Stock code **3130**

104 Corporation

2024 Annual Shareholders' Meeting Handbook

(Translation)

Meeting Type：Physical Shareholders' Meeting.

Time：09:00 a.m., May 30, 2024.

Location：104 Corporation Headquarters.

(3F, No.119 BaoZhong Rd., Xindian Dist., New Taipei City, Taiwan, (R.O.C.))

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Meeting Agenda

104 Corporation
2024 Annual Shareholders’ Meeting Agenda

Meeting Type：Physical Shareholders' Meeting

Time：9:00 a.m., May 30, 2024

Place：104 Corporation Headquarters

(3F, No.119 BaoZhong Rd., Xindian Dist., New Taipei City, Taiwan, (R.O.C.))

I. Call Meeting to Order

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III. Matters for Report

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VI. Matters for Other Discussion

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I. Matters for Report

1. **The 2023 Business Report.**
   Explanatory Notes：
   For the Company's 2023 Business Report, please refer to attachment 1 on Pages 8 to 12.

2. **The 2023 Audit Committee's Review Report.**
   Explanatory Notes：
   For the Audit Committee's Review Report, please refer to attachment 2 on Page 13.

3. **The Report of the 2023 Employees and Directors' Compensation.**
   Explanatory Notes：
   (1) Pursuant to Article 25 of the Company's "Articles of Incorporation".
   (2) Income before tax excluding employees and Directors' compensation in 2023 is NT$607,270,073. Based on the resolution of the Board of Directors, cash will be distributed to the employees and Directors' compensation for the amount of NT$50,099,781 and NT$12,145,401, respectively. There is no difference between the above resolution and those recognized in the financial statements.

II. Matters for Ratification

1. **Adoption of the 2023 Business Report and Financial Statements. (Proposed by the Board of Directors)**
   Explanatory Notes：
   (1) The Company's 2023 financial statements have been approved by the Board of Directors and audited by KPMG.
   (2) Please refer to attachment 1 on Pages 8 to 12 and attachment 3 on Pages 14 to 29.

   Resolution：

2. **Adoption of the Proposal for Distribution of 2023 Earnings. (Proposed by the Board of Directors)**
   Explanatory Notes：
   (1) The Company's net income after tax in 2023 is NT$451,564,445. For the Earnings Distribution Proposal, please refer to attachment 4 on Page30.
   (2) Article 66-9 of the Income Tax Act is applicable to the calculation of the earnings distribution proposal mentioned in the preceding paragraph. The 2023 earnings will be distributed first. If such earnings are insufficient, the earnings for the past years will be distributed in sequence.
   (3) The proposal is to distribute a cash dividend of NT$13.61 per share, totaling NT$451,564,445. After the proposal is approved by the annual shareholders' meeting, the Board of Directors is authorized to determine the ex-dividend date. Cash dividends shall be based on the distribution ratio and rounded down to the integer. Fractional dividend amounts that are less than NT$1 shall be summed up and recognized as other income of the Company. In case the number of the Company's outstanding shares is affected from changes to the laws or other matters which may lead to the changes in the shareholder dividend ratio, it is proposed to the shareholder's meeting to authorize the Board of Directors to adjust it.

   Resolution：

III. Matters for Election

1. Election of New Directors of the Company (Proposed by the Board of Directors)

Explanatory Notes：

(1) The term of 9th Directors of the Company will expire on Augest 11, 2024. According to the “Articles of Incorporation”, new Directors shall be elected at the annual shareholders’ meeting of 2024.

(2) A candidate nomination system is adopted for election of the Company’s Directors. Seven Directors (including three Independent Directors) shall be elected. The term of the new Directors is three years from May 30, 2024 to May 29, 2027.

(3) The roster of Director candidates has been approved at the 13th meeting of the 9th term Board of Directors on February 27, 2024. For the roster of Director candidates, please refer to attachment 5 on Pages 31 to 33.

Election results：

IV. Matters for Other Discussion

1. Release of Non-Competition Restriction on Directors. (Proposed by the Board of Directors)

Explanatory Notes：

(1) According to Article 209 of the “Company Act”, a director who does anything for himself or on behalf of another person that is within the scope of the company’s business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

(2) In line with the business needs, it is proposed to release the newly elected Directors from non-competition restrictions under the precondition of no conflicts of the Company’s interests. For the related information, please refer to attachment 6 on Page 34.

