Stock Code：3050

U-Tech Media Corporation

2025
Annual Shareholders' Meeting
Meeting Agenda

Notice to readers
This document
is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

Format:Physical Meeting
Date: 9:00 a.m. on Tuesday, June 17th, 2025
Location:No.222, Hwa-Ya 2 Rd., Kuei Shan Dist, Tao Yuan City, Taiwan,333 R.O.C

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U-TECH Media Corporation
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6. Matters for Discussion
7. Miscellaneous
8. Adjournment

U-TECH Media Corporation
2025 Agenda of Annual Meeting of Shareholders

1. Date: 9:00 a.m. on Tuesday, June 17th, 2025
2. Place: No.222, Hwa-Ya 2 Rd., Kuei Shan Dist, Tao Yuan City, Taiwan,333 R.O.C
3. Physical Shareholders' meeting
4. Call the Meeting to Order
5. Chairman's Opening Address
6. Management Presentations
   (1) 2024 Business Report.
   (2) 2024 Audit Committee's Review Report.
   (3) 2024 Directors' Remuneration and Employee Compensation Distribution Report.
   (4) 2024 Cash Dividend Distribution Report.
7. Matters for Approval
   (1) 2024 business report and financial statements
   (2) 2024 profits distribution
8. Matters for Discussion
   (1) Amendment of Certain Articles of the Company' s "Articles of Incorporation"
   (2) Amendment of Certains Articles of the Company' s "Procedures for the Acquisition or Disposal of Assets" of the Company
9. Miscellaneous
10. Adjournment

Management Presentations

In the year 2024, the consolidated operating revenue was NT$1,252,628 thousand, and the net profit attributable to the parent company was NT$84,839 thousand, both exceeding the performance of the previous year.

Looking ahead to year 2025, with the expansion of artificial intelligence applications and the continued growth of global trade, the global economy is expected to grow again. Under such circumstances, the company will adopt strategies of maintaining, expanding, integrating, and reinvesting in the pre-recorded media, cultural and creative industries, energy business, and senior care industry to ensure continuous revenue and profit growth. The main operational directions are as follows:

Optical Disc Industry:

1. Deepening and expanding the existing product lines, maintaining current customers and production capacity to sustain profitability and improve operational performance.
2. Actively developing related peripheral products and adjusting the product sales structure to enhance product value and profitability.
3. Continuously securing Blu-ray disc orders.
4. Increasing the success rate in bidding for large-scale projects.

Cultural and Creative Dining Industry:

1. Focusing on organizing events at the U.S. Military Club and Grass Mountain Town.
2. Launching operations at the Jinting Japanese Historical and Cultural Park.
3. Expanding innovative and diversified dining businesses to achieve stable and growing chain restaurant operations.

Energy Industry:

1. Expanding the development of small-scale public building rooftop power plants and securing medium- to large-scale public building power plant projects.
2. Strengthening operation and maintenance systems and management.
3. Establishing market presence, integrating resources, and stabilizing existing return on investment.

Senior Care Industry:

1. Proactively preparing for the arrival of a super-aged society.

2. Developing community-based economies to provide localized services that meet local care needs.
3. Integrating the Long-Term Care Platform resources of Rui Workshop to enhance service quality control.

Business Management:

1. Ensuring stable operations and improving efficiency, reflected in achievements in production, finance, organization, procurement, and other areas.
2. Continuously improving cost control to enhance competitive advantage.
3. Pursuing sustainable operations while fulfilling corporate social responsibility.

Faced with future market changes, the company will closely integrate digital information with development strategies, and continuously strengthen the supply chain, finance, and sustainability management to adapt to evolving market environments. This ensures continued profitability and business growth.

Chairman: Yang, Wei-Fen
Chief Executive Officer: Lo, Yi-Fu
Accounting officer: Lai, Shu-Ping

II. 2024 Audit Committee's Review Report

Audit Committee's Review Report

The Board of Directors have prepared and submitted the Company's 2024 Financial Statements (including consolidated financial report and individual financial statements). The financial statements were audited by CPA Hsieh, Sheng-An and Chiu, Wan-Ru of Ernst & Young, and in their opinion, present fairly the financial performance, operating results and cash flows of the Company. The business report, financial statements, and profit distribution proposal have been reviewed and determined to be correct and accurate by the Audit Committee members. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

Sincerely,

To 2025 General Shareholders' Meeting of U-TECH Media Corporation

U-TECH Media Corporation

Audit Committee, Convener:

March 11, 2025

III. 2024 Directors' Remuneration and Employee Compensation Distribution Report

Explanation: The director remuneration of the Company in 2024 is equivalent to NT$ 2,719,645, and the employee remuneration is equivalent to NT$2,719,645 distributed in cash.

IV. 2024 Cash Dividend Distribution Report

Explanation:

1. According to Article 32 of the Articles of Incorporation, the Board of Directors is authorized to distribute earnings. Cash dividend is distributed after the approval of the Board of Directors and report to the stockholders meeting.
2. The Board of Directors decided to distribute a total of NT$77,492,225 of 2024 earnings in cash dividends for NT$0.5 per share. The cash dividend is distributed in the unit of NT dollar (rounded off). The aggregate of fractional amounts will be recognized as the Company’s other incomes.
3. The resolution has been approved by Board of Directors, authorizing the Chairman to determine the dividend record date, distribution date, and other related matters. In the event of any changes to the Company’s share capital that affect the total number of the outstanding shares and should the dividend rate be subject to change, the Chairman is also authorized to handle sumch matters in accordance with Company Act and relevant regulations.

Matters for Approval

Report No.1: (Proposed by the Board)

Proposal: Report on the 2024 Financial Statements2024 business report and financial statements.

Explanation: The annual financial statements of the Company 2024 (including the consolidated financial statements) were audited by Hsieh, Sheng-An and Chiu, Wan-Ru of Ernst & Young, and the business report was reviewed by the Audit Committee. Please acknowledge. (Please refer to pages 3 and 11~30 of the Company's meeting agenda.)

Resolution:

Report No.2: (Proposed by the Board)
Proposal: 2024 profits distribution
Explanation:

1. The Board has adopted a Proposal for Distribution of 2024 Profits in accordance with Article 32 of the Articles of Incorporation. Please refer to the table below.
2. The Company's undistributed earnings in the beginning of the year was NT$219, 534, 569.

   The appropriation and distribution of retained earnings:
   The actuarial income under defined benefit plan was NT$3,671,277.
   The changes in capital surplus from investments in associates and joint ventures accounted for using the equity method was NT$2,453,785, plus 2024 net income of NT$84,838,786, and set aside legal reserve of NT$8,605,628, and plus reversal of special reserve of NT$ 8,869,617.
   The total retained earnings was NT$288,115,602. The total cash dividend of 2024 profit distribution is NT$77,492,225.
   The Company shall, by a resolution adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of directors.
3. Please kindly review the proposal.

U-TECH Media Corporation
2024 Profit Distribution Table

Unit: NTD$

Items	Amount
Beginning retained earnings	$219,534,569
Add: Actuarial gains and losses of defined benefit plans	3,671,277
Less: Changes in shares of other comprehensive income of associates and joint ventures accounted for using the equity method	(2,453,785)
Add: 2024 Profit after tax	84,838,786
Less: 10% legal reserve	(8,605,628)
Less : Reversal special reserves	(8,869,617)
Distributable earnings	288,115,602
Distributable items:	
Less: Dividend to shareholders (NT$0.5 per share)	(77,492,225)
Retained earnings-unappropriated, end of 2024	$210,623,377

Note: 2024 earnings are as priority of the earnings distributed amount to shareholders.
Chairman: YEH, CHWEI-JING Chief Executive Officer: LO, YI-FU Accounting officer: LAI, SHU-PING

Resolution:

Matters for Discussion

Report No.1: (Proposed by the Board)
Proposal: Amendment of Certain Articles of the Company's "Articles of Incorporation"

Explanation: In accordance with Financial Supervisory Commission Order No. 1130385442 dated November 8, 2024, regarding the provisions of Article 14, Paragraph 6 of the Securities and Exchange Act. the Company hereby proposes to amend the Articles of Incorporation. Please refer to page 31 for details. Please proceed to discuss.

Resolution:

Report No.2: (Proposed by the Board)
Proposal: Amendment to the "Procedures for the Acquisition or Disposal of Assets" of the Company

Explanation: In order to conform to the needs of commercial practices, the Company hereby proposes to amend the "Procedures for the Acquisition or Disposal of Assets". Please refer to page 32 for details. Please proceed to discuss.

