

Otsuka Information Technology Corp.

2025 Annual Shareholders' Meeting

Meeting Agenda

(In case of any discrepancy between the Chinese and English versions,
the Chinese version shall prevail.)

Manner of Meeting: Physical Shareholders' Meeting

Time: May 23 (FRI) 2025 at 9: 00 a.m.

Place: 26F, No. 68, Sec. 2, Xianmin Blvd., Banqiao Dist., New Taipei City

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Otsuka Information Technology Corp.

2025 Annual Shareholders' Meeting Procedure

I. Commencement of Meeting

II. Chairman's Statement

III. Report Items

IV. Matters for Ratification

V. Matters for Discussion

VI. Matters for Election

VII. Other Matters

VIII. Extempore Motion

IX. Adjournment

Otsuka Information Technology Corp.

2025 Annual Shareholders' Meeting Agenda

Manner: Physical Shareholder Meeting

Time: May 23 (FRI) 2025 at 9: 00 a.m.

Place: 26F, No. 68, Sec. 2, Xianmin Blvd., Banqiao Dist., New Taipei City

Attendees: All shareholders and representatives of the shares

Chairman: Chairman Hironobu Tsurumi

I. Commencement of Meeting

II. Chairman's Statement

III. Report Items:

- (I) 2024 Business Report.
- (II) 2024 Audit Committee's Review Report.
- (III) 2024 Employee Bonus Stock and Directors' Bonus Stock Allocation Plans.
- (IV) 2024 Report of Retained Earnings Allocation through Cash Dividend.

IV. Matters for Ratification:

- (I) 2024 Business Report and Consolidated Financial Statements
- (II) 2024 Earning Distribution Table.

V. Matters for Discussion:

- (I) Amendment of the Corporation's Articles of Incorporation.

VI. Matters for Election:

- (I) Re-election of Directors.

VII. Other Matters:

- (I) Contents of Proposal on removing Non-Competing Limitations for the candidates of the Corporation's new directors.

VIII. Extempore Motion:

IX. Adjournment

Report Items:

Proposal 1: 2024 Business Report. For your review.

Explanation: 2024 Business Report, attached in the Meeting Agenda pages 7~11,【Attachment 1】.

Proposal 2: 2024 Audit Committee's Review Report. For your review.

Explanation: 2024 Audit Committee's Review Report, attached in the Meeting Agenda page 12, 【Attachment 2】.

Proposal 3: 2024 Employee Compensation and Directors' Compensation Allocation Plans. For your review.

Explanation: I. In accordance with Article 25 of the Corporation's Article of Incorporation, if there is a profit in the final accounts of the Corporation, a proportion no lower than 5 percent shall be reserved as employee's bonus stock, distributed in stock or cash as resolved by the Board; the Corporation shall, based on the aforementioned values of profit, reserve a proportion no lower than 3 percent as the directors' bonus stock as resolved by the Board.

II. Taking into consideration the Corporation's current operation scale and profitability status, the Corporation's Remuneration Committee and the Board have resolved the total amount of distributable for employees' compensation in 2024 will be NTD 14,783,944, distributed in the form of cash. The total amount of distributable for directors is NTD 4,435,183.

Proposal 4: 2024 Report of Retained Earnings Allocation through Cash Dividend. For your review.

Explanation: I. In accordance with Article 25 of the Corporation's Article of Incorporation and pursuant to Article 240, paragraph 5 of the Company Act, the Corporation authorize the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

II. Board of the Directors of the Corporation has resolved the distribution of shareholders' dividend at NTD 153,873,000 through cash dividend, with NTD 9 distributed for per share held. The cash dividends will be distributed to each shareholder based on shareholding percentages and be rounded down to the nearest dollar. The total number of odd shares for less than NTD 1 is transferred to other revenue of the Corporation.

Matters for Ratification:

Proposal 1: 2024 business report and financial statement. For your adoption. (Proposed by the board)

- Explanation: I. The Corporation's 2024 parent-only financial statement and consolidated financial statement are audited by independent certified public accountants Mr. Fu, Hung Wen and Mr. Horng, Shyh Gang of KPMG, with unqualified opinion audit report offered. The aforementioned financial statements along with the business report shall be submitted to the audit committee for audit and resolved by the Corporation's Board of Directors.
- II. 2024 business report, attached in the Meeting Agenda pages 7~11, **【Attachment 1】** KPMG audit report and financial statement, attached in the Meeting Agenda pages 13~28, **【Attachment 3】** .
- III. For your adoption.

Resolution:

Proposal 2: 2024 Earning Distribution Table, for your adoption. (Proposed by the Board)

- Explanation: I. The Corporation's appropriation of the 2024 earnings is resolved by the Corporation's Board. Earnings Distribution Table, attached in the Meeting Agenda, page 29, **【Attachment 4】** .
- II. For your adoption.

Resolution:

Matters for Discussion:

Proposal 1: Amendment of the Corporation's "Articles of Incorporation". For your discussion (Proposed by the Board)

- Explanation: I. It is proposed that partial amendments be made to the articles according to per Letter No. Financial-Supervisory-Securities-Corporate-11303854422 of the Financial Supervisory Commission.
- II. The amended "Procedures for Election of Directors" and comparison table for the "Articles of Incorporation" before and after amendment are attached in the Meeting Agenda, page 30, **【Attachment 5】** .
- III. For your voting.

Resolution:

Matters for Election:

Proposal 1: Re-election of Directors. For your election (Proposed by the Board)

- Explanation: I. Following the expiration of terms for current directors on June 20, 2025, it is proposed to perform re-election of directors in this regular shareholders' meeting.
- II. The Corporation therefore shall, according to the Corporation's Articles of Incorporation, conduct a re-election for its 10 directors (incl. 3 independent directors). The new directors will take office immediately after they have been elected for a term of three years from May 23, 2025 to May 22, 2028. The directors are entitled to re-election.
- III. In accordance with Article 17 of the Corporation's Articles of Incorporation, the election adopts a nomination system. The list of candidates is approved in the Board of Directors meeting on the February 26 2025. The list of candidates is attached in the Meeting Agenda, page 31~32, **【Attachment 6】**.
- IV. This election is held pursuant to the Corporation's "Procedures for Election of Directors", attached in the Meeting Agenda, page 44~45, **【Appendix 3】**.
- V. For your election.

Election Result:

Other Matters:

Proposal 1: Contents of proposal on removing Non-Competing Limitations for the Corporation's new directors. For your discussion. (Proposed by the Board)

- Explanation: I. Handled in accordance with 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 Corporation's business, shall explain during the shareholders' meeting the essential contents of such an act and secure its approval."
- II. Where a Corporation's director has investments or operations or serves as a director in a company within the same or similar scope of business to the Corporation, under the premise of causing no damage to the Corporation's interest, the director shall submit a proposal for removing the non-competing limitations to the new directors and representatives appointed by the corporate directors for approval during the shareholders' meeting as regulated in Article 209 of the Company Act.
- III. Contents of removing Non-Competing Limitations on the Corporation's new

directors and representatives appointed by the corporate directors, attached in the Meeting Agenda, page 33, 【Attachment 7】.

IV. For your voting.

Resolution:

Extempore Motions:

Adjournment

【Attachment 1】 2024 Business Report

I. 2024 Business Report

(I) Implementation Results of Business Plans

As a leading professional manufacturer in computer graphics software systems, the Corporation has been dedicated to assisting clients in integration of all 3D computer graphics software systems, providing middle-to-high level CAX/CAM software application solutions and technical consultation to our client. For recent years, we never stop expanding new high-level application opportunities and developing agency opportunities for diversified products, meanwhile assisting clients in incorporating all production node information management, integrating data system and introducing mixed reality and mobile data. rapidly increasing client's design and integration competitiveness, providing services related to protection of important information of design, research and development, etc., as well as integration application of information security systems, and becoming the best business partner for client's digital transformation. As a result, with the injection of revenue brought by groups of high-quality clients, operating income and profit in 2024 could still maintain a satisfactory performance.

1. The Corporation's Operation results and sales condition of primary products are shown in the table below:

(1) Operation result comparison:

The Corporation's 2024 operating revenue is NTD 2,103,181 thousand, which increased by NTD 412,013 thousand, 24.36% from last year; operating margin is NTD 625,527 thousand, which increased by 67,210 thousand, 12.04% from last year, and net income is NTD 221,887 thousand, which increased by 23,166 thousand, 11.66% from last year.