Resolution：

V. Extemporary Motions

VI. Adjournment

Attachment

Attachment 1: 2023 Business Report

104 Corporation
Business Report

For 104 Corporation, 2023 was a significant year during which numerous milestones were achieved despite the challenging environment. 104 Corporation achieved a revenue of NT$2,329 million, representing a growth of 6.9% compared to the previous year. Moreover, whether in quarterly or annual revenue, we have achieved historic highs since the divestiture of our dispatch business in 2015. Earnings per share has continuously surpassed NT$10 for three consecutive years, reaching a record high of NT$13.61 this year.

Meanwhile, the Directorate-General of Budget, Accounting and Statistics has revised the domestic economic growth rate down to 1.40%, reaching a 14-year low. The National Development Council has consistently indicated a sluggish overall economy by flashing a blue signal from November 2022 to August 2023. Additionally, Taiwan is grappling with a declining labor force due to low birth rates and an aging population. In this challenging environment, our team is focused on maintaining the Company's fundamentals, strengthening research and development and operations, enhancing user experience, and actively addressing talent recruitment and retention issues for corporate users amid the wave of severe labor shortages.

Overview of Main Operations and Services:

(1)Job/talent searching service: In the post-pandemic era, driven by the recovery in domestic demand, Taiwan continues to experience an upward trend in recruitment needs. In the face of the severe challenge posed by the decline in the labor force population due to low birth rates and an aging population, we focus on:

- Enhance the matching efficiency of the platform: The new generation of recommendation model dramatically improves the matching efficiency between enterprises and talents.
- Enhance user friendliness and experience: Integrating AI into user experience and workflows to increase usability and efficiency. Employing a brand-new Responsive Web Design (RWD) for homepage redesign, aligned with mobile experience. Introducing a new "Company Search" page on both website and app, facilitating user experience by allowing users to search by company name as a key query.
- Assist businesses in managing their employer brand: Adding a "Company Updates" section to the Company page to aid in employer brand management, making it easier for job seekers to gather relevant company information.
- Strengthen platform cybersecurity: Implementing more rigorous checks, verification, and controls for overseas logins and usage to enhance the protection of corporate accounts and job seeker data.

(2)50^{+} carefully selected services: In the era of severe labor shortages, the middle-aged and elderly population represent the most direct demographic dividend. The 50^{+} Carefully Selected Services, building upon the effectiveness of store-based operations, have successfully expanded into the food and accommodation sectors. In the future, we will continue to extend the scope of services to more professions, thereby promoting more employment opportunities for middle-aged and elderly individuals.

(3)Executive and key talent pool: As Taiwan enters an era of severe labor shortages, enterprises are facing intense battles to attract and retain talent. The recruitment market has gradually shifted from being enterprise-led to being candidate-led. To address this challenge, 104 Corporation has proposed an innovative solution to help companies in proactively planning for key positions.

(4)Educational services for career development: According to the latest market research by Technavio, the global online education market is flourishing. In Taiwan, the value of the "digital learning" sector alone reached NT$51.06 billion in 2022, with a year-on-year growth rate of 51.4%. At the end of 2023, 104 Corporation released a Workplace Learning White Paper revealing that over 80% of job seekers express willingness to switch fields, and more than 50% of career switchers pursue further education through online learning. In this regard, the mission of 104 Learning Wizard is to become the learning center for Taiwanese working professionals, catering to their one-stop learning needs.

(5)Consulting services and talent evaluation tools: In response to the rapidly changing talent market and to enhance the resilience of enterprise human resources, we integrate tools, data, and HR expertise to gradually develop enterprise talent diagnostic platforms and HR service platforms. Through evaluation tools and data analysis, we diagnose the problems faced by enterprises in human resources management. We combine this with training, consulting, and system solutions provided by third parties to assist enterprises in finding the most suitable solutions, thereby increasing the return on human capital rate.

(6)Human resources system services: In 2023, 104 Corporation's human resources systems were awarded the MAS Mobile Application Security Certification, making it the first human resources management system provider in Taiwan to receive this certification.

(7)Exclusive platform for seniors: In 2023, Senior Class continued its commitment to creating a platform for retired seniors to pass on their valuable experiences to younger generations through a curriculum. This platform assists job seekers or retired individuals aged 45^{+}in finding a suitable stage to showcase their value, knowledge, and life experiences once again. In terms of navigation, learning, living, and consulting services, we have executed over 12,000 senior services and have had more than 85,000 course registrations.