Resolution:

Miscellaneous

Adjournment

Attachments

English Translation of a Report Originally Issued in Chinese

Independent Auditors' Report

To U-Tech Media Corporation:

Audit Opinion

We have audited the accompanying consolidated balance sheets of U-Tech Media Corporation (the "Company") and its subsidiaries as of December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and notes to the consolidated financial statements, including the summary of material accounting policies (together "the consolidated financial statements").

In our opinion, based on our audits and the reports of other auditors (please refer to the Other Matter - Making Reference to the Audits of Component Auditors section of our report), the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial positions of the Company and its subsidiaries as of December 31, 2024 and 2023, and their consolidated financial performance and cash flows for the years ended December 31, 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by 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 Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditors, 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 consolidated financial statements for the year ended December 31, 2024 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.

Revenue Recognition

The main source of revenue of the Company and its subsidiaries is the sales of pre-recorded optical discs and electricity, which amounted to $1,252,628 thousand for the year ended December 31, 2024. Because of the characteristics of the market industry and the needs of customers, different types of transaction conditions are involved. Therefore, we need to judge and determine the performance obligations and the point at which they are satisfied, so the recognition of contract revenue is determined to be a key audit matter.

Our audit procedures included (but were not limited to) evaluating the appropriateness of management's accounting policies for revenue recognition and perform transaction flow understanding of the revenue recognition process for identified performance obligations; evaluating and testing the effectiveness of the design and implementation of internal controls related to the timing of revenue recognition for performance obligations; performing analytical procedures on selling price, sales volume, cost and gross margin for each product category, and perform analytical procedures for the top ten sales vendors and customers; performing test of details of transaction on selected samples and reviewing the transaction terms in the orders and related sales documents to confirm the appropriateness of the timing of revenue recognition when performance obligations are satisfied; performing revenue cutoff testing and verifies the related certificates for a period before and after the balance sheet date to determine the appropriate period for revenue recognition; performing general journal entry testing.

We have also evaluated the appropriateness of related disclosure in Notes 4 and 6 to the consolidated financial statements.

Allowance for Accounts Receivable

The accounts receivable of the Company and its subsidiaries as of December 31, 2024 amounted to $130,474 thousand, and had a significant impact on the consolidated financial statements. Since the amount of allowance for accounts receivable is measured by the lifetime expected credit losses, the measurement process shall appropriately distinguish groups of accounts receivable, and judge and analyze the application of related assumptions in the measurement process, including the consideration of appropriate account aging interval, loss rate of each account aging interval and its forward-looking information. As the measurement of expected credit loss involves making judgment, analysis and estimates, and the result will affect the net accounts receivable, we therefore considered this a key audit matter. Our audit procedures included (but were not limited to) confirming whether customer groups with significantly different loss patterns are appropriately grouped; checking the management’s evaluation procedure of loss allowance, and randomly selecting delivery orders to check against the account receivable aging schedule to verify the correctness of the account receivable aging interval while performing the internal control review; and testing the preparation matrix, including evaluating whether the determination of each group’s aging interval was reasonable and checking the correctness of the original voucher based on the basic information; testing the relevant statistical information of loss rate calculated by roll rate; considering the reasonableness of the forward-looking information included in the loss rate evaluation; evaluating whether the forward-looking information affected the loss rate; in addition, analytical procedure review was performed to evaluate whether there were material abnormality between the comparative changes of the turnover rate for two periods of the accounts receivable. reviewing the subsequent period collection of receivables with respect to clients with higher accounts receivable at end of period and assessing the recoverability of accounts receivable. We have also evaluated the appropriateness of related disclosure in Notes 5, 6 and 12 to the consolidated financial statements.

Other Matter - Making Reference to the Audits of Component Auditors

We did not audit the financial statements of certain associates accounted for under the equity method. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions expressed herein are based solely on the audit reports of other auditors. These associates under equity method amounted to $16,026 thousand and $8,516 thousand, both representing 0% of consolidated total assets as of December 31, 2024 and 2023. The related shares of profit (loss) of associates and joint ventures accounted for using the equity method amounted to $385 thousand and $1,040 thousand, representing 0% and 1% of the consolidated income before income tax for the years ended December 31, 2024 and 2023, respectively.

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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by 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 ability to continue as a going concern of the Company and its subsidiaries, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

Auditors' 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 auditors' 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 internal control of the Company and its subsidiaries.

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 ability to continue as a going concern of the Company and its subsidiaries. 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 auditors' report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, 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 Company and its subsidiaries 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 consolidated financial statements for year ended December 31, 2024 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.

Other

We have audited and expressed an unqualified opinion including an other matter paragraph on the parent company only financial statements of the Company as of and for the years ended December 31, 2024 and 2023.

Hsieh, Sheng-An

Chiu, Wan-Ju

Ernst & Young, Taiwan
March 11, 2025

Notice to Readers

The accompanying consolidated financial statements are intended only to present the financial position and results of operations and cash flows in accordance with 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.

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or the Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of a Report Originally Issued in Chinese

Independent Auditors' Report

To U-Tech Media Corporation:

Audit Opinion

We have audited the accompanying parent-company-only balance sheets of U-Tech Media Corporation (the "Company") as of December 31, 2024 and 2023, and the related parent-company-only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and notes to the parent-company-only financial statements, including the summary of material accounting policies (together "the parent-company-only financial statements").

In our opinion, based on our audits and the reports of other auditors (please refer to the Other Matter - Making Reference to the Audits of Component Auditors section of our report), the parent-company-only financial statements referred to above present fairly, in all material respects, the parent-company-only financial positions of the Company as of December 31, 2024 and 2023, and its financial performance and cash flows for the years ended December 31, 2024 and 2023, in conformity with the requirements of 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 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 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 (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 parent-company-only financial statements for the year ended December 31, 2024. 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.

Revenue Recognition

The main source of revenue of the Company is the sales of pre-recorded optical discs, which amounted to $449,789 thousand for the year ended December 31, 2024. Because of the characteristics of the market industry and the needs of customers, different types of transaction conditions are involved. Therefore, we need to judge and determine the performance obligations and the point at which they are satisfied, so the recognition of contract revenue is determined to be a key audit matter.

Our audit procedures included (but were not limited to) evaluating the appropriateness of management's accounting policies for revenue recognition and perform transaction flow understanding of the revenue recognition process for identified performance obligations; evaluating and testing the effectiveness of the design and implementation of internal controls related to the timing of revenue recognition for performance obligations; performing analytical procedures on selling price, sales volume, cost and gross margin for each product category, and perform analytical procedures for the top ten sales vendors and customers; performing test of details of transaction on selected samples and reviewing the transaction terms in the orders and related sales documents to confirm the appropriateness of the timing of revenue recognition when performance obligations are satisfied; performing revenue cutoff testing and verifies the related certificates for a period before and after the balance sheet date to determine the appropriate period for revenue recognition; performing general journal entry testing.

We have also evaluated the appropriateness of related disclosure in Notes 4 and 6 to the parent-company-only financial statements.

Allowance for Accounts Receivable

The accounts receivable of the Company as of December 31, 2024 amounted to $69,913 thousand, and had a significant impact on the parent-company-only financial statements. Since the amount of allowance for accounts receivable is measured by the lifetime expected credit losses, the measurement process shall appropriately distinguish groups of accounts receivable, and judge and analyze the application of related assumptions in the measurement process, including the consideration of appropriate account aging interval, loss rate of each account aging interval and its forward-looking information. As the measurement of expected credit loss involves making judgment, analysis and estimates, and the result will affect the net accounts receivable, we therefore considered this a key audit matter. Our audit procedures included (but were not limited to) confirming whether customer groups with significantly different loss patterns are appropriately grouped; checking the management’s evaluation procedure of loss allowance, and randomly selecting delivery orders to check against the account receivable aging schedule to verify the correctness of the account receivable aging interval while performing the internal control review; and testing the preparation matrix, including evaluating whether the determination of each group’s aging interval was reasonable and checking the correctness of the original voucher based on the basic information; testing the relevant statistical information of loss rate calculated by roll rate; considering the reasonableness of the forward-looking information included in the loss rate evaluation; evaluating whether the forward-looking information affected the loss rate; in addition, analytical procedure review was performed to evaluate whether there were material abnormality between the comparative changes of the turnover rate for two periods of the accounts receivable. reviewing the subsequent period collection of receivables with respect to clients with higher accounts receivable at end of period and assessing the recoverability of accounts receivable. We have also evaluated the appropriateness of related disclosure in Notes 5, 6 and 12 to the parent-company-only financial statements.