Otsuka Consolidated Financial Statement

Unit: NTD thousands

Year	2023		2024		Gain/Loss	
	Amount	%	Amount	%	Amount	%
Operating Revenue	1,691,168	100.00	2,103,181	100.00	412,013	24.36
Gross Profit	558,317	33.01	625,527	29.74	67,210	12.04
Operating Expenses	321,150	18.99	353,430	16.80	32,280	10.05
Operating Income	237,167	14.02	272,097	12.94	34,930	14.73
Income before Tax	242,647	14.35	278,357	13.24	35,710	14.72
Net Income	198,721	11.75	221,887	10.55	23,166	11.66

(2) Financial Receipts and Expenditure (Structure) and Profitability Analysis

Item				2023	2024	Difference
Financial Structure	Debt to Assets Ratio			27.18%	37.20%	10.02%
	Long-term Funds to Fixed Assets Ratio			3,186.63%	2,952.59%	-234.04%
Debt Paying Ability	Current Ratio			368.89%	254.59%	-114.30%
	Quick Ratio			304.78%	191.78%	-113.00%
Profitability	Return on Assets (%)			16.78%	15.63%	-1.15%
	Shareholders' Return on Equity (%)			22.65%	23.17%	0.52%
	Profit before Tax to Capital Stock (%)	Operating Profit		138.72%	162.81%	20.43%
		Net Profit Before Tax		141.92%	10.55%	20.89%
	Net Profit Ratio (%)			11.75%	10.55%	-1.20%
	Earnings per Share(NTD)			10.65	12.98	1.36

(3) Conditions of Research and Development

The Corporation's R&D expense and proportion to each year's operating net operating revenue in the recent three years are shown in the following table:

Unit: NTD thousands ; %

Item and Year	2022	2023	2024
R&D Expense(A)	7,478	15,649	35,372
Net Operating Revenue(B)	1,556,029	1,691,168	2,103,181
(A)/(B)	0.48%	0.93%	1.68%

In 2024, the Corporation has completed its R&D of license tools for secondary development, allowing clients to perform license and verification through their member accounts, and furthermore develop a more diverse CAD software and PDM system extension on an ongoing basis in their secondary development and researches thereof. Besides, the high-end CAD system value-added software, developed by the Corporation, and introduction of agency of digital productivity tool served as leads to clients in the digital transformation and furthermore boosted the clients' 3D design performance. On the other hand, the Corporation engages in development integration of its internal system, encompassing systemized internal process to enhance overall operation performance, with an aim to provide a more comprehensive service to clients.

II. 2025 Business Plan Abstract:

(I) Guideline for management

1. Maintaining long-term relationships with clients, and trailblazing new business opportunities:

The Corporation is entering its 29th year on the management of Taiwanese computer-aided design software market, being a long-term and reliable cooperation partner of clients. This year, the Corporation will continue its optimization for client purchases by reviewing and exploring new requirements by key accounts and continued strengthening of repurchase coverage through approaches including BigData analysis and systematic management of target client solutions. Furthermore, the Corporation will continue to expand its client base for simulation analysis and thermal characteristic measurement products and services. Technical team of the Corporation not only provides professional services to existing clients but also explores new business opportunities, setting our brand apart from competitors. By leveraging client opportunities and the team's market expansion capabilities, and integrating internal technical R&D with external client needs, the Corporation believes that it may enter a new chapter with comprehensive growth.

2. Providing complete product line technical integration

(1) The Corporation has the dealership for the middle and high level CAX/CAM product line, including manufacturing, construction and Autodesk Media & Entertainment (M&E), and has established a complete technical incubation and service team under the design and manufacturing of complete solutions for tools and applications used in full process. Also, the Corporation has experiences in introductions of all types of projects and has accumulated rich technical consultation and system planning experiences; therefore, with the support from complete product line planning, we will provide more effective solutions to clients for their satisfaction.

(2) The advanced level 3D graphic software, for which the Corporation serves as agent, is the system with extraordinarily extensive use among Taiwanese computer manufacturers, and the industries related to mechanical equipment and vehicles, etc., containing powerful features of strong advanced surface design, structural static analysis, and intuitional modeling, etc. Moreover, it is equipped with the kit of application programs with excellent integration, built-in computer-assisted design, engineering and manufacturing toolkits, which provide clients with such supreme features of more flexible software configuration, etc. In addition, in 2023, our

subsidiary also established the thermal properties measurement laboratory, which can measure the electronic components including LED, Logic IC, etc. We expanded our service level in heat dissipation and heat flow analysis of original software on agency. Our clients included those covering industries such as chip and IC design, thermal modules, power suppliers, industrial computers, LED, batteries, etc. In 2024, the Corporation further established a power cycling measurement lab, enabling the Corporation to assist clients in conducting lifespan and performance testing for power modules. Such establishment allows our semiconductor clients to gain deeper insights into their products and receive greater support through our services.

(3)The Institute for Information Industry suggests that decentralization and OMO (online merge offline) application development will be more diversified, such as application related to metaverse, mixed reality, digital transformation and internal productivity tools, etc. The Corporation will develop a diversity of brands to maintain the service capability. We continue to provide domestic clients CAD software integration with diverse application, information security protection, virtual reality and augmented reality market expansion, and by integrating the development technology of computer graphics, computer simulation, artificial intelligence, sensing, display and network parallel processing, we provide clients with computer technology-assisted high-tech simulation systems and internal management paperless process consultant introduction, making our way forward versatile.

3. Integration of the internal management process:

With the trend of digitization, the Corporation's management process shall be more effective and equipped with data analysis capabilities. In 2024, the Corporation imported ISO 27001 and proceeded with integration of CRM to combine the client contract management, online consultation service and sales provided to clients, furthermore assisting business units, technical units, and central supervisors accountable to have instant grasp on condition of clients case by case, service progress, business performance, etc., In 2024, after each system across the Strait is connected in series, better services can be provided to clients, so that the company's operation information process can be smoother with more operation benefits.

4. Promotion of Corporate Sustainable Development:

In 2024, the Corporation built its corporate sustainable development taskforce to promote corporate sustainability initiatives of various aspects such as ESG coverage of environmental sustainability, employee care and partnership maintenance. Achievements in 2024 include the finalization of the Corporation's first Sustainability Report surrounding the motto "achieving sustainability with trust, and showing warmth with people". The Corporation anticipates itself to realize its long-term sustainable development goals in the future on an ongoing basis.

(II) Expected sales amount and its accordance

On basis of the changes to domestic and overseas circumstances and industry development trend, a 5% growth in sales of the Corporation in 2025 is expected.

(III) Important selling and promotion strategies

1. Completely build the client's contract information, deliver business opportunities, and actively enhance organizational response and service network efficiency, make use of business opportunities and contract management to grasp new and old clients' demand timing for prompt statements.

2. The Market Intelligence & Consulting Institute of the Institute for Information Industry pointed that in 2023, the IT investment structure of businesses, the manufacturing industry and the construction industry in Taiwan represented software and hardware in the same level, and even software surpassing hardware. It suggested that a structural twist had happened to domestic businesses' thinking about investment in traditional hardware-focused IT, especially rise of investment in ESG, cloud, and AI. Therefore, we actively cultivate professional technical support consultants to provide a complete and integrated sales model and client service, to cultivate management trainees, to pass on

the Corporation's technical ability, and furthermore enhance the Corporation's competitiveness in sustainable development.

- 3.Import ISO 27001 with verification completed, establish confidentiality of information security management systems, and increase the protection mechanism of the company and clients in order to reduce losses from actual information divulgement in the future.
- 4.In the future, the software industry's challenge is how to use software tools to drive the enterprises to carry out digital transformation. Therefore, our business department continues to promote development based on the needs of large target clients, and actively keeps abreast of the pulse and development of products from the original manufacturers, performing a more active and effective business drive through more comprehensive product services for implementation of digital transformation Furthermore, we will maintain a concrete introduction of our product lines with value-adding synergy and increase width and depth of product lines.

(IV) Future development strategies

- 1.Provide integrated business systems via professional service.

The manufacturing industry puts emphasis on quick response, flexible and highly-automation. Under the influence of that trend, we must improve manufacturing process efficiency and operation modes, and enhance added value of products for maintaining competitiveness. The Corporation, by cooperating with complete and diverse solutions platforms, will keep abreast with clients to jointly cope with each challenge in technical development, assist clients with innovating product research, development, and product launch efficiency, actively cultivating certified engineers, performs Total Solution services to drive sales as the significant management strategy and establishes a close and reciprocal partnership to make a win-win situation among the Corporation, manufacturers and sales force.

- 2.Utilize business opportunities for grasp of prompt development, expand new product business, assisted with connection of internal data systems, take a complete hold of old clients' demands, develop business opportunities of new clients, and continuously enlarge the sales market.

- 3.Future R&D orientation:

- (1)Expanding the license management tool for secondary development (OITC Desktop APP) to manage license verification for all secondary development tools, plus integration with the membership platform to regularly provide clients with the latest service updates and technical information.
- (2)Extending the functionality of the new version of HyperPDM to meet client needs while enhancing the overall electronic cabinet file transfer architecture and software display interface. Furthermore, the Corporation intends to analyze the existing functions of the HyperPDM system and develop new features under the new web architecture. For CAD software integration, the Corporation intends to expand its development plan to achieve integrated application of engineering drawings and 3D model views.
- (3)Integrated application development for Cloud-Based AI Services. Using cloud service and AI-developed API, cloud applications and system integration are empowered capability of innovation with enhanced efficiency of information transformation, and unique Cloud-Based AI solutions may therefore be created.

