures shall be implemented, and a report shall be submitted to the board of directors. The Company shall establish communication channels and mechanisms among independent directors, the Audit Committee and the chief internal auditor, and the convener of the Audit Committee shall report the communication between the members of the Audit Committee and the chief internal auditor at the shareholders meeting.

The Companys management shall attach great importance to the internal audit unit and personnel, and give them sufficient authority to urge them to inspect and evaluate the deficiencies of the internal control system and measure the efficiency of operations to ensure the continuous and effective implementation of the system, and assist the board of directors and management to ensure implementation of its responsibilities and the corporate governance system.

The appointment, dismissal, evaluation, and remuneration of the Companys internal auditors shall be reported to the Board of Directors or the chief audit officer shall sign off for submission to the Chairman for approval.

Article 3-1 The Company shall appoint competent and appropriate corporate governance personnel in accordance with the Companys scale, business status and management needs, and designate a corporate governance officer in accordance with the regulations of the competent authority, the stock exchange or Taipei Exchange as the highest executive of corporate governance-related matters. A chief corporate governance officer shall be a qualified, practice-eligible

lawyer or accountant or have been in a managerial position for at least three years in a securities, financial, or futures related institution or a public company in handling legal compliance, internal audits, financial affairs, stock affairs, or corporate governance affairs. The corporate governance-related affairs referred to in the preceding paragraph shall at least include the following:

- I. Conducting matters related to the meetings of the Board of Directors and the Shareholders Meeting in accordance with the law.
- II. Producing the minutes of board meeting and shareholders meeting.
- III. Assisting in the inauguration and continuing education of directors and supervisors.
- IV. Providing the information required by the directors and supervisors to carry out their duties.
- V. Assisting directors and supervisors in complying with laws and regulations.
- VI. Report to the Board of Directors on whether the qualification of independent directors at the time of nomination, election, and term of office complies with relevant laws and regulations.
- VII. Matters with regard to the change of directors.
- VIII. Other matters stipulated in the Companys Articles of Incorporation or contracts.

Chapter 2 Protection of Shareholders Rights and Interests

Section 1 Encouraging Shareholders to Participate in Corporate Governance

Article 4 The Companys corporate governance system shall protect the rights and interests of shareholders and treat all shareholders fairly.

The Company shall establish a corporate governance system that ensures that shareholders have the right to know, participate in, and make decisions about the Companys material issues.

Article 5 The Company shall convene shareholders meetings in accordance with the Company Act and other relevant laws and regulations, and establish comprehensive rules and procedures for such meetings. Matters that shall be resolved by the shareholders meetings shall be properly implemented in accordance with the rules and procedures of shareholders meetings. The resolutions adopted by the shareholders meeting shall comply with the laws and regulations and the Companys Articles of Incorporation.

Article 6 The board of directors of the Company shall properly arrange the agendas and procedures for shareholders meetings, establish the principles and operating procedures for shareholders nomination of directors and supervisors and making proposals to shareholders meetings, and handle the motions proposed by shareholders according to laws and regulations; meeting shall be held at a convenient place and with sufficient time, and the board shall assign adequate and competent personnel to handle the check-in procedure; no other supporting documents shall be arbitrarily added to the list of required documents for proving the attendance of shareholders; reasonable discussion time for each topic shall be given and shareholders shall have appropriate opportunities to speak.

At the shareholders meeting convened by the board of directors, it is advisable that the chairperson of the board of directors preside over the meeting in person, and that more than half of the board of directors (including at least one independent director), the convener of the Audit Committee and at least one representative from other functional committees attend the meeting. The attendance status shall be recorded in the minutes of the shareholders meeting.

Article 7 The Company shall encourage shareholders to participate in corporate governance, and shall appoint a professional shareholder service agent to handle shareholders meeting affairs, so that shareholders meetings can be convened under the premise of legal, effective and safe conditions. The Company shall use various means and channels to fully adopt technology-based information disclosure methods by uploading the annual reports, annual financial

reports, shareholders meeting notices, meeting handbooks, and meeting supplementary materials simultaneously in Chinese and English languages, and shall adopt electronic voting. It is to increase the percentage of shareholders attending the shareholders meetings, and ensure that shareholders can exercise their shareholders rights at shareholders meetings in accordance with the law.

The Company shall refrain from raising extraordinary motions and amendments to the original proposals at the shareholders meeting.

The Company arranges for shareholders to vote on the proposals at the shareholders meeting one by one, and on the same day after the shareholders meeting, the results of shareholders approval, disapproval and abstentions will be uploaded to the Market Observation Post System (MOPS).