Other Matter - Making Reference to the Audits of Component Auditors

We did not audit the financial statements of certain associates accounted for under the equity method. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions expressed herein are based solely on the audit reports of other auditors. These associates under equity method amounted to $16,026 thousand and $8,516 thousand, both representing 0% of total assets as of December 31, 2024 and 2023. The related shares of profit (loss) of associates and joint ventures accounted for using the equity method amounted to $385 thousand and $1,040 thousand, representing 0% and 1% of the income before income tax for the years ended December 31, 2024 and 2023, respectively.

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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China 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 ability to continue as a going concern of the Company, 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 audit committee, are responsible for overseeing the financial reporting process of the Company.

Auditors' 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 auditors' 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 internal control of the Company.

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 ability to continue as a going concern of the Company. 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 auditors' 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 accompanying notes, and whether the parent-company-only 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 Company to express an opinion on the parent-company-only 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 parent-company-only financial statements for year ended December 31, 2024 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.

Hsieh, Sheng-An

Chiu, Wan-Ju

Ernst & Young, Taiwan
March 11, 2025

Notice to Readers

The accompanying parent-company-only financial statements are intended only to present the financial position and results of operations and cash flows in accordance with 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 parent-company-only financial statements are those generally accepted and applied in the Republic of China.

Accordingly, the accompanying parent-company-only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or the Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation and Subsidiaries

Consolidated Balance Sheets

December 31, 2024 and December 31, 2023

(Expressed in thousands of New Taiwan Dollars)

Assets			December 31, 2024		December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4 & 6.(1)	$1,222,332	22	$1,181,233	23
1110	Financial assets at fair value through profit or loss - current	4 & 6.(2)	151,196	3	147,888	3
1136	Financial assets measured at amortized cost - current	4, 6.(4) & 8	8,867	-	7,357	-
1150	Notes receivable, net	4 & 6.(5)	807	-	667	-
1170	Accounts receivable, net	4 & 6.(6)	125,558	2	116,647	2
1180	Accounts receivable - related parties, net	4, 6.(6) & 7	4,916	-	936	-
1197	Financing lease payments receivable, net	4, 6.(7) & 8	3,231	-	2,931	-
1220	Current tax assets	4	386	-	65	-
130X	Inventories	4 & 6.(8)	66,919	1	69,808	1
1470	Other current assets	4 & 7	58,026	1	63,412	1
11XX	Total current assets		1,642,238	29	1,590,944	30
	Non-current assets					
1517	Financial assets at fair value through other comprehensive income - non-current	4 & 6.(3)	94,638	2	105,546	2
1535	Financial assets measured at amortized cost - non-current	4, 6.(4) & 8	167,957	3	145,323	3
1550	Investments accounted for using the equity method	4 & 6.(9)	163,768	3	185,528	4
1600	Property, plant and equipment	4, 6.(10), 7 & 8	2,716,404	49	2,438,775	50
1755	Right-of-use assets	4 & 6.(20)	275,432	5	268,412	5
1760	Investment property, net	4 & 6.(11)	142,043	2	144,115	3
1780	Intangible assets	4 & 6.(12)	264,880	5	27,170	-
1840	Deferred tax assets	4 & 6.(24)	44,391	1	43,405	1
1900	Other non-current assets	4 & 7	31,281	-	40,690	1
194D	Long-term financing lease payments receivable, net	4, 6.(7) & 8	33,226	1	36,397	1
15XX	Total non-current assets		3,934,020	71	3,435,361	70
1XXX	Total assets		$5,576,258	100	$5,026,305	100

(The accompanying notes are integral part of the consolidated financial statements)

Chairman: Yang, Wei- Fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

Consolidated Balance Sheets (Continued)

December 31, 2024 and December 31, 2023

(Expressed in thousands of New Taiwan Dollars)

Liabilities and equity			December 31, 2024		December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current liabilities					
2100	Short-term borrowings	4, 6.(14) & 8	$246,962	4	$161,633	3
2150	Notes payable	4	3,496	-	2,193	-
2170	Accounts payable	4	36,328	1	52,384	1
2180	Accounts payable - related parties	4 & 7	4,937	-	2,330	-
2200	Other payables	4	158,639	3	148,813	2
2220	Other payables - related parties	4 & 7	90,057	2	2,069	-
2230	Current tax liabilities	4	3,230	-	6,383	-
2280	Lease liabilities - current	4 & 6.(20)	63,594	1	50,405	1
2300	Other current liabilities	4, 6.(18) & 7	59,652	1	46,915	1
2322	Current portion of long-term borrowings	4, 6.(15) & 8	303,268	5	287,372	6
21XX	Total current liabilities		970,163	17	760,497	14
	Non-current liabilities					
2540	Long-term borrowings	4, 6.(15) & 8	1,304,819	24	1,201,528	25
2570	Deferred tax liabilities	4 & 6.(24)	98,344	2	80,488	2
2580	Lease liabilities - non-current	4 & 6.(20)	225,296	4	227,788	5
2600	Other non-current liabilities		18,394	-	17,772	-
2640	Net defined benefit liabilities - non-current	4 & 6.(16)	20,692	-	24,867	-
25XX	Total non-current liabilities		1,667,545	30	1,552,443	32
2XXX	Total liabilities		2,637,708	47	2,312,940	46
31XX	Equity attributable to the parent company					
3100	Capital					
3110	Common stock	6.(17)	1,549,845	28	1,459,845	29
3200	Capital Surplus	6.(17)	588,142	11	531,482	10
3300	Retained earnings	6.(17)		-		
3310	Legal reserve		94,676	2	87,515	2
3320	Special reserve		47,882	1	48,244	1
3350	Unappropriated earnings		305,591	5	303,826	6
	Total retained earnings		448,149	8	439,585	9
3400	Other equity	4				
3410	Exchange differences resulting from translating the financial statements of foreign operations		(6,894)	-	(976)	-
3420	Unrealized losses from equity instrument investments measured at fair value through other comprehensive income		(49,858)	(1)	(46,906)	(1)
36XX	Non-controlling interests	6.(17)	409,166	7	330,335	7
3XXX	Total equity		2,938,550	53	2,713,365	54
	Total liabilities and equity		$5,576,258	100	$5,026,305	100

(The accompanying notes are integral part of the consolidated financial statements)

Chairman: Yang, Wei- Fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in thousands of New Taiwan Dollars)

Code	Accounts	Notes	2024		2023	
			Amount	%	Amount	%
4000	Operating revenue	4, 6.(18) & 7	$1,252,628	100	$1,136,435	100
5000	Operating costs	6.(8), 6.(16), 6.(20), 6.(21) & 7	(832,315)	(66)	(694,108)	(61)
5900	Gross profit		420,313	34	442,327	39
6000	Operating expenses	6.(12), 6.(16), 6.(20), 6.(21) & 7				
6100	Sales and marketing expenses		(35,904)	(3)	(45,020)	(4)
6200	General and administrative expenses		(346,784)	(28)	(285,459)	(25)
6300	Research and development expenses		-	-	(359)	-
	Total operating expenses		(382,688)	(31)	(330,838)	(29)
6900	Operating income		37,625	3	111,489	10
7000	Non-operating income and expenses	4, 6.(20), 6.(21), 6.(22) & 7				
7100	Interest income		22,691	2	21,155	2
7010	Other income		47,845	4	36,684	3
7020	Other gains and losses		52,061	4	(13,467)	(1)
7050	Finance costs		(47,207)	(4)	(43,737)	(4)
7060	Share of profit or loss of associates and joint ventures accounted for using the equity method	4 & 6.(9)	2,034	-	(11,403)	(1)
	Total non-operating income and expenses		77,424	6	(10,768)	(1)
7900	Income before income tax		115,049	9	100,721	9
7950	Income tax expense	4 & 6.(24)	(13,657)	(1)	(10,676)	(1)
8200	Net income		101,392	8	90,045	8
8300	Other comprehensive income	4 & 6.(23)				
8310	Not to be reclassified to profit or loss in subsequent periods					
8311	Remeasurements of defined benefit plan	4 & 6.(16)	3,258	-	(812)	-
8316	Unrealized gains from equity instrument investments measured at fair value through other comprehensive income		(3,464)	-	1,107	-
8320	Share of other comprehensive income of associates and joint ventures accounted for using the equity method - not reclassified to profit or loss	4 & 6.(9)	905	-	(785)	-
8360	To be reclassified to profit or loss in subsequent periods					-
8361	Exchange differences resulting from translating the financial statements of foreign operations		(7,397)	(1)	(1,191)	-
8399	Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	4 & 6.(24)	1,479	-	238	-
	Total other comprehensive (loss) income, net of tax		(5,219)	(1)	(1,443)	-
8500	Total comprehensive income		$96,173	7	$88,602	8
8600	Net income attributable to:					
8610	Stockholders of the parent		$84,839		$72,497	
8620	Non-controlling interests		16,553		17,548	
			$101,392		$90,045	
8700	Total comprehensive income attributable to:					
8710	Stockholders of the parent		$79,640		$71,050	
8720	Non-controlling interests		16,533		17,552	
			$96,173		$88,602	
	Earnings per share (in New Taiwan Dollars)	6.(25)				
9750	Basic earnings per share		$0.55		$0.50	
9850	Diluted earnings per share		$0.55		$0.50	