(V) Effects of the external competitive environment, laws & regulations and overall operating environment

- 1.Effects of the external competitive environment

III's MIS report indicates that, to realize the future vision of digitization in the area of digital development, Taiwan shall emphasize on the facilitation of data-driven innovative applications. With data as the core of digital economy, the authority shall encourage corporate innovations utilizing technologies of BigData and AI. Therefore, in respect of data collection, the Corporation also introduces the mobile data collection project to provide highly-automation data management service by having the automated AI software service manage important but cumbersome data collection and summarization process, and with that

service, clients can enter the data analysis and application stage for businesses to gain profit only by using the modularized operation interface. On that account, we increase clients' dependence on technical services, and segment market positioning and competition edges from fellow traders.

2. Effects of laws and regulations

The recent changes to important regulations home and abroad highlight the increasingly stern regulations relating to ESG and net zero carbon emission by the government. Furthermore, in addition, the III report indicates growth of net zero engagement by Taiwanese electronics and information technology industries in 2024 compared with that in 2023. Hence, the Corporation will pay constant attention and propose a revision on relevant internal procedures and measurements, promptly discussing with accountants and counselling agencies, when necessary, in order to minimize the potential impacts.

3. Effects of the overall operating environment

In accordance with S&P Global forecast, the economic growth rate will be 2.51% in 2025 globally. When faced with domestic and overseas economic environment changes, the Corporation will strive to facilitate technical integration, quality and R&D of technology to raise client satisfaction and profitability.

(VI) Prospects

According to the latest prediction as announced by CHINA-HUA Institution for Economic Research in January 2025, the domestic economy growth rate in 2025 is 3.22%. The Corporation, as the CAD/CAM leader in the Taiwanese market, adheres to the business spirit of sustainable service, converging its technologies and BD capabilities whilst combining its diverse products and client requirements under its grand view of “cohesion and fusion for a new chapter” to stride towards the goal of entering a new chapter for corporate development, with a view to ensure the sustainable growth and development of Otsuka Information.

We would like to show our appreciation to the endeavors by our employees in the previous year and the support and trust for a long period of time, which contributed the stable growth in the Corporation's profit in 2024. Since founded, Our management team will continue to cultivate technical capability and operation efficiency for making full efforts in improving professional service, and strengthening long-term competitiveness, expecting to continuously create higher values for all shareholders with the support of every shareholder and director as well as the efforts by our staff. As for the distribution of the 2024 retained earnings, all are pursuant to the Corporation's long-term and stable dividend policies, and we anticipate creating a rosier business prospect for our clients and all shareholders.

Chairman: Hironobu Tsurumi

General Manager: GUO, Yi Long

Manager of Accounting: LIN, Chih Ming

【Attachment 2】 Audit Committee's Review Report

Otsuka Information Technology Corp. Audit Committee's Review Report

Approved

The Board of Directors hereby submits tabulations of the Corporation's 2024 separate financial statement and consolidated financial statement and business report and earnings distribution audited and attested by independent certified public accountants Mr. Fu, Hung Wen and Mr. Horng, Shyh Gang of KPMG. All tabulations have been reviewed by the Audit Committee and all are produced in compliance with the relevant laws, according to the Securities and Exchange Act and the Company Act, we hereby submit this report. For your approval.

Hereby presented to

The Corporation's 2025 Annual Shareholders' Meeting

Audit Committee's Convener : LIN, Hui Fen

February 26th, 2025

【Attachment 3】 Audit Report of Independent Accountants and 2024 Consolidated Financial Statements



安侯建業聯合會計師事務所

KPMG

台北市110615信義路5段7號68樓(台北101大樓)
68F., TAIPEI 101 TOWER, No. 7, Sec. 5,
Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

電話 Tel	+ 886 2 8101 6666
傳真 Fax	+ 886 2 8101 6667
網址 Web	kpmg.com/tw

Independent Auditors' Report

To the Board of Directors of OTSUKA INFORMATION TECHNOLOGY CORP.:

Opinion

We have audited the consolidated financial statements of OTSUKA INFORMATION TECHNOLOGY CORP. and its subsidiaries (“the Group”), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2024 and 2023 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), interpretation as well as related guidance endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of 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 Accountant 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our professional judgments, key audit matters to be communicated in the independent auditors’ report are listed below:

1. Evaluation of inventories

Please refer to note 4(h) for the accounting policy for “Inventories”, note 5 for “Significant accounting assumptions and judgments, and major sources of estimation uncertainty”, and note 6(d) for the details and related expenses for “Inventories” of the consolidated financial statements.



Description of key audit matter:

The Group's inventories are measured at the lower of cost and net realizable value. Due to the rapid transformation of technology, the products may be out of date in the market, and there is a risk that the cost of the inventory would be higher than its net realizable value. The condition of inventories to be sold will influence the result of evaluation, so consistent attention are required. In addition, the inventories are the significant account in the consolidated financial statement. Therefore, evaluation of inventories is one of the key audit matters for our audit.

How the matter was addressed in our audit:

Our principal audit procedures included: understanding the policies of evaluating the allowance and obsolescence of the inventories of the Group and inspecting whether existing inventory policies are applied; sampling the individual inventory items and examining the sources of the net realizable value of the samples to access whether the net realizable value are reasonable; examining the accuracy of aging of inventories by sampling and analyzing the changes of the aging of inventories; inspecting the reasonableness for allowance provided on inventory valuation in the past and compare it to the current year to ensure that the measurements and assumptions are appropriate.

Other Matter

Otsuka Information Technology Corp. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability 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.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



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

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. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period 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.

The engagement partners on the audit resulting in this independent auditors' report are HUNG-WEN FU and SHYH-GANG HORNG.

KPMG

Taipei, Taiwan (Republic of China)
February 26, 2025

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
OTSUKA INFORMATION TECHNOLOGY CORP. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Assets					
Current assets:					
1100	Cash and cash equivalents (note 6(a))	\$ 662,396	41	598,019	48
1170	Notes and accounts receivable, net (including related-parties) (notes 6(c), (p) and 7)	389,320	24	283,408	22
1300	Inventories (note 6(d))	337,715	21	176,621	14
1410	Other current assets (note 6(e))	8,162	1	9,273	1
	Total current assets	1,397,593	87	1,067,321	85
Non-current assets:					
1535	Financial assets at amortized cost—non-current (note 6(b))	30,000	2	30,000	3
1600	Property, plant and equipment (notes 6(f) and (m))	33,992	2	28,615	2
1755	Right-of-use assets (note 6(g))	47,540	3	54,877	4
1780	Intangible assets (notes 6(h) and (m))	31,632	2	36,034	3
1930	Long-term notes and accounts receivable, net (notes 6(c) and (p))	19,052	1	3,097	-
1990	Other non-current assets (notes 6(a), (k), (l) and 8)	38,235	3	32,338	3
	Total non-current assets	200,451	13	184,961	15
Equity attributable to owners of parent:					
	Ordinary shares (note 6(n))	170,970	11	170,970	14
	Capital surplus (note 6(n))	68,813	4	68,813	5
	Legal reserve (note 6(n))	161,192	10	141,217	11
	Special reserve (note 6(n))	10,781	1	8,390	1
	Unappropriated retained earnings (note 6(n))	598,299	37	533,244	43
	Exchange differences on translation of foreign financial statements	(6,410)	-	(10,781)	(1)
	Total equity attributable to owners of parent:	1,003,645	63	911,853	73
	Total equity	1,003,645	63	911,853	73
	Total liabilities and equity	\$ 1,598,044	100	1,252,282	100