Article 8 The Company shall record in the minutes of the shareholders meeting in accordance with the Company Act and relevant laws and regulations on motions that the shareholders have no objection as follows: "the motions were unanimously approved by all shareholders attending the meeting without objection after the chairperson inquired their opinion." In the case of a vote on a motion that the shareholders raise objection, the voting method and voting result shall be specified. For the election of Directors and Supervisors, the balloting method and the number of voting rights received by the elected Directors and Supervisors shall be specified. The minutes of shareholders meetings shall be properly kept permanently for the duration of the Companys existence.

Article 9 The chairperson of a shareholders meeting shall fully understand and comply with the Companys Rules and Procedures of Shareholders Meetings, maintain the smooth flow of the agenda, and shall not arbitrarily announce adjournment of the meeting. To protect the rights and interests of the majority of shareholders, if the chair adjourns the meeting in violation of the rules of procedure, the other members of the board of directors may assist the attending shareholders in electing a chair to continue the meeting according to the consent of more than half of the voting rights represented by the attending shareholders in accordance with the statutory procedures.

Article X The Company shall value the shareholders' right to know and prevent insider trading. It is to ensure conformity to regulations relating to information release by providing information on the company's finance, business, insider ownership and corporate governance status to the shareholders in a timely manner through the MOPS or company website.

To treat shareholders fairly, it is advised to disclose the aforementioned information in the English language at the same time.

For the protection of the rights and interests of shareholders and ensure equal treatment of shareholders, the Company shall establish internal regulations to prohibit insiders from trading marketable securities using unpublished information on the market.

It is advisable that the regulations in the preceding paragraph shall include the control measures for the stock trading of the Companys insiders from the date of learning of the Companys financial reports or related performance contents, including (but not limited to) directors who may not trade their shares during the period that is closed for trading at thirty days and fifteen days prior to the release of the annual and quarterly financial reports, respectively.

Article 11 Shareholders have the right to share the Companys earnings. To ensure the investment rights of shareholders, the shareholders meeting may audit the statements and books prepared and issued by the board of directors and the reports of the Audit Committee or supervisors in accordance with the provisions of Article 184 of the Company Act, and resolve to distribute earnings or loss off-setting. The Shareholders Meeting may appoint auditors to perform the said audits.

In accordance with Article 245 of the Company Act, a shareholder may request the court to

designate an inspector to inspect the Companys business accounts, assets, specific matters, and specific transaction documents and records.

The Companys board, audit committee, supervisors, and managers shall fully cooperate with the audits conducted by the auditors referred to in the preceding two paragraphs and shall not evade, hinder, or reject such audits.

Article 12 The Companys acquisition or disposal of assets, lending of funds, endorsements/guarantees and other major financial and business activities shall be handled in accordance with the relevant laws and regulations, and relevant operating procedures shall be established and submitted to the shareholders meeting for approval, in order to protect the rights and interests of shareholders.

In the event of a merger, acquisition or open tender offer, the Company shall, in addition to complying with relevant laws and regulations, pay attention to the fairness and reasonableness of the merger, acquisition or open tender plan and transaction, and pay attention to information disclosure and the subsequent soundness of the Companys financial structure.

The Companys personnel handling the aforementioned matters shall be aware of conflicts of interest and recusal.

Section 2 Establishment of the Interaction Mechanism for Shareholders

Article 13 To ensure the rights and interests of shareholders, the Company has designated personnel to properly handle shareholders suggestions, questions and disputes.

If the Companys shareholders meeting or board of directors makes a decision in violation of laws and regulations or the Companys Articles of Incorporation, or its directors, supervisors, or managers violate laws or regulations or the Companys Articles of Incorporation in the performance of their duties, resulting in damage to the rights and interests of shareholders, in the event of a shareholders lawsuit against the Company acted according to the law, the Company will handle it appropriately.

The Company shall establish internal operating procedures to properly handle the matters in the preceding two paragraphs, retain written records for future reference, and incorporate them into the internal control system for control.

Article 13-1 It is the responsibility of the Companys board of directors to establish a mechanism for interacting with shareholders to enhance the mutual understanding of the Companys goals and development.

Article 13-2 In addition to communicating with shareholders through shareholders meetings and encouraging shareholders to participate in shareholders meetings, the Board of Directors of the Company has also communicated with shareholders in an efficient manner, worked with managers and independent directors to understand shareholders opinions and issues of concern, and explained the Companys policies clearly to win the support of shareholders.

Section 3 Corporate Governance Relations between the Company and its related parties

Article 14 The objectives and responsibilities of the Company and its affiliates in terms of personnel, asset, and financial management shall be clearly defined, and risk assessments shall be conducted and appropriate firewalls shall be established.

Article 15 Unless otherwise required by law, the Company's managers shall not serve as managers of affiliates.

Directors shall explain to the shareholders meeting the essential contents of their conducts for themselves or others within the scope of the Company's business, and obtain their permission.