(The accompanying notes are integral part of the consolidated financial statements)

Chairman: Yang, Wei- Fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation 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 the parent company									
				Retained earnings			Other equity				
Code	Items	Capital	Capital Surplus	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) on financial assets at fair value through other comprehensive income	Total	Non-controlling interests	Total equity
		3100	3200	3310	3320	3350	3410	3420	31XX	36XX	3XXX
A1	Balance as at January 1, 2023	$1,459,845	$532,017	$76,313	$51,019	$313,640	$(23)	$(48,221)	$2,384,590	$336,432	$2,721,022
	Appropriation and distribution of 2022 retained earnings:			-							
B1	Legal reserve	-	-	11,202	-	(11,202)	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(72,992)	-	-	(72,992)	-	(72,992)
B17	Special reserve reversed	-	-	-	(2,775)	2,775	-	-	-	-	-
	Other changes in capital surplus:										
C7	Changes in associates and joint ventures accounted for using the equity method	-	474	-	-	917	-	-	1,391	-	1,391
C17	Other changes in capital surplus	-	40	-	-	-	-	-	40	-	40
D1	Net income for the year ended December 31, 2023	-	-	-	-	72,497	-	-	72,497	17,548	90,045
D3	Other comprehensive income (loss), net of tax for the year ended December 31, 2023	-	-	-	-	(1,809)	(953)	1,315	(1,447)	4	(1,443)
D5	Total comprehensive income (loss)	-	-	-	-	70,688	(953)	1,315	71,050	17,552	88,602
M5	The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	(1,049)	-	-	-	-	-	(1,049)	1,049	-
O1	Decrease in non-controlling interests	-	-	-	-	-	-	-	-	(24,698)	(24,698)
Z1	Balance as at December 31, 2023	$1,459,845	$531,482	$87,515	$48,244	$303,826	$(976)	$(46,906)	$2,383,030	$330,335	$2,713,365
A1	Balance as at January 1, 2024	$1,459,845	$531,482	$87,515	$48,244	$303,826	$(976)	$(46,906)	$2,383,030	$330,335	$2,713,365
	Appropriation and distribution of 2023 retained earnings:										
B1	Legal reserve	-	-	7,161	-	(7,161)	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(77,492)	-	-	(77,492)	-	(77,492)
B17	Special reserve reversed	-	-	-	(362)	362	-	-	-	-	-
	Other changes in capital surplus:										
C7	Changes in associates and joint ventures accounted for using the equity method	-	13,508	-	-	(2,454)	-	-	11,054	-	11,054
C17	Other changes in capital surplus	-	92	-	-	-	-	-	92	-	92
D1	Net income for the year ended December 31, 2024	-	-	-	-	84,839	-	-	84,839	16,553	101,392
D3	Other comprehensive income (loss), net of tax for the year ended December 31, 2024	-	-	-	-	3,671	(5,918)	(2,952)	(5,199)	(20)	(5,219)
D5	Total comprehensive income (loss)	-	-	-	-	88,510	(5,918)	(2,952)	79,640	16,533	96,173
E1	Issuance of Common Stock	90,000	45,000	-	-	-	-	-	135,000	-	135,000
M5	The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	(1,940)	-	-	-	-	-	(1,940)	1,940	-
O1	Decrease in non-controlling interests	-	-	-	-	-	-	-	-	60,358	60,358
Z1	Balance as at December 31, 2024	$1,549,845	$588,142	$94,676	$47,882	$305,591	$(6,894)	$(49,858)	$2,529,384	$409,166	$2,938,550

(The accompanying notes are integral part of the consolidated financial statements)

Chairman: Yang, Wei- Fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in thousands of New Taiwan Dollars)

Code	Items	2024 Amount	2023 Amount	Code	Items	2024 Amount	2023 Amount
AAAA	Cash flows from operating activities:			BBBB	Cash flows from investing activities:		
A10000	Net income before tax	$115,049	$100,721	B00010	Acquisition of financial assets at fair value through other comprehensive income	(2,716)	(500)
A20000	Adjustments to reconcile profit (loss):			B00020	Disposal of financial assets at fair value through other comprehensive income	200	-
A20010	Income and expense adjustments:			B00030	Proceeds from capital return of financial assets at fair value through other comprehensive income	10,760	-
A20100	Depreciation and other losses	222,937	205,597	B00040	Acquisition of financial assets measured at amortized cost	(24,178)	(800)
A20200	Amortization	6,693	3,026	B00050	Disposal of financial assets measured at amortized cost	34	40,317
A20400	Net (gain) loss of financial assets and liabilities at fair value through profit or loss	(3,308)	(4,382)	B00100	Acquisition of financial assets at fair value through profit or loss	-	(5,000)
A20900	Interest expense	47,207	43,737	B00200	Proceeds from disposal of financial assets at fair value through profit or loss	-	36,114
A21200	Interest income	(22,691)	(21,155)	B01800	Acquisition of investments accounted for using the equity method	(32,745)	-
A21300	Dividend income	(79)	(55)	B01900	Disposal of investments accounted for using the equity method	(49,330)	-
A22300	Share of profit or loss of associates joint ventures	(2,046)	11,403	B02700	Acquisition of property, plant and equipment	(454,721)	(85,107)
A22500	Losses on disposal of property, plant and equipment	16,348	3,476	B02800	Disposal of property, plant and equipment	2,638	1,328
A22600	Property, plant and equipment transferred to expenses	5,161	11,716	B03700	Increase in refundable deposits	(2,929)	(1,621)
A23100	Losses on disposal of investments	(54,355)	-	B06100	Decrease in long-term financing lease payments receivable	2,871	2,609
A23700	Impairment losses on non-financial assets	6,098	4,612	B07600	Dividends received	954	8,942
A29901	Losses (gain) on lease modification	(17)	48	BBBB	Net cash used in investing activities	(549,162)	(3,718)
A30000	Changes in operating assets and liabilities:						
A31115	Increase in financial assets mandatorily measured at fair value through profit or loss	-	(38,011)	CCCC	Cash flows from financing activities:		
A31130	(Increase) decrease in notes receivable	(140)	2,209	C00100	Increase in short-term borrowings	85,329	106,633
A31150	(Increase) decrease in accounts receivable	(8,911)	19,032	C00600	Decrease in short-term notes and bills payable	-	(9,935)
A31160	(Increase) decrease in accounts receivable - related parties	(3,980)	1,300	C01600	Increase in long-term borrowings	601,230	411,042
A31200	Decrease in inventories	2,889	6,083	C01700	Repayments of long-term borrowings	(482,043)	(592,686)
A31240	Decrease (increase) in other current assets	5,275	(5,639)	C03000	Increase in deposits received	-	193
A31990	(Increase) decrease in other non-current assets	(1,844)	619	C03100	Decrease in deposits received	(820)	-
A32130	Increase increase in notes payable	1,303	1	C04020	Cash payments for principal portion of the lease liabilities	(67,610)	(49,952)
A32150	(Decrease) increase in accounts payable	(16,056)	6,153	C04500	Cash dividends	(77,492)	(72,992)
A32160	Increase in accounts payable - related parties	2,607	503	C04600	Issuance of Common Stock	135,560	-
A32180	Increase in others payables	9,834	5,187	C05800	Changes in non-controlling interests	(193)	(24,698)
A32190	Increase (decrease) in others payables - related parties	87,988	(10,103)	C09900	Recovery of unclaimed dividends	92	40
A32230	Increase in other current liabilities	12,076	1,974	CCCC	Net cash used in financing activities	194,053	(232,355)
A32240	Decrease in defined benefit liabilities	(917)	(885)	DDDD	Effect of exchange rate changes on cash and cash equivalents	(6,501)	-
A32990	Increase in other non-current liabilities	1,660	400				
A33000	Cash inflow generated from operations	428,781	347,567	EEEE	Net increase in cash and cash equivalents	41,099	89,895
A33100	Interest received	22,802	20,989	E00100	Cash and cash equivalents at beginning of period	1,181,233	1,091,338
A33300	Interest paid	(39,855)	(37,589)	E00200	Cash and cash equivalents at end of period	1,222,332	1,181,233
A33500	Income tax paid	(9,019)	(4,999)				
AAAA	Net cash provided by operating activities	402,709	325,968				