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
OTSKA INFORMATION TECHNOLOGY CORP. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(p) and 7)	\$ 2,103,181	100	1,691,168	100
5000	Operating costs (note 6(d))	1,477,654	70	1,132,851	67
	Gross profit	<u>625,527</u>	<u>30</u>	<u>558,317</u>	<u>33</u>
	Operating expenses: (notes 6(c), (e), (j), (k), (q) and 12)				
6100	Selling expenses	264,097	13	255,465	15
6200	Administrative expenses	53,487	2	50,836	3
6300	Research and development expenses	35,372	2	15,649	1
6450	Expected credit loss (reversal of expected credit loss)	474	-	(800)	-
	Total operating expenses	<u>353,430</u>	<u>17</u>	<u>321,150</u>	<u>19</u>
	Net operating income	<u>272,097</u>	<u>13</u>	<u>237,167</u>	<u>14</u>
	Non-operating income and expenses:				
7100	Interest income	4,992	-	4,812	-
7020	Other gains and losses (note 6(r))	2,290	-	1,550	-
7510	Interest expense (notes 6(j) and (r))	(1,022)	-	(882)	-
	Total non-operating income and expenses	<u>6,260</u>	<u>-</u>	<u>5,480</u>	<u>-</u>
	Profit before tax	278,357	13	242,647	14
7950	Less: Income tax expenses (note 6(l))	<u>56,470</u>	<u>2</u>	<u>43,926</u>	<u>2</u>
	Profit	<u>221,887</u>	<u>11</u>	<u>198,721</u>	<u>12</u>
8300	Other comprehensive income:				
8310	Items that will not be reclassified to profit or loss				
8311	Remeasurement of defined benefit plans (note 6(k))	2,310	-	1,030	-
8349	Less: Income tax related to items that will not be reclassified to profit or loss	-	-	-	-
		<u>2,310</u>	<u>-</u>	<u>1,030</u>	<u>-</u>
8360	Items that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	5,464	-	(2,988)	-
8399	Income tax related to items that will be reclassified to profit or loss (note 6(l))	(1,093)	-	597	-
		<u>4,371</u>	<u>-</u>	<u>(2,391)</u>	<u>-</u>
8300	Other comprehensive income	<u>6,681</u>	<u>-</u>	<u>(1,361)</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 228,568</u>	<u>11</u>	<u>197,360</u>	<u>12</u>
	Earnings per share (NT dollars) (note 6(o))				
9750	Basic earnings per share	<u>\$ 12.98</u>		<u>11.62</u>	
9850	Diluted earnings per share	<u>\$ 12.90</u>		<u>11.55</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
OTSUKA INFORMATION TECHNOLOGY CORP. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent					Exchange differences on translation of foreign financial statements	Total equity
	Retained earnings				Unappropriated retained earnings		
	Ordinary shares	Capital surplus	Legal reserve	Special reserve			
Balance on January 1, 2023	\$ 170,970	68,813	123,003	10,262	478,062	(8,390)	842,720
Profit	-	-	-	-	198,721	-	198,721
Other comprehensive income	-	-	-	-	1,030	(2,391)	(1,361)
Total comprehensive income	-	-	-	-	199,751	(2,391)	197,360
Appropriation and distribution of retained earnings:							
Legal reserve	-	-	18,214	-	(18,214)	-	-
Special reserve	-	-	-	(1,872)	1,872	-	-
Cash dividends of ordinary share	-	-	-	-	(128,227)	-	(128,227)
Balance on December 31, 2023	170,970	68,813	141,217	8,390	533,244	(10,781)	911,853
Profit	-	-	-	-	221,887	-	221,887
Other comprehensive income	-	-	-	-	2,310	4,371	6,681
Total comprehensive income	-	-	-	-	224,197	4,371	228,568
Appropriation and distribution of retained earnings:							
Legal reserve	-	-	19,975	-	(19,975)	-	-
Special reserve	-	-	-	2,391	(2,391)	-	-
Cash dividends of ordinary share	-	-	-	-	(136,776)	-	(136,776)
Balance on December 31, 2024	\$ 170,970	68,813	161,192	10,781	598,299	(6,410)	1,003,645

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
OTSUKA INFORMATION TECHNOLOGY CORP. AND SUBSIDIARIES

Consolidated Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Cash flows from (used in) operating activities:		
Profit before tax	\$ 278,357	242,647
Adjustments:		
Adjustments to reconcile profit:		
Depreciation and amortization	28,503	23,296
Losses related to inventories	198	939
Expected credit loss (reversal of expected credit loss)	474	(800)
Interest income	(4,992)	(4,812)
Interest expense	1,022	882
Losses on disposal and retirement of property, plant and equipment	378	53
Others	287	42
Total adjustments to reconcile profit	<u>25,870</u>	<u>19,600</u>
Changes in operating assets and liabilities:		
Notes and accounts receivable (including related parties)	(122,575)	17,173
Inventories	(161,672)	(16,907)
Other current assets	2,215	(7,767)
Other financial assets	500	-
Accounts payable	245,088	7,120
Salaries payable	6,016	2,718
Other payables	(1,272)	3,458
Other current liabilities	620	1,195
Others	(2,179)	(1,989)
Total adjustments	<u>(7,389)</u>	<u>24,601</u>
Cash inflow generated from operations	270,968	267,248
Interest received	4,921	4,629
Interest paid	(1,022)	(882)
Income taxes paid	(46,921)	(37,709)
Net cash flows from operating activities	<u>227,946</u>	<u>233,286</u>
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at amortised cost	-	27,000
Acquisition of intangible assets	(1,232)	(8,553)
Acquisition of property, plant and equipment	(10,982)	(3,009)
Proceeds from disposal of property, plant and equipment	3	2
Acquisition of unamortized assets	(209)	(2,254)
Increase in refundable deposits	(4,708)	(1,320)
Acquisition of business combination	-	(24,762)
Net cash flows used in investing activities	<u>(17,128)</u>	<u>(12,896)</u>
Cash flows from (used in) financing activities:		
Increase in guarantee deposits	800	-
Payment of lease liabilities	(16,295)	(14,825)
Cash dividends	(136,776)	(128,227)
Net cash flows used in financing activities	<u>(152,271)</u>	<u>(143,052)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>5,830</u>	<u>(3,189)</u>
Net increase in cash and cash equivalents	64,377	74,149
Cash and cash equivalents at beginning of year	598,019	523,870
Cash and cash equivalents at end of year	<u><u>\$ 662,396</u></u>	<u><u>598,019</u></u>



安侯建業聯合會計師事務所
KPMG

台北市110615信義路5段7號68樓(台北101大樓)
68F., TAIPEI 101 TOWER, No. 7, Sec. 5,
Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

電 話 Tel	+ 886 2 8101 6666
傳 真 Fax	+ 886 2 8101 6667
網 址 Web	kpmg.com/tw

Independent Auditors' Report

To the Board of Directors of OTSUKA INFORMATION TECHNOLOGY CORP.:

Opinion

We have audited the parent company only financial statements of OTSUKA INFORMATION TECHNOLOGY CORP. ("the Company"), which comprise the parent company only balance sheet as of December 31, 2024 and 2023, the parent company only statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as at December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years ended December 31, 2024 and 2023 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, 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 of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our professional judgments, key audit matters to be communicated in the independent auditors' report are listed below:

Evaluation of inventories

Please refer to Note 4(g) for the accounting policy for "Inventories", Note 5 for "Significant accounting assumptions and judgments, and major sources of estimation uncertainty", and Note 6(d) for the details and related expenses for "Inventories" of the parent company only financial statements.



Description of key audit matter:

The Company's inventories are measured at the lower of cost and net realizable value. Due to the rapid transformation of technology, the products may be out of date in the market and there is a risk that the cost of the inventory would be higher than its net realizable value. The condition of inventories to be sold will influence the result of evaluation so consistent attention are required. In addition, the inventories are the significant account in the parent company only financial statement. Therefore, evaluation of inventories is one of the key audit matters for our audit.

How the matter was addressed in our audit:

Our principal audit procedures included: understanding the policies of evaluating the allowance and obsolescence of the inventories of the Company and inspecting whether existing inventory policies are applied; sampling the individual inventory items and examining the sources of the net realizable value of the samples to access whether the net realizable value are reasonable; examining the accuracy of aging of inventories by sampling and analyzing the changes of the aging of inventories; inspecting the reasonableness for allowance provided on inventory valuation in the past and compare it to the current year to ensure that the measurements and assumptions are appropriate.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and 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, management is responsible for assessing the Company's ability 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 Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.



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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to 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 inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investments in other entities accounted for using the equity method to express an opinion on this parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period 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.

The engagement partners on the audit resulting in this independent auditors' report are HUNG-WEN FU and SHYH-GANG HORNG.

KPMG

Taipei, Taiwan (Republic of China)
February 26, 2025

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(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
OTSUKA INFORMATION TECHNOLOGY CORP.