Article 16 The Company shall establish sound management objectives and systems for finance, business, and accounting in accordance with relevant laws and regulations, and shall properly perform comprehensive risk assessments with its affiliates on major banks, customers, and suppliers, and implement necessary control to reduce credit risk.

Article 17 The Company and its affiliates or shareholders that have financial, business or trade relations shall establish written regulations governing their financial and business transactions with each other on the basis of fairness and reasonableness. Contractual items shall clearly state the price conditions and payment methods, and eliminate non-regular transactions and improper transfer of benefits .

The written regulations referred to in the preceding paragraph shall include the management procedures for purchase and sale transactions, acquisition or disposal of assets, loaning of funds, and endorsement/guarantee transactions, and relevant material transactions shall be submitted to the board of directors for approval and approval or report at the shareholders' meeting.

Article 18 The corporate shareholder with controlling power over the Company shall observe the following:

I. Have a fiduciary duty to other shareholders and not directly or indirectly cause the Company to engage in non-arm's length or other unprofitable business operations.

II. Its representatives shall observe the relevant regulations governing the exercise of rights and participation in resolutions stipulated by the Company, and at the time of shareholders meetings, exercise their voting rights in good faith and in the best interest of all shareholders, exercise their voting rights, and fulfill the directors and supervisors loyalty and duty of care.

III. The nomination of directors and supervisors shall comply with the relevant laws and regulations and the Company's Articles of Incorporation, and shall not exceed the scope of authority of the shareholders meeting and the board of directors.

IV. Shall not make improper intervention in the Company's decision-making or obstruct business activities.

V. Shall not restrict or hinder the Company's production and operation by means of unfair competition, such as monopolizing procurement or closing off sales channels.

VI. The corporate representative appointed as a director or supervisor shall meet the professional qualifications required by the Company and shall not be arbitrarily reassigned.

Article 19 The Company shall keep track of the Company's major shareholders holding a larger percentage of the Company's shares and having actual control over the Company and a list of the ultimate controllers of such major shareholders.

The Company periodically discloses information regarding the pledge, increase or decrease of the Company's shares, or other important matters that may trigger changes in shareholding by shareholders holding more than 10% of the shares issued by the Company for the supervision of other shareholders.

A major shareholder as mentioned in paragraph 1 means a shareholder with a shareholding ratio of 5% or more, or a top 10 shareholders. However, the Company may set a lower shareholding ratio based on the shareholding of the Company's actual control over the company.

Chapter 3 Strengthening the Functions of the Board of Directors

Section 1 Board Structure

Article 20 The Board of Directors of the Company shall guide the Company's strategies, supervise the management, and be accountable to the Company and shareholders. The operations and arrangements of the Company's corporate governance system shall ensure that the Board of Directors exercises its functions and powers in accordance with the laws and regulations, the Company's Articles of Incorporation, or the resolutions of the shareholders meetings.

The structure of the Company's board of directors shall be based on the scale of the company's business development and the shareholdings of major shareholders, and the need for practical operations. An appropriate number of directors shall be five or more.

Consideration shall be given to the diversity of the composition of the Board of Directors. It is advisable that no more than one-third of the Company's directors shall concurrently serve

as the Company's managers, and an appropriate diversity policy shall be formulated based on the Company's operations, business model and development needs, which may include but are not limited to the following standards for the two major aspects:

I. Basic requirements and values: gender, age, nationality, and culture.

II. Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.

Members of the Board of Directors shall generally possess the knowledge, skills, and attainments necessary for the performance of their duties. To achieve the ideal goal of corporate governance, the board of directors as a whole shall have the following capabilities:

I. Operational judgment.

II. Accounting and financial analysis ability.

III. Operation and management ability.

IV. Crisis management ability.

V. Industry knowledge.

VI. The international market view.

VII. Leadership.

VIII. Decision-making ability.

Article 21 The Company shall establish fair, impartial and open procedures for the election of directors in accordance with the principles of protecting the rights and interests of shareholders and equitable treatment of shareholders, encourage shareholder participation, and adopt the cumulative voting system in accordance with the Company Act to fully reflect the opinions of shareholders.

Unless approved by the competent authority, more than half of the directors shall not be spouses or relatives within two degrees of kinship.

If the number of directors is less than five after directors resign from office for certain reason, the Company shall hold by-election at the most recent general meeting. However, if the number of directors falls short by one third of the total number specified in the Articles of Incorporation, the Company shall convene an extraordinary general meeting for by-election within 60 days from the date of occurrence of the fact.

The total shareholding of all directors of the Company's board of directors shall comply with the laws and regulations. The restriction on the transfer of each director's shares, the creation, release, and change of the pledges of shares shall be handled in accordance with the relevant regulations, and the relevant information shall be fully disclosed.