Financial Performance

The consolidated operating revenue for the fiscal year 2023 was NT$2,329,406 thousand, an increase of 6.9% compared to the consolidated operating revenue of NT$2,179,248 thousand in the fiscal year 2022. This growth was mainly attributed to the increase in revenue from the Job Bank and Human Resources Management Services. The consolidated net operating profit for the fiscal year 2023 was NT$514,994 thousand, a 2.5% increase compared to the consolidated net operating profit of NT$502,465 thousand in the fiscal year 2022. The consolidated net profit after tax for the fiscal year 2023 was

NT$451,564 thousand, a 2.0% increase compared to the consolidated net profit after tax of NT$442,806 thousand in the fiscal year 2022.

Unit: NT$ thousand

Item	2023	2022
Operating revenue	2,329,406	2,179,248
Operating income	514,994	502,465
Net income before tax	549,958	523,741
Income tax expense	98,394	80,935
Net income	451,564	442,806
Return on assets (%)	13	14
Return on shareholders' equity (%)	27	27
Pre-tax income to paid-in capital (%)	166	158
Net margin (%)	20	20
Basic EPS (after Tax) (NT$)	13.61	13.42

Research and Development Achievements

(1) Generative AI application (GPT): Continuously integrating generative AI into various products and services to enhance customer usability and efficiency of use. On the other hand, 104 Corporation also applies GPT technology to customer service chatbots to improve service quality and reduce customer service costs. In the future, we will continue to research ways to apply generative AI to product services.

(2) Matchmaking engine optimization: Matchmaking is the core of our job search and talent acquisition services, and 104 Corporation continues to research and develop improvements to enhance the efficiency of our matchmaking engine. In 2023, we completed the development of a personalized job search engine, designed new machine learning algorithms to improve job recommendation accuracy, and implemented an automatic adjustment mechanism to adapt to changes in the matchmaking market.

(3) Improve personnel work efficiency: Enhancing work efficiency through the implementation of AI technology to streamline workflows and introduce automation mechanisms.

(4) Enhance service resilience and product development efficiency: In 2023, we achieved a multi-cloud hybrid architecture through containerization technology, improving the stability, scalability, and cost optimization of our services. Internally, we enhanced product development efficiency, while externally providing customers with a more reliable and resilient system service.

(5) Construct AI research and development infrastructure: Establishing a unified data platform to improve the process of collecting and integrating internal and external data, further enhancing the efficiency of AI and big data applications

Corporate Sustainable Development (ESG)

Promoting sustainable development is a core value of 104 Corporation. We continue to work towards the goal of net-zero carbon emissions. In 2023, we carried out an air conditioning upgrade project for the Xindian data center, procured energy-efficient and eco-friendly equipment, resulting in an annual reduction of 75,332 kWh in electricity consumption and saving approximately NT$440,000 in electricity costs. In our procurement of office and general supplies, we prioritize the use of products with minimal environmental impact and adhere to green consumption practices. This effort was recognized by the Environmental Protection Department, New Taipei City Government as an outstanding green procurement company in 2023. Additionally, we are expanding the sustainable impact of 104 Corporation by assisting stakeholders in achieving energy-saving and carbon reduction goals. In 2023, we collaborated for the first time with the Taiwan Green Energy for Charity Association, combining the Giver platform with green energy and non-profit organizations. The total value of Giver services provided was calculated to be NT$583,744. We designated the Taiwan Green Energy for Charity Association to purchase solar panels for community power plants, and the subsequent 20 years of electricity revenue will be donated to our long-term cooperative partner, Boyo Social Welfare Foundation. This initiative not only enhances the value of Giver but also contributes to environmental development and supports marginalized communities in society.

In order to provide better care and benefits for employees, in 2023, we increased the subsidies for childbirth, marriage, and other expenses. We also implemented a new profit-sharing bonus system, allowing employees to share in the company's profits and become shareholders of 104 Corporation. Employee growth and development are also paramount to us. We continuously offer the 104 University series courses and, alongside various comprehensive training programs aimed at enhancing talent capabilities, 104 Corporation has developed an internal occupational competency standard and job evaluation mechanism modeled after the government's iCAP framework. This framework constructs clearer job development indicators, providing a more transparent promotion assessment method. It allows employees' work accomplishments to be readily translated into tangible achievements in terms of promotion and career development.