(The accompanying notes are integral part of the consolidated financial statements)

Chairman: Yang, Wei- Fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation

Parent-Company-Only Balance Sheets

December 31, 2024 and December 31, 2023

(Expressed in thousands of New Taiwan Dollars)

Assets			December 31, 2024		December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4 & 6.(1)	$307,288	9	$551,784	18
1110	Financial assets at fair value through profit or loss - current	4 & 6.(2)	63,440	2	61,330	2
1150	Notes receivable, net	4 & 6.(4)	807	-	667	-
1170	Accounts receivable, net	4 & 6.(5)	69,766	2	85,039	3
1180	Accounts receivable - related parties, net	4 & 6.(5) & 7	147	-	-	-
1220	Current tax assets	4	240	-	-	-
130X	Inventories	4 & 6.(6)	41,561	1	51,869	2
1470	Other current assets	4 & 7	12,655	-	11,293	-
11XX	Total current assets		495,904	14	761,982	25
	Non-current assets					
1517	Financial assets at fair value through other comprehensive income - non-current	4 & 6.(3)	25,995	1	41,252	1
1550	Investments accounted for using the equity method	4 & 6.(7)	2,058,383	60	1,361,468	45
1600	Property, plant and equipment	4, 6.(8), 7 & 8	695,701	20	697,360	23
1760	Investment property, net	4 & 6.(9)	142,043	4	144,115	5
1840	Deferred tax assets	4 & 6.(20)	19,394	1	18,389	1
1900	Other non-current assets		1,160	-	2,290	-
15XX	Total non-current assets		2,942,676	86	2,264,874	75
1XXX	Total assets		$3,438,580	100	$3,026,856	100

(The accompanying notes are integral part of the parent-company-only financial statements)

Chairman: Yang, Wei-fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation

Parent-Company-Only Balance Sheets (Continued)

December 31, 2024 and December 31, 2023

(Expressed in thousands of New Taiwan Dollars)

Liabilities and equity			December 31, 2024		December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current liabilities					
2100	Short-term borrowings	4, 6.(10) & 8	$120,000	4	$75,000	2
2150	Notes payable	4	1,271	-	706	-
2170	Accounts payable	4	12,160	-	28,891	1
2180	Accounts payable - related parties	4 & 7	4,937	-	2,311	-
2200	Other payables	4	64,665	2	76,911	3
2220	Other payables - related parties	4 & 7	76	-	246	-
2230	Current tax liabilities	4	-	-	1,201	-
2300	Other current liabilities	4 & 6.(14)	1,572	-	1,376	-
2322	Current portion of long-term borrowings	4, 6.(11) & 8	143,500	4	105,500	3
21XX	Total current liabilities		348,181	10	292,142	9
	Non-current liabilities					
2540	Long-term borrowings	4, 6.(11) & 8	528,000	15	314,500	10
2570	Deferred tax liabilities	4 & 6.(20)	3,780	-	3,276	-
2600	Other non-current liabilities		9,085	-	9,085	-
2640	Net defined benefit liabilities - non-current	4 & 6.(12)	20,150	1	24,823	1
25XX	Total non-current liabilities		561,015	16	351,684	11
2XXX	Total liabilities		909,196	26	643,826	20
31XX	Equity					
3100	Capital					
3110	Common stock	6.(13)	1,549,845	45	1,459,845	48
3200	Capital Surplus	6.(13)	588,142	17	531,482	19
3300	Retained earnings	6.(13)				
3310	Legal reserve		94,676	3	87,515	3
3320	Special reserve		47,882	1	48,244	2
3350	Unappropriated earnings		305,591	9	303,826	10
	Total retained earnings		448,149	13	439,585	15
3400	Other equity	4				
3410	Exchange differences resulting from translating the financial statements of foreign operations		(6,894)	-	(976)	-
3420	Unrealized gains (losses) from equity instrument investments measured at fair value through other comprehensive income		(49,858)	(1)	(46,906)	(2)
3XXX	Total equity		2,529,384	74	2,383,030	80
	Total liabilities and equity		$3,438,580	100	$3,026,856	100

(The accompanying notes are integral part of the parent-company-only financial statements)

Chairman: Yang, Wei-fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation

Parent-Company-Only Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in thousands of New Taiwan Dollars)

Code	Accounts	Notes	2024		2023	
			Amount	%	Amount	%
4000	Operating revenue	4, 6.(14) & 7	$449,789	100	$531,673	100
5000	Operating costs	6.(6), 6.(12), 6.(17) & 7	(335,357)	(75)	(396,801)	(75)
5900	Gross profit		114,432	25	134,872	25
6000	Operating expenses	6.(12), 6.(16), 6.(17) & 7				
6100	Sales and marketing expenses		(30,999)	(7)	(36,681)	(8)
6200	General and administrative expenses		(68,797)	(15)	(66,242)	(12)
	Total operating expenses		(99,796)	(22)	(102,923)	(20)
6900	Operating income (loss)		14,636	3	31,949	5
7000	Non-operating income and expenses	4, 6.(18) & 7				
7100	Interest income		4,700	1	5,512	1
7010	Other income		26,091	6	34,536	6
7020	Other gains and losses		48,924	11	(13,505)	(3)
7050	Finance costs		(14,849)	(3)	(8,810)	(2)
7070	Share of profit or loss of subsidiaries, associates and joint ventures accounted for using the equity method		5,714	1	19,817	4
	Total non-operating income and expenses		70,580	16	37,550	6
7900	Income before income tax		85,216	19	69,499	11
7950	Income tax profit	4 & 6.(20)	(377)	-	2,998	1
8200	Net income		84,839	19	72,497	12
8300	Other comprehensive loss (income)	4 & 6.(19)				
8310	Not to be reclassified to profit or loss in subsequent periods					
8311	Remeasurements of defined benefit plan		3,784	1	(894)	-
8316	Unrealized gains from equity instrument investments measured at fair value through other comprehensive income		1,232	-	1,981	-
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures - not reclassified to profit or loss		(4,297)	(1)	(1,581)	-
8360	To be reclassified to profit or loss in subsequent periods					
8361	Exchange differences resulting from translating the financial statements of foreign operations		(7,397)	(2)	(1,191)	-
8399	Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	4 & 6.(20)	1,479	-	238	-
	Total other comprehensive loss (income), net of tax		(5,199)	(2)	(1,447)	-
8500	Total comprehensive income		$79,640	17	$71,050	12
	Earnings per share (in New Taiwan Dollars)	6.(21)				
9750	Basic earnings per share		$0.55		$0.50	
9850	Diluted earnings per share		$0.55		$0.50	

(The accompanying notes are integral part of the parent-company-only financial statements)

Chairman: Yang, Wei-fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation

Parent-Company-Only Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in thousands of New Taiwan Dollars)