Article 22 The Company shall specify in its Articles of Incorporation that it shall adopt the candidate nomination system for the election of directors, and carefully evaluate the qualifications of the nominees and the existence of any matters set forth in Article 30 of the Company Act, and to be handled in accordance with Article 192-1 of the Company Act.

Article 23 The authorization and responsibilities of the functional committees, the chairperson and the president shall be clearly defined by the board of directors of the company.

The responsibilities of the chairman and the president of the company shall be clearly divided.

It is not advisable that the chairman and the president or their equivalents shall be served by the same person.

The Company has established functional committees with clearly defined responsibilities.

Section 2 Independent Director System

Article 24 The Company shall appoint two or more independent directors in accordance with the Articles of Incorporation, and it is advisable that the number of independent directors shall not be less than one-third of the total number of directors. Independent directors shall not serve for more than three consecutive terms.

Independent directors shall possess professional knowledge and their shareholdings shall be

limited. In addition to complying with relevant laws and regulations, it is not advisable for independent directors to serve as directors (including independent directors) or supervisors of more than five TWSE/TPEX listed companies at the same time. Maintain independence and refrain from direct or indirect conflict of interest with the Company.

If the Company and its group enterprises and organizations and other companies and their group companies and organizations nominate the other party's directors, supervisors, or managers as independent director candidates, the Company shall disclose the information when accepting the nomination of independent director candidates, and the suitability of the independent director candidate. If elected as an independent director, the number of votes elected shall be disclosed.

The term "group enterprises and organizations" referred to above is applicable to subsidiaries, foundations to which the Company has directly or indirectly donated more than 50% of the funds, and other organizations or legal persons over which the Company has substantial control.

The identities of independent directors and non-independent directors shall not change during the term of office.

The professional qualifications, shareholding and concurrent job position restrictions, determination of independence, nomination methods, and other compliance requirements of independent directors shall be governed by the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the Taipei Exchange and shall be processed accordingly.

- Article 25 The Company shall submit to the Board of Directors for approval the following matters in accordance with the Securities and Exchange Act; and shall record in the minutes of the Board of Directors meeting any objections or qualified opinions of independent directors:
- I. Establishment or amendment of the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
 - II. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
 - III. Matters involving the interests of directors or supervisors.
 - IV. Major asset or derivative trade.
 - V. Material lending, endorsement, or provision of guarantee.
 - VI. The offering, issuance, or private placement of any equity-type securities.
 - VII. Appointment, dismissal, or remuneration to CPAs.
 - VIII. The appointment or discharge of a financial, accounting, or internal audit officer.
 - IX. Other important matters as required by the competent authority.

- Article 26 When appointing independent directors, the Company shall specify the scope of duties of independent directors and give them the relevant manpower and resources to exercise their powers. The Company or other board members shall not restrict, reject, or circumvent independent directors from performing business tasks.

The Company shall stipulate the remuneration of directors in accordance with the relevant laws and regulations. The remuneration of directors shall fully reflect the individual performance and the long-term operating performance of the Company, while taking into account the overall operational risks of the Company. The Company may set reasonable remunerations for independent directors that are different from those for general directors.

Section 3 Functional Committees

- Article 27 Aiming to improve the supervisory function and strengthen the management function, the board of directors of the Company may establish the audit, nomination, remuneration, risk management or other functional committees when necessary in consideration of the scale of

the company, nature of business, and the number of people on the board. Establish environmental protection, corporate social responsibility, or other committees based on the philosophy of corporate social responsibility and sustainable operation, and expressly state them in the Articles of Incorporation.

Functional committees shall be accountable to the board of directors, and submit proposals to the board of directors for resolution. However, if an Audit Committee is established, it shall exercise the powers of a supervisor in accordance with Article 14-4, paragraph 4 of the Securities and Exchange Act.

Functional committees shall have their organizational charter established and approved by the board of directors. The organizational charter shall include the number of committee members, term of office, functions and powers, rules of procedure, and resources to be provided by the Company when exercising their powers.

Article 28 The Company shall appoint an Audit Committee.

If an audit committee is established, it shall be composed of all independent directors. The number of the audit committee members shall not be less than three persons. One of them shall be the convener, and at least one of them shall have accounting or financial expertise. The Audit Committee and independent directors shall exercise their powers and related matters in accordance with the Securities and Exchange Act, Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the regulations of Taipei Exchange.

Article 28-1 Whistle-blowing System

The Company shall establish and announce channels for internal and external whistleblowers, as well as a whistleblower protection system; the unit that accepts whistleblowers report shall be independent, encrypt and protect the files provided by whistleblowers, appropriately restrict access rights, and establish internal operating procedures which is to be included in the management of the internal control system.