For seven consecutive years, 104 Corporation has been promoting the "Be A Giver" social movement in Taiwanese society to help those in need. In 2023, we invited Lin Hwai-Min, the founder of Cloud Gate Dance Theatre, to shoot the documentary "Break Through" for the first time. Through the behind-the-scenes stories of Cloud Gate's "Legacy," we reinterpret the new proposition of "Be A Giver": "What deserves respect is not what you do, but how you do it in a way that deserves respect." Simultaneously, during graduation season, we launched a series of "Dream Unlimited Company" video, showcasing real-life examples from different professionals to make dream jobs feel even more authentic and deserving of respect.

Honors and Awards

104 Corporation has achieved outstanding results in multiple external evaluations. In response to Taiwan's aging society, we launched the "104 Senior" service, which garnered recognition in 2023, receiving the Global Views Monthly ESG Corporate Sustainability Award for Elderly-Friendly Excellence, the Taiwan Corporate Sustainability Awards for Elderly-Friendly Leadership, and the Taiwan Sustainability Action Awards. 104 Corporation's Be A Giver project calls on experienced professionals to share workplace experiences and knowledge through online and offline channels, assisting people of all ages in finding direction, earning recognition with the Taiwan Corporate Sustainability Award for Social Inclusion Leadership and the Taiwan Sustainability Action Awards.

Furthermore, talent is one of the most valued assets at 104 Corporation. Through our "Five-Hearts Policy," employees are taken care of comprehensively. This approach not only led to winning the Taiwan Corporate Sustainability Award for Talent Development Leadership for three consecutive years but also achieved first place in the 'Small Giant' category of the CommonWealth Talent Sustainability Award. In terms of information security and personal data protection, we adhere to the highest standards to protect the rights and interests of job seekers and recruiting companies. We stay ahead by monitoring international threat intelligence and proactively managing risks. Our efforts in this regard have been recognized with the Taiwan Corporate Sustainability Award for Information Security Leadership.

In addition to the aforementioned ESG awards, 104 Corporation has transformed its brand proposition into creative advertisements and has been recognized with multiple prestigious awards through various media and social channels, including:

- 4A Creative Awards: Best Long-Form Film Advertisement Award (2 Silver, 1 Honorable Mention), Bronze Award for Best Film Series Advertisement, Silver Award for Best Film Advertisement Copywriting, Bronze Award for Best Influencer Marketing
- The Times Awards: Best Advertiser of the Year, Marketing Category Comprehensive Items (1 Silver, 1 Bronze), Honorable Mention for Film in Public Welfare Category, Film Category Comprehensive Items (1 Gold, 1 Silver, 1 Bronze)
- 2023 Longxi Creative Awards: Received 3 silver and 1 bronze awards
- 2023 Golden Eagle Awards: 1 silver award
- 2023 Brain Magazine Best Advertising Slogan Award

Future Outlook

As we enter 2024, AI continues to develop rapidly. The issues of declining birth rates, an aging population, and labor shortage still persist. The talents and skills needed in the future workplace will continue to evolve.

For 104 Corporation, our mission is to provide comprehensive HR services to businesses, assisting them in addressing issues related to talent recruitment, retention, management, and development. We also offer a wide range of career services to the general public, supporting their various needs from youth to retirement. In this era of uncertainty, fulfilling such a mission will become increasingly challenging and crucial. We will continue to pursue and seize future growth opportunities, leveraging our leading advantages in technology, database scale, and human resources expertise.

We are honored to have earned the trust of our shareholders in 104 Corporation amidst the challenges of 2023. We will continue to strive to increase market share, expand influence, and become the leading brand in human resources in the Chinese-speaking region.

Chairman: Rocky Yang

General Manager: Joanna Huang

Chief Accountant: Wendy Chiang

Attachment 2: Audit Committee's Review Report

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2023 Business Report, the Financial Statements (including the Stand-alone & the Consolidated Financial Reports), and the Proposal for Distribution of Earnings.

The aforementioned statements have been reviewed and determined to be correct and accurate by the Audit Committee members of 104 Corporation. According to relevant requirements of the Securities and Exchange Act and the Company Law, we hereby submit this report.