				Retained earnings			Other equity		
Code	Items	Capital	Capital Surplus	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) on financial assets at fair value through other comprehensive income	Total equity
		3100	3200	3310	3320	3350	3410	3420	3XXX
A1	Balance as at January 1, 2023	$1,459,845	$532,017	$76,313	$51,019	$313,640	$(23)	$(48,221)	$2,384,590
	Appropriation and distribution of 2022 retained earnings:								
B1	Legal reserve	-	-	11,202	-	(11,202)	-	-	-
B5	Cash dividends	-	-	-	-	(72,992)	-	-	(72,992)
B17	Special reserve reversed	-	-	-	(2,775)	2,775	-	-	-
	Other changes in capital surplus:								
C7	Changes in associates and joint ventures accounted for using the equity method	-	474	-	-	917	-	-	1,391
C17	Other changes in capital surplus	-	40	-	-	-	-	-	40
D1	Net income for the year ended December 31, 2023	-	-	-	-	72,497	-	-	72,497
D3	Other comprehensive income (loss), net of tax for the year ended December 31, 2023	-	-	-	-	(1,809)	(953)	1,315	(1,447)
D5	Total comprehensive income (loss)	-	-	-	-	70,688	(953)	1,315	71,050
M5	The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	(1,049)	-	-	-	-	-	(1,049)
Z1	Balance as at December 31, 2023	$1,459,845	$531,482	$87,515	$48,244	$303,826	$(976)	$(46,906)	$2,383,030
A1	Balance as at January 1, 2024	$1,459,845	$531,482	$87,515	$48,244	$303,826	$(976)	$(46,906)	$2,383,030
	Appropriation and distribution of 2023 retained earnings:								
B1	Legal reserve	-	-	7,161	-	(7,161)	-	-	-
B5	Cash dividends	-	-	-	-	(77,492)	-	-	(77,492)
B17	Special reserve reversed	-	-	-	(362)	362	-	-	-
	Other changes in capital surplus:								
C7	Changes in associates and joint ventures accounted for using the equity method	-	13,508	-	-	(2,454)	-	-	11,054
C17	Other changes in capital surplus	-	92	-	-	-	-	-	92
D1	Net income for the year ended December 31, 2024	-	-	-	-	84,839	-	-	84,839
D3	Other comprehensive loss (income), net of tax for the year ended December 31, 2024	-	-	-	-	3,671	(5,918)	(2,952)	(5,199)
D5	Total comprehensive income (loss)	-	-	-	-	88,510	(5,918)	(2,952)	79,640
E1	Issuance of Common Stock	90,000	45,000	-	-	-	-	-	135,000
M5	The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	(1,940)	-	-	-	-	-	(1,940)
Z1	Balance as at December 31, 2024	$1,549,845	$588,142	$94,676	$47,882	$305,591	$(6,894)	$(49,858)	$2,529,384

(The accompanying notes are integral part of the parent-company-only financial statements)

Chairman: Yang, Wei-fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

English Translation of Financial Statements Originally Issued in Chinese

U-Tech Media Corporation

Parent-Company-Only Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in thousands of New Taiwan Dollars)

Code	Items	2024 Amount	2023 Amount	Code	Items	2024 Amount	2023 Amount
AAAA	Cash flows from operating activities:			BBBB	Cash flows from investing activities:		
A10000	Net income before tax	$85,216	$69,499	B00020	Disposal of financial assets at fair value through other comprehensive income	200	-
A20000	Adjustments to reconcile profit (loss):			B00030	Proceeds from capital return of financial assets at fair value through other comprehensive income	10,760	-
A20010	Income and expense adjustments:			B00100	Acquisition of financial assets at fair value through profit or loss	-	(5,000)
A20100	Depreciation and other losses	12,454	20,053	B00200	Disposal of financial assets at fair value through profit or loss	-	14,787
A20400	Net profit of financial assets and liabilities as measured at fair value in other comprehensive gains or losses	(2,110)	(7,393)	B01800	Acquisition of investments accounted for using the equity method	(639,994)	-
A20900	Interest expense	14,849	8,810	B02700	Acquisition of property, plant and equipment	(8,723)	(3,799)
A21200	Interest income	(4,700)	(5,512)	B01900	Disposal of investments accounted for using the equity method	(54,355)	-
A21300	Dividend income	(79)	-	B02800	Disposal of property, plant and equipment	-	876
A22400	Share of profit of subsidiaries, associates and joint ventures accounted for using the equity method	(5,714)	(19,817)	B03800	Decrease in refundable deposits	1,130	-
A22500	Gains on disposal of property, plant and equipment	-	(305)	B07600	Dividends received	79	71,938
A23700	Impairment losses on non-financial assets	6,097	4,612	BBBB	Net cash (used in) provided by investing activities	(690,903)	78,802
A30000	Changes in operating assets and liabilities:						
A31115	Decrease in financial assets mandatorily measured at fair value through profit or loss	-	3,011	CCCC	Cash flows from financing activities:		
A31130	(Increase) decrease in notes receivable	(140)	2,209	C00100	Increase in short-term borrowings	45,000	55,000
A31150	Decrease in accounts receivable	15,273	18,359	C01600	Increase in long-term borrowings	497,000	110,000
A31160	(Increase) decrease in accounts receivable - related parties	(147)	563	C01700	Repayments of long-term borrowings	(245,500)	(176,640)
A31200	Decrease in inventories	10,308	13,520	C04500	Cash dividends	(77,492)	(72,992)
A31240	Increase in other current assets	(1,190)	(102)	C04600	Issuance of Common Stock	135,000	-
A32130	Increase (decrease) in notes payable	565	(942)	C09900	Recovery of unclaimed dividends	92	40
A32150	(Decrease) increase in accounts payable	(16,731)	7,807	CCCC	Net cash provided by (used in) financing activities	354,100	(84,592)
A32160	Increase in accounts payable - related parties	2,626	1,952				
A32180	Decrease in others payables	(12,575)	(5,154)	EEEE	Net (decrease) increase in cash and cash equivalents	(244,496)	87,092
A32190	Decrease in others payables - related parties	(170)	(9,399)	E00100	Cash and cash equivalents at beginning of period	551,784	464,692
A32230	Increase (decrease) in other current liabilities	196	(3,403)	E00200	Cash and cash equivalents at end of period	$307,288	$551,784
A32240	Decrease in defined benefit liabilities	(889)	(871)				
A33000	Cash inflow generated from operations	103,139	97,497				
A33100	Interest received	4,768	5,474				
A33300	Interest paid	(14,520)	(8,839)				
A33500	Income tax paid	(1,080)	(1,250)				
AAAA	Net cash provided by operating activities	92,307	92,882				

(The accompanying notes are integral part of the parent-company-only financial statements)

Chairman: Yang, Wei-fen General Manager: Lo, Yi-Fu Chief Accounting Officer: Lai, Shu-Ping

U-TECH Media Corporation
Comparison Table Illustrating the Original and Amended Text of the "Articles of Incorporation"

Article	After amendment	Before amendment	Reasons in amending
32	If the Company generates profits in a given year, 3% to 10% should be allocated for employee compensation, with no less than 1.5% allocated for the distribution of compensation to the frontline employees. The Board of Directors will decide whether to distribute it in the form of stock or cash, and the recipients may include employees of subsidiary companies that meet certain criteria. The Company may allocate up to 5% of the above-mentioned profits for director compensation, as decided by the Board of Directors. The distribution of employee and director compensation should be reported to the shareholders' meeting. However, if the company has accumulated losses, an amount should be reserved in advance to cover the losses. (remain omitted)	If the Company generates profits in a given year, 3% to 10% should be allocated for employee compensation. The Board of Directors will decide whether to distribute it in the form of stock or cash, and the recipients may include employees of subsidiary companies that meet certain criteria. The Company may allocate up to 5% of the above-mentioned profits for director compensation, as decided by the Board of Directors. The distribution of employee and director compensation should be reported to the shareholders' meeting. However, if the company has accumulated losses, an amount should be reserved in advance to cover the losses. (remain omitted)	In accordance with the amendment to Article 14, Paragraph 6 of the Securities and Exchange Act.
35	The Articles of Incorporation were formulated on May 9, 1994. (remain omitted). The 24th amendment was made on June 17, 2025.	The Articles of Incorporation were formulated on May 9, 1994. (remain omitted). The 23th amendment was made on June 26, 2023.	Add the date of amendment.

U-TECH Media Corporation
Comparison Table Illustrating the Original and Amended
Text of the "Acquisition or Disposal of Assets Procedure" of the Company

Article	After amendment	Before amendment	Reasons in amending
15	In addition to acquiring assets for business use, the Company and its subsidiaries may invest or purchase real property, its right-of-use asset or marketable securities that are not for business use, subject to the following limits, respectively. (1). The total amount of non-operating real estate and related right-of-use assets shall not exceed 75% of the Company's net worth. (2). The total amount of marketable securities shall not exceed 150% of the Company's net worth. (3). The investment limit for any individual marketable security shall not exceed 100% of the Company's net assets.	In addition to acquiring assets for business use, the Company and its subsidiaries may invest or purchase real property, its right-of-use asset or marketable securities that are not for business use, subject to the following limits, respectively. (1). The total amount of non-operating real estate and related right-of-use assets shall not exceed 50% of the Company's net worth. (2). The total amount of marketable securities shall not exceed 100% of the Company's net worth. (3). The investment limit for any individual marketable security shall not exceed 50% of the Company's net assets.	On account of business needs.
18	The Articles of Incorporation were formulated on August, 1999.(remain omitted).The 12th amendment was made on June 26, 2023.The 13th amendment was made on June 17, 2025.	The Articles of Incorporation were formulated on August, 1999.(remain omitted).The 12th amendment was made on June 26, 2023.	Add the date of amendment.