Article 29 The Company has appointed a Remuneration Committee, and it is advisable that a majority of the members of the Remuneration Committee be independent directors; the professional qualifications of the members, the exercise of powers, the establishment of the organizational charter, and related matters shall be subject to the "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange."

Article 30 To improve the quality of financial reports, the Company shall appoint a deputy for the position of the Chief Accounting Officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputys continuing education shall proceed following the schedule of the principal accounting officer.

Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.

The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the company shall faithfully implement improvement actions. It is advisable that the company establish channels and mechanisms of communication between the independent directors, the supervisor or audit committee, and the attesting CPA, and to incorporate procedures for that purpose into the companys internal control system for management purposes.

The Company shall periodically (at least once a year) refer to the AQIs (Audit Quality

Indicators) to evaluate the independence and suitability of the external auditors. If the same CPAs are not replaced for seven consecutive years or the CPAs are subject to disciplinary action or other circumstances detrimental to their independence, the Company shall assess whether it is necessary to replace CPAs and submit the evaluation results to the Board of Directors.

Article 31 The Company shall engage professional and competent lawyers to provide the Company with appropriate legal consulting services, or assist the Board of Directors, supervisors, and management in improving their legal literacy, in order to prevent the Company and related personnel from infringing laws and regulations, and to ensure that corporate governance operates under the legal framework and statutory procedures.

In the event of any litigation involving directors, supervisors, or the managements performance of business in accordance with the law, or disputes with shareholders, the Company shall hire lawyers to assist as appropriate.

The Audit Committee or its independent directors may engage lawyers, CPAs or other professionals on behalf of the Company to conduct necessary audits or provide consultations on matters related to the exercise of their powers, and the expenses shall be borne by the Company.

Section 4 Rules of Procedure for Board of Directors Meetings and Decision-Making Procedures

Article 32 The board meeting of the Company shall be convened at least once per quarter, and may be convened at any time in case of emergency. The reason for convening the Board of Directors meeting shall be specified and given to each director and supervisor seven days in advance. Sufficient meeting materials shall also be provided and a notice shall be sent at the time of the convening of the meeting. If the meeting materials are insufficient, the directors have the right to request for supplementation or postpone the meeting after resolution by the board of directors.

The Company shall establish Rules of Procedure for Board of Directors Meetings; the main agenda, operating procedures, required items in the meeting minutes, announcements, and other compliance matters shall be governed by the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 33 Directors shall maintain a high level of self-discipline and if any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another directors proxy to exercise voting rights on that matter. Directors shall also be self-disciplined and there must not be improper mutual support.

Matters requiring the recusal of directors shall be specified in the Rules of Procedure for Board Meetings.

Article 34 For any matters that are required to be submitted for a resolution by the board of directors under Article 14-3 of the Securities and Exchange Act, the independent directors shall attend the meeting in person and shall not appoint non-independent directors as proxies. If an independent director expresses an objection or qualified opinion, it shall be recorded in the minutes of the board meeting; if an independent director cannot attend the board meeting to express an objection or qualified opinion in person, unless there is a valid reason, they shall issue a written opinion in advance and record it in the minutes of the board meeting.

In addition to recording the resolutions in the Board meeting minutes under any of the following circumstances, the resolutions of the Board of Directors shall be announced and declared on the MOPS two hours before the beginning of trading hours on the next business day after the Board meeting:

- I Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- II. If the Company has established an Audit Committee, matters not approved by the Audit Committee which have been approved by more than two-thirds of all directors.

Depending on the content of the motions, the board of directors may notify the non-director managers of the relevant departments to attend the meeting to report the current business status of the company and answer the questions of the directors. If necessary, CPAs, lawyers or other professionals may also be invited to attend the meeting to help the directors understand the current situation of the company and make appropriate resolutions, but they must leave the meeting during the discussion and voting.

Article 35 The meeting personnel of the Company's Board of Directors shall faithfully record the meeting report, the summary of each proposal, the method of resolution, and the result in accordance with the relevant regulations.

The Board meeting minutes shall be signed or sealed by the chairperson and notetaker of the meeting and delivered to all Directors and Supervisors within 20 days after the meeting. The Board of Directors attendance book shall be part of the minutes and listed as an important company file. It shall be properly preserved permanently.

The production, distribution and preservation of the minutes may be made electronically.

A company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board of directors meeting, the relevant audio or video recordings shall continue to be preserved continuously, and the provisions of the preceding paragraph shall not apply.

If a board meeting is held via teleconferencing, the audio and video recordings of the meeting shall form an integral part of the meeting minutes and shall be preserved permanently.

If a resolution of the board of directors violates laws, articles of incorporation, or a resolution of a shareholders meeting and thus causes damage to the Company, the director who has objected, as evidenced by records or a written statement, shall be exempted from the liability for compensation.