104 Corporation
Chairman of the Audit Committee
Sean Lien
February 22, 2024

Independent Auditors' Report

To the Board of Directors of 104 Corporation:

Opinion

We have audited the financial statements of 104 Corporation ("the Company"), which comprise the balance sheets as of December 31, 2023 and 2022, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Financial Statements 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 Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements taken as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgement, the key audit matters that should be communicated in this audit report are as follows:

Revenue recognition

Please refer to note 4(13) for accounting policy related to revenue recognition, and note 6(14) for the disclosure related to revenue from contracts with customers of the financial statements.

Description of key audit matter:

The Company operating revenues mainly derive from providing online advertising and consulting services, wherein they are recognized in the following different ways. Additionally, the Company often received its payments in advance after the contracts are signed; therefore, the amount is deferred according to the Company's policy and recognized as revenue once the service is performed. Revenue recognition and judgment of the timing are extremely important in preparing the financial statements of the Company; therefore, revenue recognition was considered to be one of the key audit matters in our audit.

How the matter was addressed in our audit:

Our audit procedures included:

- Assessing and testing the design, as well as the effectiveness of the operating on the control over sales and collection cycle. Selecting appropriate samples and comparing them to relevant documents such as customer order and confirmation of completion order signed by customer to assess whether revenue and deferred revenue have been appropriately recognized.

- Performing comparison analysis on operating revenue of the current period to last period and the latest quarter to assess the existence of any significant exceptions, and further identify and analyze the reasons, if there is any significant exception.

- Performing test-of-detail on operating revenue to assess the assertions of existence and accuracy, as well as the appropriateness of recognition.

- Examining relevant documents of a period before and after the balance sheets date, such as customer order, information reported back from business department, or confirmation of completion of duty executed by customer, and verify the accuracy of the amount recognized as revenue in accordance with the timing of service provided or quantity provided to determine whether the deferred revenue should not be recognized as revenue and whether operating revenue has been appropriately recognized.

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

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

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

1. Identify and assess the risks of material misstatement of the financial statements whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investments in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chiang, Chia-Chi and Kuang, Chun-Hsiu.

KPMG

Taipei, Taiwan (Republic of China)
February 27, 2024

Note to Readers

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

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

(English Translation of Financial Statements Originally Issued in Chinese)

104 CORPORATION

Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2023 Amount	%	December 31, 2022 Amount	%
Current assets:				
Cash and cash equivalents (note 6(1))	$1,273,795	36	1,274,897	39
Current financial assets measured at amortized cost (note 6(3))	1,526,115	44	1,480,215	45
Notes receivable, net (notes 6(4) and (14))	188	-	288	-
Accounts receivable, net (notes 6(4), (14) and 7)	59,385	2	75,273	2
Other receivables (note 7)	13,110	-	11,175	-
Prepayments	48,029	1	32,508	1
Other current assets	1,399	-	633	-
Total current assets	2,922,021	83	2,874,989	87
Non-current assets:				
Non-current financial assets at fair value through profit or loss (note 6(2))	4,913	-	4,914	-
Investments accounted for using equity method (note 6(5))	119,436	4	84,811	3
Property, plant and equipment (note 6(6))	258,325	8	208,484	7
Right-of-use assets (notes 6(7) and (9))	145,767	4	90,999	3
Intangible assets (note 6(8))	12,710	-	356	-
Deferred tax assets (note 6(11))	11,095	-	15,061	-
Guarantee deposits paid	8,642	-	7,238	-
Other non-current financial assets (note 8)	10,000	-	10,000	-
Other non-current assets, others (notes 6(4) and (14))	16,312	1	5,173	-
Total non-current assets	587,200	17	427,036	13
Total assets	$ 3,509,221	100	3,302,025	100