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%	Amount	%	Amount	%
Assets									
Current assets:									
1100	Cash and cash equivalents (note 6(a))	\$ 488,566	31	455,801	37	2170	Accounts payable (including related parties) (note 7)	\$ 353,658	23
1170	Notes and accounts receivable, net (including related parties) (notes 6(c), (o) and 7)	360,123	23	261,864	21	2201	Salaries payable	63,304	4
1300	Inventories (note 6(d))	303,876	20	162,698	13	2200	Other payables	61,253	4
1410	Other current assets (notes 6(e) and 7)	33,064	2	17,519	2	2280	Current lease liabilities (notes 6(j) and 7)	13,044	1
	Total current assets	<u>1,185,629</u>	<u>76</u>	<u>897,882</u>	<u>73</u>	2130	Current contract liabilities (note 6(o))	12,092	-
						2300	Other current liabilities	1,264	-
Non-current assets:									
1535	Financial assets at amortized cost – non-current (note 6(b))	30,000	2	30,000	3		Total current liabilities	<u>504,615</u>	<u>32</u>
1550	Investments accounted for using equity method, net (note 6(f))	208,192	13	187,416	15		Non-Current liabilities:		
1600	Property, plant and equipment (note 6(g))	25,025	2	24,282	2	2570	Deferred tax liabilities (note 6(l))	13,085	1
1755	Right-of-use assets (notes 6(h) and 7)	43,554	3	48,292	4	2580	Non-current lease liabilities (notes 6(j) and 7)	30,651	2
1930	Long-term notes and accounts receivable, net (notes (c) and (o))	19,052	1	3,097	-		Total non-current liabilities	<u>43,736</u>	<u>3</u>
1990	Other non-current assets (notes 6(a), (k), (l) and 8)	40,544	3	36,772	3		Total liabilities	<u>548,351</u>	<u>35</u>
	Total non-current assets	<u>366,367</u>	<u>24</u>	<u>329,859</u>	<u>27</u>		Equity attributable to owners of parent:		
						3100	Ordinary shares (note 6(m))	170,970	11
						3200	Capital surplus (note 6(m))	68,813	4
						3310	Legal reserve (note 6(m))	161,192	10
						3320	Special reserve (note 6(m))	10,781	1
						3350	Unappropriated retained earnings (note 6(m))	598,299	39
						3410	Exchange differences on translation of foreign financial statements	(6,410)	-
							Total equity	<u>1,003,645</u>	<u>65</u>
	Total assets	<u>\$ 1,551,996</u>	<u>100</u>	<u>1,227,741</u>	<u>100</u>		Total liabilities and equity	<u>\$ 1,551,996</u>	<u>100</u>

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

OTSUKA INFORMATION TECHNOLOGY CORP.

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(o) and 7)	\$ 1,948,362	100	1,589,664	100
5000	Operating costs (notes 6(d) and 7)	<u>1,385,236</u>	<u>71</u>	<u>1,060,248</u>	<u>67</u>
	Gross profit	<u>563,126</u>	<u>29</u>	<u>529,416</u>	<u>33</u>
	Operating expenses: (notes 6(c), (e), (j), (k), (p), 7 and 12)				
6100	Selling expenses	229,816	12	230,948	14
6200	Administrative expenses	48,770	3	46,249	3
6300	Research and development expenses	28,719	1	15,603	1
6450	Expected credit loss (reversal of expected credit loss)	<u>509</u>	<u>-</u>	<u>(833)</u>	<u>-</u>
	Total operating expenses	<u>307,814</u>	<u>16</u>	<u>291,967</u>	<u>18</u>
	Net operating income	<u>255,312</u>	<u>13</u>	<u>237,449</u>	<u>15</u>
	Non-operating income and expenses:				
7100	Interest income (note 7)	4,037	-	3,260	-
7020	Other gains and losses (notes 6(q) and 7)	2,837	-	1,281	-
7070	Share of profit (loss) of subsidiaries accounted for using equity method	15,182	1	1,317	-
7510	Interest expense (notes 6(j) and 7)	<u>(908)</u>	<u>-</u>	<u>(801)</u>	<u>-</u>
	Total non-operating income and expenses	<u>21,148</u>	<u>1</u>	<u>5,057</u>	<u>-</u>
	Profit before tax	276,460	14	242,506	15
7950	Less: Income tax expenses (note 6(l))	<u>54,573</u>	<u>3</u>	<u>43,785</u>	<u>2</u>
	Profit	<u>221,887</u>	<u>11</u>	<u>198,721</u>	<u>13</u>
8300	Other comprehensive income:				
8310	Items that may not be reclassified to profit or loss				
8311	Remeasurements of defined benefit plans (note 6(k))	2,310	-	1,030	-
8349	Income tax related to items that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>2,310</u>	<u>-</u>	<u>1,030</u>	<u>-</u>
8360	Items that may be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	5,464	1	(2,988)	-
8399	Income tax related to items that will be reclassified to profit or loss (note 6(l))	<u>(1,093)</u>	<u>-</u>	<u>597</u>	<u>-</u>
		<u>4,371</u>	<u>1</u>	<u>(2,391)</u>	<u>-</u>
8300	Other comprehensive income	<u>6,681</u>	<u>1</u>	<u>(1,361)</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 228,568</u>	<u>12</u>	<u>197,360</u>	<u>13</u>
	Earnings per share (NT dollars) (note 6(n))				
9750	Basic earnings per share	<u>\$ 12.98</u>		<u>11.62</u>	
9850	Diluted earnings per share	<u>\$ 12.90</u>		<u>11.55</u>	

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
OTSUKA INFORMATION TECHNOLOGY CORP.

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings				Exchange differences on translation of foreign financial statements	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	
Balance on January 1, 2023	\$ 170,970	68,813	123,003	10,262	478,062	842,720
Profit	-	-	-	-	198,721	198,721
Other comprehensive income	-	-	-	-	1,030	(1,361)
Total comprehensive income	-	-	-	-	199,751	197,360
Appropriation and distribution of retained earnings:						
Legal reserve	-	-	18,214	-	(18,214)	-
Special reserve	-	-	-	(1,872)	1,872	-
Cash dividends of ordinary shares	-	-	-	-	(128,227)	(128,227)
Balance on December 31, 2023	170,970	68,813	141,217	8,390	533,244	911,853
Profit	-	-	-	-	221,887	221,887
Other comprehensive income	-	-	-	-	2,310	6,681
Total comprehensive income	-	-	-	-	224,197	228,568
Appropriation and distribution of retained earnings:						
Legal reserve	-	-	19,975	-	(19,975)	-
Special reserve	-	-	-	2,391	(2,391)	-
Cash dividends of ordinary shares	-	-	-	-	(136,776)	(136,776)
Balance on December 31, 2024	\$ 170,970	68,813	161,192	10,781	598,299	1,003,645

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
OTSUKA INFORMATION TECHNOLOGY CORP.

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before tax	\$ 276,460	242,506
Adjustments:		
Adjustments to reconcile profit:		
Depreciation and amortization	21,106	19,469
Losses on inventory valuation and obsolete inventories	198	939
Expected credit loss (reversal of expected credit loss)	509	(833)
Interest income	(4,037)	(3,260)
Interest expense	908	801
Share of loss (profit) of subsidiaries accounted for using the equity method	(15,182)	(1,317)
Losses on disposal and retirement of property, plant and equipment	316	40
Others	287	53
Total adjustments to reconcile profit	<u>4,105</u>	<u>15,892</u>
Changes in operating assets and liabilities:		
Notes and accounts receivable (including related parties)	(114,956)	5,569
Other receivables (including related parties)	(415)	482
Inventories	(141,376)	(12,533)
Other current assets	(107)	774
Other financial assets	500	-
Accounts payable (including related parties)	228,822	3,461
Salaries payable	3,026	1,905
Other payables	(866)	1,901
Other current liabilities	(2,818)	415
Others	(2,179)	(1,989)
Total adjustments	<u>(26,264)</u>	<u>15,877</u>
Cash inflow generated from operations	250,196	258,383
Interest received	4,247	3,091
Interest paid	(908)	(801)
Income taxes paid	(46,759)	(37,492)
Net cash flows from operating activities	<u>206,776</u>	<u>223,181</u>
Cash flows from (used in) investing activities:		
Acquisition of investments accounted for using equity method	(130)	-
Acquisition of intangible assets	(1,129)	(8,553)
Acquisition of property, plant and equipment	(4,559)	(1,146)
Proceeds from disposal of property, plant and equipment	3	2
Acquisition of unamortized assets	(209)	(367)
Increase in refundable deposits	(3,376)	(1,409)
Increase in other receivables—related parties	(15,000)	(15,000)
Net cash flows used in investing activities	<u>(24,400)</u>	<u>(26,473)</u>
Cash flows from (used in) financing activities:		
Increase in guarantee deposits	800	-
Payment of lease liabilities	(13,635)	(12,322)
Cash dividends paid	(136,776)	(128,227)
Net cash flows used in financing activities	<u>(149,611)</u>	<u>(140,549)</u>
Net increase in cash and cash equivalents	32,765	56,159
Cash and cash equivalents at beginning of year	455,801	399,642
Cash and cash equivalents at end of year	<u><u>\$ 488,566</u></u>	<u><u>455,801</u></u>

【Attachment 4】 Earnings Distribution Table

Otsuka Information Technology Corp. 2024 Earnings Distribution Table

Unit: NTD

Items	Amount	
	Subtotal	Total
Beginning Balance	374,102,439	
Add: Changes on Re-measurement of Defined Benefit Plans in Current Period	2,310,870	
Adjusted beginning balance		376,413,309
Add: 2024 Net Profit After Tax	221,886,595	
Current Distributable Earnings		598,299,904
Minus: Legal Reserve	22,419,747	
Plus: Special Reserve Return	4,370,442	
Distribution Item		
1.Shareholder's Dividend-Shares (NTD 0 per share)	0	
2.Shareholder's Dividend-Cash (NTD 9 per share)	153,873,000	
Undistributed Retained Earnings		426,377,599
Note: The cash dividends will be distributed to each shareholder based on shareholding percentages and be rounded down to the nearest dollar. The total number of odd shares for less than NTD 1 is transferred to other revenue of the Corporation.		