Article 36 The Company shall submit the following matters to the Board for discussion:

- I. Corporate business plan.
- II. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).
- III. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.
- IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
- V. The offering, issuance, or private placement of any equity-type securities.
- VI. Management performance evaluation and remuneration standards.
- VII. The structure and system of directors remuneration.
- VIII. The appointment or discharge of a financial, accounting, or internal audit officer.
- IX. Donations to related parties or material donations to non-related parties. However, public welfare donations for emergency relief due to major natural disasters may be submitted to the next board meeting for ratification.
- X. Any matter required by Article 14-3 of the Securities and Exchange Act or any other

law, regulation, or bylaw to be approved by resolution at a shareholders meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

Other than the matters that shall be discussed by the board of directors in the preceding paragraph, when the board of directors is not in session and the board of directors authorizes the exercise of the boards powers in accordance with laws and regulations or the articles of incorporation of the company, the authorized level, contents or matters shall be specific and it shall not be a general authorization.

Article 37 The Company shall hand over the resolutions of the Board of Directors to the appropriate implementation units or personnel and request them to implement them according to the project schedules and targets. The matters shall be listed for follow up management and for review of its execution status.

The Board of Directors shall keep track of the progress of implementation and present a report at the next meeting to ensure that the operational decisions of the Board of Directors can be implemented.

Section 5 Directors' Duty of Loyalty and Responsibilities

Article 38 Members of the Board of Directors shall faithfully perform their duties and exercise the duty of care of a good administrator, and exercise their powers with a high degree of self-discipline and prudence. The execution of company businesses shall be duly acted in accordance with the resolutions of the board of directors besides conforming to the laws or matters that are required for approval by shareholder resolutions according to the articles of incorporation.

The Company shall establish the measures and procedures for the performance evaluation of the Board of Directors. In addition to the annual self-evaluation or peer evaluation of the Board of Directors and individual directors, the Company may also appoint external professional institutions or use other appropriate methods to conduct performance evaluations; the content of the Board of Directors' performance evaluation shall cover the following aspects, and considers the Company's needs to establish appropriate evaluation indicators:

- I. Degree of participation in the Company's operations.
- II. Improving the quality of the Board's decision-making.
- III. Composition and structure of the Board of Directors.
- IV. Election and continuing education of directors.
- V. Internal control.

The performance evaluation of board members (self-evaluation or peer evaluation) shall include the following aspects, with appropriate adjustments based on the Company's needs:

- I. Understanding of the Company's goals and missions.
- II. Awareness of the duties of a director.
- III. Degree of participation in the Company's operations.
- IV. Management of internal relationship and communication.
- V. Election and continuing education of directors.
- VI. Internal control.

The Company shall evaluate the performance of functional committees, including the following aspects, with appropriate adjustments based on the Company's needs:

- I. Degree of participation in the Company's operations.
- II. Understanding of the duties of the functional committee.
- III. Improving the quality of decision making by the functional committee.
- IV. Composition of the functional committee and election of its members.
- V. Internal control.

The Company should report the results of performance evaluation to the Board of Directors

- and use it as a reference for the remuneration and nomination of individual directors.
- Article 39 The Company may establish a succession plan for the management, and the board of directors periodically evaluates the development and implementation of the plan to ensure sustainable operations.
- Article 40 If a resolution of the board of directors violates laws and regulations or the Companys Articles of Incorporation, board members shall take the appropriate action as soon as possible or suspend the implementation of the resolution at the request of a shareholder holding shares for more than one year or an independent director, or at the request of the supervisor to the board of directors.
Upon discovering that there is a risk of material damage to the Company, the members of the Board of Directors shall act in accordance with the preceding paragraph and immediately report to the Audit Committee, the Independent Directors of the Audit Committee, or the Supervisors.
- Article 41 The Company shall purchase liability insurance for directors during their term of office in order to reduce and diversify the risks of material damage to the Company and shareholders caused by errors or negligence of directors for the indemnification liabilities to be assumed within the scope of business.
After purchasing or renewing liability insurance for directors, the Company shall report to the most recent board meeting on the amount insured, scope covered and insurance premiums.
- Article 42 It is advisable that Board members, when they are newly appointed or during their term of office, continue to participate in training courses in finance, risk management, sales, commerce, accounting, or law, among other topics related to corporate governance, held by the institutions designated by the Companys Guidelines for the Implementation of Continuing Education for Directors and Supervisors, and instruct employees at all levels to enhance their professional and legal knowledge.
- Chapter 4 Exercising the Functions of Supervisors
- Section 1 Functions of Supervisors
- Article 43 The Company shall establish fair, impartial and open procedures for the election of supervisors. Unless otherwise specified in the Articles of Incorporation, a cumulative voting system shall be adopted to fully reflect the opinions of shareholders.
The Company shall consider its overall operational needs and set the minimum number of seats of supervisors in accordance with the Regulations of Taipei Exchange.
The aggregate shareholding ratio of all supervisors of the Company shall comply with the laws and regulations. The restriction on the transfer of shares of each supervisor and the setup, release and change of the pledge shall be handled in accordance with the relevant regulations, and all the information shall be fully disclosed.
- Article 44 (Deleted)
- Article 45 Unless approved by the competent authority, there shall be at least one seat among supervisors or between supervisors and directors who shall not be a spouse or relative within two degrees of kinship.
The Company is advised to select appropriate supervisors with reference to the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies to strengthen the Companys risk management and financial and operational control.
Supervisors shall have a place of residence in Taiwan in order to exercise their supervisory functions in a timely manner.
- Section 2 Powers and Duties of Supervisors
- Article 46 Supervisors shall be familiar with the relevant laws and regulations, understand the rights, obligations, and responsibilities of the Company's directors, as well as the division of labor