Liabilities and Equity	December 31, 2023 Amount	%	December 31, 2022 Amount	%
Current liabilities:				
Current contract liabilities (note 6(14))	$ 961,652	28	829,023	25
Notes payable	150	-	435	-
Accounts payable	5,242	-	7,489	-
Other payables (notes 6(15) and 7)	591,297	17	579,415	18
Current tax liabilities	54,354	2	58,722	2
Current provisions for employee benefits	42,635	1	38,071	1
Current lease liabilities (note 6(9))	42,642	1	33,849	1
Other current liabilities	35,715	1	30,862	1
Total current liabilities	1,733,687	50	1,577,866	48
Non-current liabilities:				
Deferred tax liabilities (note 6(11))	4	-	-	-
Non-current lease liabilities (note 6(9))	104,690	3	57,857	2
Net defined benefit liability, non-current (note 6(10))	12,838	-	13,367	-
Total non-current liabilities	117,532	3	71,224	2
Total liabilities	1,851,219	53	1,649,090	50
Equity (notes 6(10), (11) and (12))				
Common stock	331,907	9	331,907	10
Capital surplus	397,574	11	397,574	12
Retained earnings:				
Legal reserve	378,199	11	378,199	11
Special reserve	3,870	-	5,709	-
Unappropriated earnings	551,121	16	543,416	17
Total retained earnings	933,190	27	927,324	28
Other equity:				
Exchange differences on translation of foreign financial statements	(4,669)	-	(3,870)	-
Total equity	1,658,002	47	1,652,935	50
Total liabilities and equity	$ 3,509,221	100	3,302,025	100

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

104 CORPORATION

Statements of Comprehensive Income

For the years ended December 31, 2023 and 2022

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

	2023		2022	
	Amount	**%**	**Amount**	**%**
Operating revenue (note 6(14) and 7)	$ 2,270,248	100	2,143,185	100
Operating costs (notes 6(6), (7), (8), (9), (10), (15) and 12)	282,038	12	225,846	11
Gross profit	1,988,210	88	1,917,339	89
Operating expenses (notes 6(4), (6), (7), (8), (9), (10), (15), 7 and 12):				
Selling expenses	953,239	42	941,942	44
Administrative expenses	256,367	12	246,437	11
Research and development expenses	288,823	13	247,587	12
Expected credit loss	1,740	-	1,262	-
Total operating expenses	1,500,169	67	1,437,228	67
Operating income	488,041	21	480,111	22
Non-operating income and expenses (notes 6(5), (6), (7), (9), (10), (16), 7 and 12):				
Interest income	30,597	1	16,064	1
Other income	18,488	1	17,617	1
Other gains and losses	(5,550)	-	(2,567)	-
Finance costs	(1,526)	-	(871)	-
Share of profit or loss of associates accounted for using equity method	14,974	1	12,458	1
Total non-operating income and expenses	56,983	3	42,701	3
Income before income tax	545,024	24	522,812	25
Less: income tax expenses (note 6(11))	93,460	4	77,552	4
Net income	451,564	20	445,260	21
Other comprehensive income:				
Items that will not be reclassified subsequently to profit or loss (notes 6(10) and (11))				
Remeasurements from defined benefit plans	(548)	-	4,050	-
Less: income tax related to items that will not be reclassified subsequently to profit or loss	(110)	-	810	-
Total items that will not be reclassified subsequently to profit or loss	(438)	-	3,240	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	(799)	-	1,839	-
Less: income tax related to items that are or may be reclassified subsequently to profit or loss	-	-	-	-
Total items that may be reclassified subsequently to profit or loss	(799)	-	1,839	-
Other comprehensive income	(1,237)	-	5,079	-
Total comprehensive income	**$ 450,327**	**20**	**450,339**	**21**
Earnings per share (note 6(13))				
Basic earnings per share	**$ 13.61**		**13.42**	
Diluted earnings per share	**$ 13.49**		**13.31**	

(English Translation of Financial Statements Originally Issued in Chinese)

104 CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Common stock	Capital surplus	Retained earnings: Legal reserve	Retained earnings: Special reserve	Retained earnings: Unappropriated earnings	Retained earnings: Total	Exchange differences on translation of foreign financial statements	Total equity
Balance as of January 1, 2022	$ 331,907	397,574	378,199	5,339	465,722	849,260	(5,709)	1,573,032
Appropriations and distributions								
Special reserve	-	-	-	370	(370)	-	-	-
Cash dividends	-	-	-	-	(370,436)	(370,436)	-	(370,436)
Net income for the year	-	-	-	-	445,260	445,260	-	445,260
Other comprehensive income (loss) for the year	-	-	-	-	3,240	3,240	1,839	5,079
Total comprehensive income (loss) for the year	-	-	-	-	448,500	448,500	1,839	450,339
Balance as of December 31, 2022	331,907	397,574	378,199	5,709	543,416	927,324	(3,870)	1,652,935
Appropriations and distributions								
Reversal of special reserve	-	-	-	(1,839)	1,839	-	-	-
Cash dividends	-	-	-	-	(445,260)	(445,260)	-	(445,260)
Net income for the year	-	-	-	-	451,564	451,564	-	451,564
Other comprehensive income (loss) for the year	-	-	-	-	(438)	(438)	(799)	(1,237)
Total comprehensive income (loss) for the year	-	-	-	-	451,126	451,126	(799)	450,327
Balance as of December 31, 2023	**$ 331,907**	**397,574**	**378,199**	**3,870**	**551,121**	**933,190**	**(4,669)**	**1,658,002**