Chairman: Hironobu Tsurumi Manager: GUO, Yi Long Manager of Accounting: LIN, Chih Ming

【Attachment 5】 Comparison Table for Articles of Incorporation before and after amendment

條 文	修 訂 後 條 文	修 訂 前 條 文	說 明
Article 25	If there is a profit in the final accounts of the Corporation, a proportion no lower than 5 percent shall be reserved as employees' compensation, <u>among which 1 percent of the said profit shall be reserved as compensation for junior employees</u>, distributed as cash as resolved by the board. Qualification requirements of employees, including the employees of parent or subsidiaries of the Corporation who meet certain specific requirements, entitled to receive shares or cash in accordance with the provisions stipulated by the board; the Corporation may, based on the aforementioned profits, reserve a proportion no higher than 3 percent as compensation to the directors. However, if there's still losses, the amount to make up for the losses shall be made first before distributing the compensation in the ratio hereof. (Latter Omitted)	If there is a profit in the final accounts of the Corporation, a proportion no lower than 5 percent shall be reserved as employees' compensation, distributed as cash as resolved by the board. Qualification requirements of employees, including the employees of parent or subsidiaries of the Corporation who meet certain specific requirements, entitled to receive shares or cash in accordance with the provisions stipulated by the board; the Corporation may, based on the aforementioned profits, reserve a proportion no higher than 3 percent as compensation to the directors. However, if there's still losses, the amount to make up for the losses shall be made first before distributing the compensation in the ratio hereof. (Latter Omitted)	Provision concerning reserved compensation for junior employees has been added in response to amendment to Article 14, Paragraph 6 of the Securities and Exchange Act.
Article 28	(Preceding Items Omitted) <u>XX. Nineteenth amendment was effected on the twenty-third of May 2025.</u>	(Preceding Items Omitted) (This Paragraph is Newly Added)	Added item of new edit and its date.

【Attachment 6】 Lists of Candidates for Directors

Role	Account No. or National ID	Name	Education Background	Experiences	Shares Held	Reasons for Continuing to Nominate Independent Directors for Three Consecutive Terms
Director	1	Otsuka Corporation Representative: Hironobu Tsurumi	Department of Economics, Kokugakuin University (Japan)	1. Director and Executive Director, Otsuka Corporation 2. Chairman, Otsuka Information and Commerce (Shanghai) Limited	6,465,900	Not Applicable
Director	1	Otsuka Corporation Representative: Aoki Hideyuki	Faculty of Education, Waseda University (Japan)	Special Assistant to President's Office, Otsuka Corporation	6,465,900	Not Applicable
Director	2	Tamehiro Akio	Department of Law, Dokkyo University (Japan)	1. Chairman and General Manager of Noah International Taiwan Corp. 2. Chairman of Noah Information Technology Taiwan Corp.	610,050	Not Applicable
Director	20	GUO, Yi Long	Department of Industrial Engineering and Management, National Kaohsiung University of Applied Sciences	1. General Manager of the Company 2. President and general manager of EFD Corporation 3. Director of Otsuka Information Technology Ltd. 4. Director and General Manager, Otsuka Software Trade (Dongguan) Ltd. 5. Director and General Manager, OITC Information Technology (Shanghai) Ltd.	55,320	Not Applicable
Director	5	HSU, Hui-Ru	Master of Education, Shiga University (National University) (Japan)	1. Vice General Manager and Spokesperson of the Corporation 2. Supervisor at Otsuka Software Trading Corp. in Dongguan 3. Supervisor at Oitc Information Technology Corp. in Shanghai 4. Director of EFD Corporation	136,000	Not Applicable

Role	Account No. or National ID	Name	Education Background	Experiences	Shares Held	Reasons for Continuing to Nominate Independent Directors for Three Consecutive Terms
Director	H1219xxxxx	HUANG, Hsiang Min	MA Architecture and Urban Design, Columbia University (US)	1.CEO at Fortune Construction Co., Ltd. 2.Chairman and General Manager of Rongshi Construction Co., Ltd. 3.Representative of Corporate Director at Excelsior Biopharma Inc 4.Chairman of Hao-Jung Investments Ltd.	0	Not Applicable
Director	B1204xxxxx	LIU, Cheng Ho	Department of Computer Science, Tamkang University	Director and Vice President, Koei Tecmo Taiwan Co., Ltd.	0	Not Applicable
Independent Director	A2218xxxxx	LIN, Hui-Fen	Accounting PhD, National Cheng Kung University	1. Accountant at Weyong International CPAs & CO. 2.Independent Director, Audit Committee and Remuneration Committee Member of Lin Horn Technology Co., Ltd. 3.Independent Director, Audit Committee and Remuneration Committee Member of Joytech Corp. 4. Independent Director, Audit Committee and Remuneration Committee Member of Airmate (Cayman) International Co., Ltd.	0	Due to his working experience in the professional fields of financial accounting and identity as a certified public accountant, as well as his familiarity with relevant laws and regulations and corporate governance specification and experiences.
Independent Director	A1232xxxxx	XIE, Kun-Feng	Master of Laws, University of Wisconsin (US)	1. Head, CrownPro Attorneys-at-Law 2. Responsible Person, Guan-Jie Consulting Limited 3.Responsible Person, Shih Hung Limited	0	Not Applicable
Independent Director	L2219xxxxx	LOU, Yung-I	Accounting PhD, National Cheng Kung University	Associate Professor Accounting Department, Providence University	0	Not Applicable

【Attachment 7】 Contents of Proposal on Removing New Director Candidates' Non-Competing Limitations

Role	Name of Director	Name of Competing Companies with Interlocking Directorate to the Corporation and Role
Independent Director	LIN, Hui-Fen	1. Independent Director/Compensation Committee Member/Audit Committee Member, Lin Horn Technology Co., Ltd. 2. Independent Director/Compensation Committee Member/Audit Committee Member, Joy Industrial Co., Ltd. (Joytech) 3. Independent Director, Audit Committee and Remuneration Committee Member of Airmate (Cayman) International Co., Ltd.
Independent Director	XIE, Kun-Feng	1. Responsible Person, Guan-Jie Consulting Limited 2. Responsible Person, Shih Hung Limited
Director	Otsuka Corporation Representative: Hironobu Tsurumi	1. Director and Executive Director, Otsuka Corporation 2. Chairman, Otsuka Information and Commerce (Shanghai) Limited
Director	Otsuka Corporation Representative: Aoki Hideyuki	Special Assistant to President's Office, Otsuka Corporation
Director	Tamehiro Akio	1. Chairman and General Manager of Noah International Taiwan Corp. 2. Chairman of Noah Information Technology Taiwan Corp.
Director	GUO, Yi Long	1. President and general manager of EFD Corporation 2. Director of Otsuka Information Technology Ltd. 3. Director and General Manager, Otsuka Software Trade (Dongguan) Ltd. 4. Director and General Manager, OITC Information Technology (Shanghai) Ltd.
Director	HSU, Hui-Ru	Director of EFD Corporation
Director	HUANG, Hsiang Min	1. CEO at Fortune Construction Co., Ltd. 2. Chairman and General Manager of Rongshi Construction Co., Ltd. 3. Representative of Corporate Director at Excelsior Biopharma Inc 4. Chairman of Hao-Jung Investments Ltd.
Director	LIU, Cheng Ho	Director and Vice President, Koei Tecmo Taiwan Co., Ltd.

【Appendix 1】 Articles of Incorporation (Before Amendment)

Otsuka Information Technology Corp.

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Corporation is incorporated in accordance with the regulations for Companies Limited by Shares in the Company Act and registered under the business name of Otsuka Information Technology Corp. °

Article 2: The Corporation's scope of service is set out hereunder:

CC01080 Electronic Parts and Components Manufacturing.

CC01110 Computers and Computing Peripheral Equipment Manufacturing

F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles

F118010 Wholesale of Computer Software

F119010 Wholesale of Electronic Materials

F199990 Other Wholesale Trade

F113050 Wholesale of Computing and Business Machinery Equipment

F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles

F213030 Retail sale of computing and Business Machinery Equipment

F218010 Retail Sale of Computer Software

F219010 Retail Sale of Electronic Materials

I199990 Other Consultancy Services

I301010 Software Design Services

I301020 Data Processing Services

I301030 Digital Information Supply Services

J304010 Book Publishers

JE01010 Rental and Leasing Business

E605010 Computing Equipment Installation Construction

I501010 Product Designing

F401010 International Trade

ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Corporation may provide guarantees after resolution from the Board.