and operation of each department, and shall attend the board meetings as non-voting attendees to supervise their operations and state opinions in a timely manner, in order to grasp or discover abnormal situation.

The Company shall clearly specify the remuneration for supervisors in the Articles of Incorporation or upon resolution of the shareholders meeting.

Article 47: Supervisors shall supervise the implementation of the Company's business and the due diligence of directors and managers, and pay attention to the implementation of the Company's internal control system in order to reduce the Company's financial crisis and business risks.

When a director engages in trading, loaning or other legal transactions with the Company for himself/herself or for another person, the supervisor shall be the representative of the Company. If an audit committee has been established, the independent directors of the audit committee shall be the representatives of the Company.

Article 48 Supervisors may investigate the business and financial status of the Company at any time, and relevant departments of the Company shall cooperate by providing books and documents required for audit, transcription, or reproduction.

When inspecting the financial and business operations of the Company, supervisors may engage lawyers or accountants to audit the same on behalf of the Company, but the Company shall inform the relevant personnel of their confidentiality obligations.

The Board of Directors or the managerial officers shall submit reports at the request of the supervisors, and may not circumvent, obstruct or reject the inspections of the supervisors for any reason.

When supervisors perform their duties, the Company shall provide the necessary assistance as required, and the reasonable expenses required shall be borne by the Company.

Article 49 The Company shall establish communication channels with its employees, shareholders, stakeholders, and supervisors for the supervisors to identify potential deficiencies in a timely manner.

When the Supervisors find abuses, they shall take appropriate measures in a timely manner to prevent the abuses from spreading, and shall report to the relevant competent authorities or units if necessary.

When independent directors, presidents, and heads of finance, accounting, R&D, and internal audit departments, or CPAs resign or are replaced, supervisors shall obtain an in-depth understanding of the reasons for the resignation.

Supervisors shall be liable for damages suffered by the Company due to negligence in their duties.

Article 50 When the Supervisors of the Company are exercising their supervisory powers separately, based on the considerations of the interests of the Company and the Shareholders as a whole, they may exchange opinions at a meeting where they deem it necessary, provided that the independent exercise of their powers by the Supervisors shall not be hindered.

Article 51 (Deleted)

Article 52 It is advisable that supervisors, when they are newly appointed or during their term of office, continue to participate in training courses in finance, risk management, sales, commerce, accounting, or law, among other topics related to corporate governance, held by the institutions designated by the Company's Guidelines for the Implementation of Continuing Education for Directors and Supervisors.

Chapter 5 Respecting the Rights and Interests of Stakeholders

Article 53 The Company shall maintain smooth communication channels with its correspondent banks and other creditors, employees, consumers, suppliers, communities or other stakeholders of the Company, and shall respect and maintain their due legal rights and interests, and a stakeholder section shall be set up on the Company's website.

When the legitimate rights and interests of stakeholders are infringed upon, the Company

shall handle such matters appropriately in the principle of good faith.

Article 54: Sufficient information shall be provided to banks and other creditors for them to make judgments and decision-making regarding the Company's operational and financial status. When their legal rights are infringed upon, the Company shall respond head-on and take a responsible attitude to ensure that creditors have appropriate means to obtain compensation.

Article 55 The Company shall establish a communication channel with employees and encourage employees to communicate directly with the management, directors, or supervisors, in order to appropriately reflect the opinions of employees on the Company's operating and financial status or major decisions involving employees' interests.

Article 56 While maintaining normal business development and maximizing the interests of shareholders, the Company shall pay attention to issues such as consumer rights, community environmental protection, and public welfare, and value the Company's social responsibilities.