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

104 CORPORATION

Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from (used in) operating activities:		
Income before tax	$ 545,024	522,812
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	76,067	68,579
Amortization expense	1,270	661
Expected credit loss	1,740	1,262
Interest expense	1,526	871
Interest income	(30,597)	(16,064)
Share of profit of associates accounted for using equity method	(14,974)	(12,458)
Loss on disposal of property, plant and equipment	49	11
Loss on disposal of investments	-	1,240
Unrealized foreign exchange loss (gain)	1	(485)
Gain from lease modifications	(236)	(13)
Total adjustments to reconcile profit	34,846	43,604
Changes in operating assets and liabilities:		
Net changes in operating assets:		
Notes receivable	100	683
Accounts receivable	14,148	6,236
Other receivable	(849)	3,077
Prepayments	(15,521)	(7,542)
Other current assets	(766)	355
Total net changes in operating assets	(2,888)	2,809
Net changes in operating liabilities:		
Contract liabilities	132,629	149,493
Notes payable	(285)	(713)
Accounts payable	(2,247)	2,011
Other payables	(7,494)	94,010
Current provision for employee benefits	4,564	1,708
Other current liabilities	4,853	(4,456)
Net defined benefit liabilities	(1,077)	8,621
Total net changes in operating liabilities	130,943	250,674
Total net changes in operating assets and liabilities	128,055	253,483
Total adjustments	162,901	297,087
Cash inflow generated from operations	707,925	819,899
Interest received	29,511	14,790
Dividends received	12,888	8,555
Interest paid	(1,526)	(871)
Income taxes paid	(93,748)	(67,341)
Net cash flows from operating activities	655,050	775,032
Cash flows from (used in) investing activities:		
Acquisition of financial assets measured at amortized cost	(2,693,015)	(4,269,130)
Proceeds from disposal of financial assets at amortized cost	2,647,115	2,788,915
Acquisition of investments accounted for using equity method	(33,338)	-
Acquisition of property, plant and equipment	(69,477)	(35,159)
Increase in guarantee deposits paid	(1,404)	(11)
Acquisition of intangible assets	(13,624)	-
Increase in other non-current assets	(11,139)	(2,851)
Net cash flows used in investing activities	(1,74,882)	(1,518,236)
Cash flows from (used in) financing activities:		
Payment of lease liabilities	(36,010)	(34,505)
Cash dividends paid	(445,260)	(370,436)
Net cash flows used in financing activities	(481,270)	(404,941)
Net decrease in cash and cash equivalents	(1,102)	(1,148,145)
Cash and cash equivalents at beginning of year	1,274,897	2,423,042
Cash and cash equivalents at end of year	$ 1,273,795	1,274,897

See accompanying notes to financial statements.

Independent Auditors' Report

To the Board of Directors of 104 Corporation:

Opinion

We have audited the consolidated financial statements of 104 Corporation and Subsidiaries ("the Consolidated Company"), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Consolidated Company as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), interpretation as well as related guidance endorsed and issued by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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 Consolidated Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements taken as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgement, the key audit matters that should be communicated in this audit report are as follows:

Revenue recognition

Please refer to note 4(13) for accounting policy related to revenue recognition, and note 6(14) for the disclosure related to revenue from contracts with customers of the consolidated financial statements.

Description of key audit matter:

The Consolidated Company operating revenues mainly derive from providing online advertising and consulting services, wherein they are recognized in the following different ways. Additionally, the Consolidated Company often received its payments in advance after the contracts are signed; therefore, the amount is deferred according to the Consolidated Company's policy and recognized as revenue once the service is performed. Revenue recognition and judgment of the timing are extremely important in preparing the financial statements of the Consolidated Company; therefore, revenue recognition was considered to be one of the key audit matters in our audit.