Articles of Incorporation of
U-TECH Media Corporation
(Before amendment)

Chapter 1 General Provisions

Article 1 The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be U-TECH MEDIA CORPORATION.

Article 2 The Company's business lines include:

1. C805030 Plastic Daily Necessities Manufacturing
2. C805050 Industrial Plastic Products Manufacturing
3. CC01110 Computer and Peripheral Equipment Manufacturing
4. CC01080 Electronics Components Manufacturing
5. F113050 Wholesale of Computers and Clerical Machinery Equipment
6. F119010 Wholesale of Electronic Materials
7. F113020 Wholesale of Electrical Appliances
8. I301010 Information Software Services
9. I401010 General Advertisement Service
10. JE01010 Rental and Leasing
11. C701010 Printing
12. CB01020 Affairs Machine Manufacturing
13. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
14. F118010 Wholesale of Computer Software
15. F213030 Retail Sale of Computers and Clerical Machinery Equipment
16. CE01010 General Instrument Manufacturing
17. F207200 Retail Sale of Chemical Feedstock
18. F218010 Retail Sale of Computer Software
19. F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
20. F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
21. F213010 Retail Sale of Electrical Appliances
22. I301020 Data Processing Services
23. I301030 Electronic Information Supply Services
24. J303010 Magazine(Periodical) Publishing
25. J304010 Book Publishing
26. J305010 Audio Publishing
27. CC01120 Data Storage Media Manufacturing and Duplicating
28. F401010 International Trade
29. F501030 Beverage Shops
30. F501060 Restaurants
31. H701010 Housing and Building Development and Rental
32. H701020 Industrial Factory Development and Rental
33. H703100 Real Estate Leasing
34. IZ06010 Tally Packaging
35. J399010 Software Publishing
36. CF01011 Medical Devices Manufacturing
37. F108031 Wholesale of Medical Devices
38. F208031 Retail Sale of Medical Apparatus
39. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company may provide guaranteed to related parties or correspondent companies as necessary for the businesses.

Article 4 With the resolutions of the Board of Directors, the total transfer investment amount of the Company is not subject to the limitation of total paid-in capital threshold defined in Article 13 of the Company Act.

Article 5 The Company shall have its head office in Guishan Dist., Taoyuan City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Chapter 2 Capital Stock

Article 6 The company's registered capital is NT$3.7 billion, divided into 370 million shares, with a par value of NT$10 per share, issued in multiple tranches. To cooperate with the request of Taiwan Securities Central Depositary Company, the stock with higher par value could be issues alternatively. Within the total capital mentioned above, NT$30 million is allocated for the stock option, totaling 3 million shares, with a par value of NT$10 per share. The board of directors is authorized to issue the stock option in multiple tranches as needed for business purposes.

Article 7 The Company may, on behalf of the shareholders ' meeting represented by more than half of the shareholders of the issued shares, and with the consent of the shareholders ' voting rights of more than two-thirds, transfer them to the employees at an average price lower than the actual purchase of the shares, or issue employee stock options at the price of the shares below the closing date of the issuing day.

Article 8 The share certificate of the Company shall all be name-bearing share certificates and shall be affixed with the seals or by signature of the directors of the Company, and issued after being duly authenticated by the bank which is competent to certify shares pursuant to the law. The Company is exempted from printing share certificates for the shares issued but shall duly register such shares with the centralized securities depository enterprise and follow that enterprise's regulations.

Article 9 Shareholders shall report their real names and addresses to the Company, and fill in the signature card and submit it to the Company for filing reference. The above steps shall be done if the seal needs to be changed. When receiving dividends, bonuses, or contacting with the Company in writing and enforcing all the other rights, the seal must be used as proof. If the seal is lost, it must be handled in accordance with" Regulations Governing the Administration of Shareholder Services of Public Companies" enacted by the competent authority.

Article 10 The entries in its shareholders' roster shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the reference date set by the issuing company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders' Meeting

Article 11 The Board shall convene a regular shareholders' meeting within six months after the end of a fiscal year. A special shareholders' meeting may be convened in accordance with law if necessary. Notices shall be given to each shareholder within 30 days prior to the convening date of a regular shareholders' meeting, or within 15 days prior to the convening date of a special shareholders' meeting, specifying the date, place, and reason(s) for convening the meeting.

The Company's shareholders' meeting may be held by video conference or other methods announced by the competent authority. The Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 12 Shareholders’ meetings shall be chaired by the chairperson of the board. When the chairperson of the board is on leave, the chairperson shall appoint one of the managing directors to act. If no such designation is made by the chairperson, the directors shall select one person from among themselves to serve as chair.

Article 13 Each shareholder of the Company shall have one voting power in respect of each share in his/her/its possession unless otherwise provided by laws.

Article 14 If a shareholder cannot attend a shareholders' meeting in person, he or she may issue a proxy form issued by the Company in accordance with law, stating the scope of authorization, to authorize an agent to attend the meeting on his or her behalf.

Article 15 Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 16 Matters relating to the resolutions of a shareholders’ meeting shall be recorded in the meeting minutes and be signed by the chairman of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting.
The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement.
The meeting minutes shall accurately record a summary of the deliberations and their results. The minutes shall be retained for the duration of the existence of this Company.
The attending shareholders' signature book and attendance proxy forms shall be kept at least one year.

Chapter 4 Director and Audit Committee

Article 17 The Company adopts a candidate’s nomination system for election of seven to nine directors (including more than three independent directors, not less than one-fifth of the total number of directors.) The shareholders shall elect the directors from among the nominees listed in the roster of candidates. The terms of office for directors shall be three years, and may be eligible for re-election.

Article 18 When the number of vacancies in the Board of Directors of the Company equals to one third of the total number of directors, the Board of Directors shall call, within 60 days, a special meeting of shareholders to elect succeeding directors to fill the vacancies. A director filling the vacancy shall be in the office for the remaining period of term of the former director whose vacancy he or she fills.

Article 19 Directors at the expiry of their terms of office, due to delays in re-election, shall continue to perform duties until the newly elected directors are ready to take over the office.

Article 20 The Board is composed by directors, with one chairman elected by a two-thirds majority of the attending directors. Additionally, a Vice Chairman may be appointed.
The Chairman shall execute all matters of the company in accordance with laws, regulations, the Articles of Association, and the resolutions of the shareholders' meeting and the Board of Directors.

Article 21 The Board of Directors shall determine the operational guidelines and other important matters of the Company. Except the first Board meeting of every term of the newly elected Board of Directors, which shall be convened in accordance with article 203 of the Company Act, all remaining meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, unless in his absence or he cannot exercise duties for cause, the proxy shall be managed in accordance with Article 208 of the Company Act.

Article 22 In addition to the provisions of the Company Act, the following matters shall be followed by the resolution of the Board of Directors:

1. Preparation of the amendment on Articles of Incorporation.

2. The approval of the annual budget and the review of the annual final reports, including the review and supervision of the execution of the annual business plan.
3. Approval for the investment on other enterprises or transfer of shares with amount NT$300,000,000 (included) or above. However, the Chairman may be authorized for the execution when the amount is below NT$300,000,000 and report to the next Board meeting.
4. The selection, appointment, resignation or dismissal of the external independent auditors.
5. The proposal to dispose for the property of Company in full or the material portion of the Company, such as divan-transfer, sale, lease, pledge, mortgage or other means.
6. The approval for the financing, guarantee, acceptance and any other loan or debt filed with financial institution or third party with amount NT$100,000,000 (included) or above. However, if the amount is below NT$100,000,000, it shall be reported to the next Board meeting.
7. The approval for capital expenditure with amount NT$50,000,000 (included) and above. However, if the amount is below NT$50,000,000, the proviso as set forth in preceding paragraph shall be applied mutatis mutandis.
8. The management of endorsement, guarantee in name of the Company according to the Procedures for Endorsement and Guarantee.
9. The approval of major transactions between the Company and its interested parties (including interested enterprises).
10. The acquisition, assignment, license and lease of professional technology and patent with amount NT$10,000,000 as well as the approval, amendment and termination of technological cooperation contract.
11. The approval for important contracts or other material matters.