Chapter 6 Enhancement of Information Transparency

Section 1 Enhanced Information Disclosure

Article 57 Information disclosure is the Company's important responsibility. The Company shall faithfully perform its obligations in accordance with the relevant laws and regulations and the requirements of Taipei Exchange.

The Company shall announce and report the annual financial report within two months after the end of the fiscal year, and announce and report the financial report for the first, second, and third quarters and the operating status of each month before the prescribed deadline.

The Company shall establish an online information disclosure system, designate dedicated personnel to collect and disclose company information, and establish a spokesperson system to ensure that information that may affect the decision-making of shareholders and stakeholders can be disclosed in a timely manner.

Article 58 In order to improve the accuracy and timeliness of the disclosure of material information, the Company shall select a spokesperson who has a thorough understanding of the Company's financial and business aspects, or who can coordinate various departments to provide relevant information, and who can speak on behalf of the Company independently and acting as spokesperson.

The Company shall have more than one acting spokesperson, and any of the acting spokespersons shall be able to speak on their own when the spokesperson is unable to perform their duties. However, the order of acting spokespersons shall be confirmed to avoid confusion.

For the purpose of implementing the spokesperson system, the Company shall stipulate a unified speaking procedure, and require the management and employees to keep confidential financial and business secrets and shall not distribute information arbitrarily.

In case of any change of the spokesperson or acting spokespersons, the Company shall disclose the information immediately.

Article 59 The Company shall make use of the convenience of the internet to set up a website to create information related to the Company's finance, business and corporate governance for the reference of shareholders and stakeholders, and may provide English versions as required by the actual situation on the financial, corporate governance, or other relevant information.

The website referred to in the preceding paragraph shall be maintained by dedicated personnel, and the information provided shall be detailed, accurate and updated in a timely manner to avoid misleading.

Article 60 The Company shall hold investor conferences in accordance with the requirements set forth by Taipei Exchange, and shall preserve such meetings as audio or video recordings. The financial and business information provided at the investor conference shall be uploaded to

the Market Observation Post System (MOPS) and made available on the Company's website or other appropriate channels in accordance with the requirements set forth by Taipei Exchange.

Section 2 Disclosure of Corporate Governance Information

Article 61 The Company's website shall set up a dedicated section to disclose the following corporate governance-related information and update it continuously:

I. Board of Directors: Biographies and responsibilities of the members of the Board of Directors, and the diversity policy of the Board of Directors and its implementation.

II. Functional committees: Biographies of the members of each functional committee and their responsibilities.

III. Corporate governance-related regulations: such as the Company's Articles of Incorporation, Rules of Procedure for Board of Directors Meetings, and functional committee organizational regulations.

IV. Important information related to corporate governance, such as the appointment of a corporate governance officer.

Chapter 7 Supplementary Provisions

Article 62 The Company shall keep track of the development of domestic and international corporate governance systems, and review and improve the corporate governance system established by the Company in order to enhance the effectiveness of corporate governance.

SolidWizard Technology Co., Ltd.

Shareholdings of All Directors

- I. As of April 1, 2024 to May 30, 2024, the date for suspension of transfer for the general shareholders meeting, the Company's paid-in capital was NTD 282,107,100, and the total number of issued shares was 28,210,710 shares.
- II. According to Article 26 of the Securities and Exchange Act, all directors shall hold a minimum of 3,385,285 shares.
- III. The Company has established an audit committee in accordance with the law, so the requirement that supervisors shall not hold less than a certain percentage of shares is not applicable.

Job Title	Name	Date elected	Number of shares currently held	
			Number of shares	Shareholding ratio
Chairman	Chien-Hsing Lee	2021.07.15	3,374,214	11.96%
Director	Tai-Yuan Hsu	2021.07.15	2,367,753	8.39%
Independent Director	Yu-Chun Chu	2021.07.15	0	0.00%
Independent Director	Tsung-Hsien, Liao	2021.07.15	0	0.00%
Independent Director	Shun-Fa Chen	2021.07.15	0	0.00%
Total of all directors			5,741,967	20.35%

Appendix 5

Remuneration to employees and directors

According to the Financial Supervisory Commissions March 30, 2007 Letter No. Jin-Guan-Zheng-Li-Zi 0960013218, the following information shall be disclosed regarding employee bonuses and directors remuneration:

I. The Companys Board of Directors resolved on March 8, 2024 that the proposed amount of remuneration to employees and directors is as follows:

Unit: NTD

Distribution item	Amount for distribution proposed by the Board of Directors
Remuneration to employees	5,513,015
Remuneration to directors	0

II. What is the difference between the amount of remuneration to employees and directors proposed by the board of directors and the estimated amount in the previous year? The reasons and treatments are as follows: No difference.