Article 4: The Corporation may make investments (re-investments) to other companies whose amount is not limited to 40 percent of the Corporation's paid-in capital as regulated in Article 13 of the Company Act after the resolution from the Board.

Article 5: The Corporation has its head office in New Taipei City, and the Corporation may establish branches, representative offices or factories in and out of this country after the resolution from the Board.

Article 6: Public announcements of the Corporation shall be made in accordance with the Company Act and other relevant laws and regulations.

Article 6-1: Where the Corporation intends to revoke public offering of the stock, a resolution from the Shareholders' meeting shall be gained, and this article remains unchanged during the emerging listing period.

Chapter 2 Shares

Article 7: The total amount of the Corporation's capital is NTD 300 million, which is further divided into 30 million shares, with the value per share at NTD 10, and the Board is authorized to issue shares in installments. A total of 2 million shares with a value of NTD 10 each and NTD 20 million in aggregate is preserved, which will be used for issuing stock option certificates, preferred shares with warrants or bond with warrants, and the Board is further authorized to issue them in installments thereof based on business needs.

Article 7-1: Where the shares of the Corporation are to be transferred to the employees at the price lower than the average upon actual buyback, a resolution shall be made at the most recent shareholder's meeting before transfer.

Article 7-2: Where the Corporation intends to issue employee stock option certificates at a price lower than the market price (Net Asset Value of Each Share), a resolution during the Shareholders' Meeting shall be made before issuance.

Article 7-3: Qualification requirements of employees, including the employees of parents or subsidiaries of the Corporation meeting certain specific requirements, entitled to receive treasury stock bought back by the Corporation.

Qualification requirements of employees, including the employees of parents or subsidiaries of the Corporation meeting certain specific requirements, entitled to receive share subscription warrant of the Corporation.

Qualification requirements of employees, including the employees of parents or subsidiaries of the Corporation meeting certain specific requirements, entitled to receive reserved new shares issued by the Corporation.

Qualification requirements of employees, including the employees of parents or subsidiaries of the Corporation meeting certain specific requirements, entitled to receive restricted stock for employees from the Corporation.

Article 8: The Corporation's shares are all nominal and shall be numbered and should be signed/stamped with seal by a director representing the Corporation as well as being attested to by a bank responsible for stock issuance certification before issuance.

For the shares to be issued by the Corporation, the Corporation may be exempted from printing any share certificate for the shares issued. However, the Corporation not printing its share certificate shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.

Article 9: Where a shareholder requests assistance with share affairs from the Corporation, unless

as otherwise stipulated in the regulations and securities articles, all shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies”

Article 10: Shares shall not be transferred within 60 days prior to the convening 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 target fixed by the issuing corporation for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders’ Meeting

Article 11: There are two types of shareholders’ meeting:

Regular meeting: convened within six months after the close of each fiscal year.

Special meeting: convened in accordance with the relevant laws and regulations when necessary.

Shareholders’ meeting of the Corporation can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 12: When a shareholder is unable to attend the shareholders’ meeting for whatever reason, that shareholder shall appoint a proxy to attend by offering company issued written proxies. The written proxies shall be delivered to the Corporation 5 days prior to the date of the shareholders’ meeting.

A shareholder may only execute one power of attorney and appoint one proxy. In case two or more written proxies are received from one shareholder, the first one received by the Corporation shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. The attendance of a shareholder’s proxy shall be handled in accordance with Article 177 of the Company Act and rules by competent authorities.

Article 13: When a shareholders’ meeting is held, the Chairman of the Board shall act as the Chairman of the meeting. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the Chairman shall designate one of the directors as proxy; in case the proxy is not designated, the directors shall elect from themselves an Acting Chairman of the Board; where the shareholders’ meeting is convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 14: A shareholder, unless otherwise stipulated in Article 179 of the Company Act relating to the circumstances of certain shares as having no voting right, shall have one voting right in respect of each share in his/her/its possession.

Article 15: Resolutions adopted at a shareholders’ meeting shall be recorded in the minutes of the meeting, and shall be handled in accordance with Article 183 of the Company Act.

Article 16: Resolutions of a shareholders' meeting, unless stipulated otherwise in relevant regulations, shall require an affirmative vote of the majority represented by the attending shareholders for the passage of a proposal.

Chapter 4 Directors and Audit Committee

Article 17: The Corporation shall appoint 7 to 10 people using the cumulative voting system with voting by shareholders' meeting attendees with legal capacity, and the term of the director is three years and may be re-elected after the term. Should the revision for cumulative voting system be necessary, besides handling in accordance with Article 172 of the Company Act, matters shall be itemized in the causes or subjects to be described and the essential contents shall be explained.

The Corporation's director election adopts the candidate nomination system, and the shareholders shall elect the directors from among the nominees.

The aggregate shareholding by all directors of the Corporation shall be handled following the rules of the securities competent authorities.

In accordance with the provisions of Article 14-4 of the Securities and Exchange Act, the Corporation has established an audit committee and the audit committee is responsible for the supervision of the Company Act, the Securities and Exchange Act and other laws and regulations. The audit committee is composed of all independent directors, with no less than three persons, one of whom is the convener, and the exercise of its powers and related matters shall be handled in accordance with relevant laws and regulations.

Article 17-1: In the aforementioned number of directors of the Corporation, the number of independent directors shall not be less than three persons but not more than one-fifth of the total number of directors. The professional knowledge, shareholding, part-time job restrictions, nominations, means of election as well as other relevant issues of independent directors should all be in accordance with the regulations of the competent authority on securities.

Article 18: When the number of vacancies in the board of directors of a company equals to one third of the total number of directors, the board of directors shall call a special meeting of shareholders to elect succeeding directors to fill the vacancies, and their term of office shall be extended until the time new directors have been elected and assumed their office.

Article 19: The board of directors is composed of all directors. The Chairman is elected by two-thirds of the directors present at the meeting and representing one-half or more of the number of directors present at the meeting. The board exercises the authority as chairperson of the shareholders' meeting and board of directors according to the laws and regulations, Articles of Incorporation and Resolutions made in the shareholders' meetings and the board of director meetings. Vice chairperson is elected using the same method. When the Chairman of the Board is on leave or for any reason and unable to exercise the powers of the Chairman, the Vice-Chairman shall act as Chairman. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to

exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the managing directors, or where there is no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors.

Meetings of the board of directors shall be convened by the Chairman of the Board of Directors. In case the Chairman of the Board of Directors cannot convene the meeting for any cause, the order of proxy is handled as the preceding paragraph. The reason for convening of the Board of Directors shall be stated and the directors are notified of such seven days in advance, but may be convened at any time when there is an emergency. The above notice in respect of convening the meeting shall be done in writing, by electronic email, or by facsimile.

Article 20: Each director shall attend the meeting of the board of directors in person. However, in case a director cannot attend the meeting, except for the director who resides in a foreign country, the director may appoint another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only. In case a meeting of the board of directors is held via visual communication network, then the directors taking part in such shall be deemed to have attended the meeting in person.

Article 21: A director shall have one voting power. The resolution of the board of directors, unless as otherwise set forth in the Company Act or this Articles of Incorporation, shall be attended by a majority of all the directors and be approved by a majority of the attending directors.

Article 22: The Board of Directors is authorized to determine the amount of compensation to be given to the directors of the Corporation based on the standard terms in the industry; In case the chairman, director or shareholder be concurrently an employee, the chairman is authorized by the shareholder's meeting to conduct in accordance with the Corporation's internal management measures. The board of directors may also determine the amount of transportation allowance based on the standard terms in the industry and liability insurance for the scope of the business involved for directors.

Chapter 5 Manager

Article 23: The Corporation may have more than one manager, whose appointment, discharge and compensation shall be handled in accordance with the Company Act.

Chapter 6 Accounting

Article 24: The fiscal year of the Corporation starts on the first day of January every year and ends on the thirty-first of December of the same year. The Corporation shall compile the following statements at the end of each fiscal year and submit to its shareholders for

their ratification no later than 30 days from the date of the shareholders' meeting.

(I) The annual business report

(ii) The financial statements; and

(iii) The appropriation of profit and remedy in the event of loss proposal

Article 25: If there is a profit in the final accounts of the Corporation, a proportion no lower than 5 percent shall be reserved as employees' compensation, distributed as cash as resolved by the board. Qualification requirements of employees, including the employees of parent or subsidiaries of the Corporation who meet certain specific requirements, entitled to receive shares or cash in accordance with the provisions stipulated by the board; the Corporation may, based on the aforementioned profits, reserve a proportion no higher than 3 percent as compensation to the directors. However, if there's still losses, the amount to make up for the losses shall be made first before distributing the compensation in the ratio hereof.