Article 23 Unless otherwise provided for by the Company Act, a resolution of the Board of Directors shall be adopted by the consent of a majority of the votes represented by those the majority in attendance at the Board of Directors meeting. In case a director appoints 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 aforesaid proxy of one other director only.

Article 24 The Board of Directors of the Company shall meet at least quarterly. The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In the case of emergency, a meeting may be convened at any time. The notice of a meeting of the Board of Directors may be sent by written notice, fax, or E-mail.

Article 25 Matters relating to the resolutions of a Board of Directors meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each director within 20 days after the conclusion of the meeting. The provisions of Article 183 of the Company Act apply to resolutions of Board of Directors meetings.

Article 26 The Company establishes an audit committee in accordance with the Securities and Exchange Act, composed of the entire number of independent directors. The Company's Board of Directors may define the audit committee's duties and powers, and relevant issues according to laws and regulations.

Article 27 When the chairman and the directors of the Company assumed their office, regardless of the Company's profit and loss, the Company may pay their remuneration. The remuneration of the chairman and the directors shall be determined by the authorized Board of Directors based on their devotion to the Company's operations and the value

of their contribution, referring to the compensation standard of the domestic or foreign industry peers.

Article 28 The Company may purchase liability insurance for all directors to protect the interests of all shareholders and reduce the operational risks of the Company.

Chapter 5 Managerial Officials and staffs/employees

Article 29 The appointment, dismissal, and remuneration of the Company's managerial officers shall comply with Article 29 of the Company Act. Their powers and authority shall be decided by the Board of Directors."

Article 30 The Company may, by a resolution of the Board of Directors in accordance with Article 24 of the Articles of Association, hire consultants or other key personnel.

Chapter 6 Final Accounts

Article 31 At the close of the fiscal year, the Board of Directors of the Company shall prepare reports according to Article 228 of the Company Act., and shall deliver to a regular shareholders' meeting for ratification.

Article 32 If the Company generates profits in a given year, 3% to 10% should be allocated for employee compensation and may be distributed in the form of shares or in cash pursuant to the resolutions to be adopted by the Board of Directors. Qualification requirements of employees include the employees of subsidiaries of the Company meeting certain specific requirements. If the Company has profits mentioned above, it shall appropriate no more than 5% as directors' compensation, which shall be executed pursuant to the resolutions to be adopted by the Board of Directors. The distribution of employees' compensation and directors' compensation shall be submitted to the shareholders' meeting.

However, an amount equivalent to the accumulated losses, if any, should be reserved in advance to make up such losses before appropriated as remuneration to employees and directors.

The Company's final accounts of each year are distributed as follows:

1. Reserve for tax payments.
2. Offset the accumulated losses
3. If the total amount of after-tax net income for the period and other profit items adjusted to the current year's retained earnings other than after-tax net income for the period is calculated in Annual General Financial Statement of the Company, the Company shall set aside ten percent of such profits as a legal reserve. However, when the legal reserve amounts to the total capital reserve of the Company, this shall not apply.
4. The Company shall allocate or revolve special reserve in accordance with laws or pursuant to the requirements of the competent authority, and for the net deduction of other equity items occurred in the current year, it shall treat current net income and non-net income items as unappropriated earnings and make provisions of the same amount of special reserve. If the Company is unable to make adequate provision from unappropriated earnings carried from the current year, it shall make provisions from unappropriated earnings carried from previous year.
   The Company is bound by laws to make provision for special reserve from unappropriated earnings carried from previous years for any net contra-equity balances accumulated under other contra-equity items in previous years before distributing earnings. If the Company is unable to make adequate provision from unappropriated earnings carried from previous years, it shall treat current net income and non-net income items as unappropriated earnings and make provisions accordingly.
5. When the board of the directors decides to distribute retained earnings plus the cumulative total unallocated surplus are available for distribution, if it is to be done

by issuing new shares, it has to be approved by the stockholders' meeting.
If the Company is to distribute the whole or part of its dividend to shareholders or legal reserve and capital reserve, the following is to be observed. If cash dividend is issued, the board of the directors may do so with two thirds of members present with a majority vote and report to the stockholders' meeting.
Since the Company is in an industry in a growth phase, the dividend policy shall take into consideration factors such as the Company's future needs for capital, long-term financial plans and the possibility of profit growth. Cash dividend, depending on the preceding paragraph, amounts to 10%~100% of the total dividends distributed while stock dividend amounts to 0%~90%.

Chapter 7 Additional provisions

Article 33 The Company's organizational procedures and work rules are to be regulated separately by the Board of Directors.

Article 34 In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 35 The Articles of Incorporation were formulated on May 9, 1994. The 1st amendment was made on June 26, 1995. The 2nd amendment was made on January 8, 1999. The 3rd amendment was made on March 31, 1999. The 4th amendment was made on June 23, 1999. The 5th amendment was made on August 30, 1999. The 6th amendment was made on April 20, 2000. The 7th amendment was made on October 18, 2000. The 8th amendment was made on April 19, 2002.The 9th amendment was made on June 17, 2003. The 10th amendment was made on June 3, 2004. The 11th amendment was made on June 20, 2005. The 12th amendment was made on June 9, 2006. The 13th amendment was made on June 15, 2007. The 14th amendment was made on June 19, 2008. The 15th amendment was made on June 16, 2009. The 16th amendment was made on June 15, 2010. The 17th amendment was made on June 19, 2012. The 18th amendment was made on June 23, 2016. The 19th amendment was made on June 14, 2017. The 20th amendment was made on June 14, 2018. The 21st amendment was made on August 18, 2021.The 22nd amendment was made on June 15, 2022. The 23rd amendment was made on June 26, 2023.

U-TECH Media Corporation
Chairman of the Board of Directors:
Yang, Wei-Fen

U-TECH Media Corporation
Rules of Procedure for Shareholders' meetings

Article 1 The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by the Company Act and the Articles of Incorporation, shall be as provided in these Rules.

Article 2 The shareholders referred to in the rules of procedures mean the shareholder attending the meeting in person and the proxies of the shareholders unable to attend.

Article 3 Shareholders attending the meeting shall wear the attendance badges and submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the meeting shall be calculated in accordance with the attendance cards submitted by the shareholders.

Article 4 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 5 If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the Company shall appoint one to act as chair pursuant to the Company Act. If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 6 The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more 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 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 by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 7 The shareholders' 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.

The shareholders cannot designate any other person as chairperson and continue the meeting in the same or other place after the meeting is adjourned.

Article 8 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. 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.

Article 9 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 10 When discussing for a motion, the chairman may announce discontinuance of the discussion when appropriate and submit the motion for resolution.

Article 11 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 12 The motion voted in the shareholders' meeting is deemed as passed with the consent of a majority of the attending shareholders and the agents on behalf. The motion voted in the shareholders' meeting is deemed as passed with the attending shareholders consulted by the Chairman and no objection raised, which is with the same effectiveness as a vote.

Article 13 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and 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 14 Unless otherwise provided by law, it shall be done with the consent of a majority of the voting rights of the attending shareholders.

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 this Company. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

Article 16 In case of incident of force majeure, such as air strike, earthquake, fire and etc., the chairperson may immediately announce to stop or temporarily suspend the meeting in order for all persons to evacuate from the dangerous places. The chairperson may announce a new schedule for the meeting one hour later when the crisis is over.

Article 17 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 18 When a meeting is in progress, the chair may announce a break based on time considerations.

Article 19 This Company shall make an uninterrupted audio and video recording of the proceedings of the shareholders' meeting. The recorded materials shall be retained for at least one year.

Article 20 Any matter not provided in the rules of procedures shall be handled in accordance with applicable laws and regulations.

Article 21 These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

U-TECH Media Corporation
Current Shareholding of Directors

Book closure period: April 19, 2025

Job title	Name	Shareholdings
Director	Yang, Wei-Fen	100,000
Director	RITEK Corporation	32,489,319
Director	AimCore Technology Co., Ltd.	12,862,812
Director	Chen, Chien-Chuan(Note)	0
Independent director	Chien, Ching-Wen	0
Independent director	Kuo, Chung-Chien	0
Independent director	Lu, Po-Neng	0
Total	Shareholdings of all directors	45,452,131

The minimum total required shares of all directors: 9,299,067 shares

Note: Resigned on May 6, 2025