The Corporation may, by a resolution adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation and compensation to the directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The surplus of each company's final accounts, except for the completion of all taxes and compensation for past years' losses, should first allocate 10% of its balance to the statutory surplus reserve, but the statutory surplus reserve has reached the total amount of capital. And according to the provisions of Article 41 of the Securities Exchange Act, the special surplus reserve is proposed or revolved. If there is surplus and the accumulated undistributed surplus in the previous year, the board of directors prepares the surplus distribution case and submits it to the shareholders' meeting for resolution.

The Corporation, following the provisions in Article 240, paragraph 5 of the Company Act, authorizes the distributable dividends and bonuses in whole or in part to be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Article 25-1: Allocation of dividends shall also take the Corporation's needs for future operation expansion into account, considering the Corporation's status on cash flow and operation surplus to enable a more flexible business operation and to strengthen competitiveness. Shareholders' bonus in the retained earnings allocation proposed by the Board of Directors shall not be lower than 20 percent of the value of the current net income deducting the legal reserve. In this dividend allocation, cash dividend shall not be lower than 10 percent of the distributable dividend

Article 25-2: The Corporation, in accordance with Article 241 of the Company Act, distributes its legal reserve and the following capital reserve, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash. The

distribution may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Chapter 7 Supplementary Provisions

Article 26: Organization regulations and operational rules of the Corporation shall be set otherwise by the Board.

Article 27: Any unspecified matters in this Articles of Incorporation shall be dealt in accordance with the Company Act and relevant regulations.

Article 28: I. This Articles of Incorporation was drawn up on the twenty-fourth of July 1997.

II. First amendment was effected on the fifth of August 1998.

III. Second amendment was effected on the twenty-eighth of June 2000.

IV. Third amendment was effected on the fifteenth of November 2000.

V. Fourth amendment was effected on the tenth of December 2002.

VI. Fifth amendment was effected on the twenty-sixth of December 2006.

VII. Sixth amendment was effected on the thirtieth of March 2007.

VIII. Seventh amendment was effected on the twenty-ninth of May 2007

IX. Eighth amendment was effected on the twenty-ninth of October 2007.

X. Ninth amendment was effected on the twenty-seventh of June 2008.

XI. Tenth amendment was effected on the twenty-sixth of June 2009.

XII. Eleventh amendment was effected on the fourteenth of June 2010.

XIII.. Twelfth amendment was effected on the twenty-fifth of June 2012.

XIV. Thirteenth amendment was effected on the twenty-third of June 2014.

XV. Fourteenth amendment was effected on the twenty-ninth of June 2016.

XVI. Fifteenth amendment was effected on the twenty-sixth of June 2017.

XVII. Sixteenth amendment was effected on the twenty-fourth of June 2019.

XVIII. Seventeenth amendment was effected on the twenty-second of June 2020.

XIX. Eighteenth amendment was effected on the twenty-first of June 2022.

Otsuka Information Technology Corp.

Chairman: Hironobu Tsurumi

【Appendix 2】 Rules of Procedure for Shareholders' Meetings

Otsuka Information Technology Corp. Rules of Procedure for Shareholders' Meetings

- Article 1 The rules of procedure for the Corporation's shareholders' meeting, unless as otherwise provided by relevant laws or regulations, shall be as provided in these Rules.
- Article 2 The Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
- Article 3 The attendance and vote for each shareholders' meeting shall be counted based on number of shares held.
- Article 4 The venue for a shareholders' meeting shall be the premises of the Corporation, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
The restrictions on the place of the meeting shall not apply when the Corporation convenes a virtual-only shareholders' meeting.
- Article 5 If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. Where the chairman of the board is on leave or for any reason and unable to exercise the powers of the chairman, the vice chairman shall act as chair. Where the Corporation has no managing director or the vice chairman of the board is on leave or for any reason and unable to exercise the powers of the chairman, the chairman shall appoint one managing director to act as chair; Where the Corporation does not have a managing director, the chairman shall appoint one managing director to act as chair. Where the chairman does not make a delegation, the managing directors or directors shall elect from among themselves to serve as chair.
If the shareholders' meeting is convened by any other person having the convening right, he/she shall act as chairman.
- Article 6 The Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting.
The staff handling administrative affairs of a shareholders' meeting shall wear identification cards badge or arm bands.
- Article 7 The Corporation shall make an uninterrupted audio and video recording of all meeting procedures. The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
Where a shareholders meeting is held online, the Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Corporation, and continuously audio and video record, without

interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 8 The chair shall call the meeting to commence at the appointed meeting time. However, when the attending shareholders does not represent the majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of more than 1 hour, may be made. If the quorum is not met after two postponements but the attending shareholders represent more than one third of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act.

When, prior to the conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote during the shareholders' meeting pursuant to 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 meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party with the power to convene that is not the board of directors. The Chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. Shareholders may not select a new chair and resume the meeting at the original or another venue.

Article 10 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words.

Article 11 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's

speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Article 12 When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 13 After an attending shareholder has spoken, the chair may respond in person or ask a direct relevant personnel to respond.

Article 14 When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

When the Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

Article 15 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Corporation.

The result of the vote shall be made known immediately and recorded in writing.

Article 16 When a meeting is in progress, the chair may announce a break based on time considerations.

Article 17 Except as otherwise provided in the Company Act and in the Corporation's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

Article 18 When there is an amendment or an alternative to a proposal, the chair shall decide the order in which they will be put to a vote.

When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 19 The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

Article 20 Any unspecified matters in these Rules shall be dealt in accordance with the Company Act and relevant regulations.

Article 21 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

【Appendix 3】 Procedures for Election of Directors

Otsuka Information Technology Corp. Procedures for Election of Directors

- Article1 Election of directors of the Corporation is handled in accordance with the provisions in these procedures.
- Article2 The cumulative voting method shall be used for election of the directors at the Corporation's shareholders' meeting. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article3 Elections of both directors at the Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- The elections for the Corporation's independent and non-independent directors shall also be held in accordance with the relevant provisions in these procedures, with votes calculated separately in groups of directors and non-directors. The candidates with more votes are elected.
- The number of directors will be as specified in the Corporation's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective number of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- A shareholder elected as director under the preceding paragraph shall decide which position to serve by him/herself, and the vacancies shall be substituted by the candidates with the second most number of votes in the original election.
- Article4 The election ballots is prepared by the Corporation and shall be numbered with shareholder account number or attendance card number along with number of voting rights
- Article5 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.
- Article6 The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.
- Article7 A ballot is invalid under any of the following circumstances :
- 1 、 The ballot was not prepared by the Corporation.
 - 2 、 A blank ballot is placed in the ballot box.
 - 3 、 A ballot that is not placed in the ballot box.
 - 4 、 The writing is unclear and indecipherable or has been altered.
 - 5 、 The candidate whose name entered in the ballot is verified to be inconsistent.
 - 6 、 Other words or marks are entered in addition to the number of voting rights allotted.

- Article8 The voting rights shall be calculated on the site after the end of the poll under the surveillance of the voting monitor, and the results of the calculation shall be announced by the chair on the site.
- Article9 After public offering, if the candidates fail to meet the requirements set forth in Article 26-3, then his/her election as a director shall become invalid
- Article10 The Corporation shall issue notifications to the persons elected as directors after the election in the shareholders' meeting.
- Article11 Any unspecified matters in these procedures shall be dealt in accordance with the Company Act and relevant regulations.
- Article12 These procedures, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.

【Appendix 4】Effects on Operation Performance, Earnings per Share and Shareholders’ Return on Equity by the Issuance of Bonus Shares: Not applicable as the publication of the Corporation’s 2025 financial forecast is not required.

【Appendix 5】 Shareholding by Directors

**Otsuka Information Technology Corp.
Shareholding by Directors**

- I. The Corporation’s paid-in capital is NTD 170,970,000 in 17,097,000 issued shares.
The minimum required combined shareholding of all directors by law (percentage) 12%
The minimum required combined shareholding of all directors by law (shares) 2,051,640 shares

- II. Shares held by all directors as stated on the shareholders list as of the book closure date are as follows:

Book Closure Date: 2025.3.25

Role	Name	Shares held on Book Closure Date	
		Shares	Ratio
Chairman	Otsuka Corporation Representative: Hironobu Tsurumi	6,465,900	37.82%
Director	Otsuka Corporation Representative: Aoki Hideyuki	6,465,900	37.82%
Director	Tamehiro Akio	610,050	3.57%
Director	GUO, Yi Long	55,320	0.32%
Director	HSU, Hui Ru	136,000	0.80%
Director	LIU, Cheng Ho	—	—
Director	HUANG, Hsiang Min	—	—
Independent Director	YEN, Jun De	—	—
Independent Director	LIN, Hui Fen	—	—
Independent Director	XIE, Kun-Feng	—	—
Total		7,267,270	42.51%

- III. The Corporation has established an audit committee, so the rule that the number of shares held by the supervisor shall not be less than a certain ratio does not apply.