How the matter was addressed in our audit:

Our audit procedures included:

- Assessing and testing the design, as well as the effectiveness of the operating on the control over sales and collection cycle. Selecting appropriate samples and comparing them to relevant documents such as customer order and confirmation of completion order signed by customer to assess whether revenue and deferred revenue have been appropriately recognized.

- Performing comparison analysis on operating revenue of the current period to last period and the latest quarter to assess the existence of any significant exceptions, and further identify and analyze the reasons, if there is any significant exception.

- Performing test-of-detail on operating revenue to assess the assertions of existence and accuracy, as well as the appropriateness of recognition.

- Examining relevant documents of a period before and after the balance sheets date, such as customer order, information reported back from business department, or confirmation of completion of duty executed by customer, and verify the accuracy of the amount recognized as revenue in accordance with the timing of service provided or quantity provided to determine whether the deferred revenue should not be recognized as revenue and whether operating revenue has been appropriately recognized.

Other Matter

104 Corporation has prepared parent-company-only financial statements as of and for the years ended December 31, 2023 and 2022 and, on which we have expressed an unqualified opinion.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Consolidated Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Consolidated Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Consolidated Company's financial reporting process.

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 Consolidated Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the 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 Consolidated Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Consolidated Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors’ report are Chiang, Chia-Chi and Kuang, Chun-Hsiu.

KPMG

Taipei, Taiwan (Republic of China)
February 27, 2024

Note to Readers

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

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

104 CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2023		December 31, 2022	
Assets	**Amount**	**%**	**Amount**	**%**
Current assets:				
Cash and cash equivalents (note 6(1))	$ 1,337,823	38	1,326,136	40
Current financial assets at amortized cost (note 6(3))	1,561,781	44	1,521,933	46
Notes receivable, net (notes 6(4) and (14))	188	-	288	-
Accounts receivable, net (notes 6(4), (14) and 7)	67,459	2	79,984	3
Other receivables	11,942	-	10,082	-
Prepayments	50,249	2	32,706	1
Other current assets	1,668	-	633	-
Total current assets	3,031,110	86	2,971,762	90
Non-current assets:				
Non-current financial assets at fair value through profit or loss (note 6(2))	4,913	-	4,914	-
Investments accounted for using equity method, net (note 6(5))	27,567	1	-	-
Property, plant and equipment (note 6(6))	258,325	8	208,484	6
Right-of-use assets (notes 6(7) and (9))	145,767	4	90,999	3
Intangible assets (note 6(8))	12,710	-	356	-
Deferred tax assets (note 6(11))	11,125	-	15,087	1
Guarantee deposits paid	9,754	-	8,424	-
Other non-current financial assets (note 8)	10,000	-	10,000	-
Other non-current assets, others (notes 6(4) and (14))	16,312	1	5,173	-
Total non-current assets	496,473	14	343,437	10
Total assets	$ 3,527,583	100	3,315,199	100

	December 31, 2023		December 31, 2022	
Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
Current liabilities:				
Current contract liabilities (note 6(14))	$ 966,313	27	835,750	25
Notes payable	150	-	435	-
Accounts payable	5,256	-	7,519	-
Other payables, others (notes 6(15) and 7)	600,991	17	582,922	18
Current tax liabilities	57,596	2	60,942	2
Current provisions for employee benefits	42,785	2	38,198	1
Current lease liabilities (note 6(9))	42,642	1	33,849	1
Other current liabilities	36,316	1	31,425	1
Total current liabilities	1,752,049	50	1,591,040	48
Non-current liabilities:				
Deferred tax liabilities (note 6(11))	4	-	-	-
Non-current lease liabilities (note 6(9))	104,690	3	57,857	2
Net defined benefit liability, non-current (note 6(10))	12,838	-	13,367	-
Total non-current liabilities	117,532	3	71,224	2
Total liabilities	1,869,581	53	1,662,264	50
Equity attributable to owners of parent (notes 6(10), (11) and (12))				
Common stock	331,907	9	331,907	10
Capital surplus	397,574	11	397,574	12
Retained earnings:				
Legal reserve	378,199	11	378,199	11
Special reserve	3,870	-	5,709	-
Unappropriated retained earnings	551,121	16	543,416	17
Total retained earnings	933,190	27	927,324	28
Other equity:				
Exchange differences on translation of foreign financial statements	(4,669)	-	(3,870)	-
Total equity	1,658,002	47	1,652,935	50
Total liabilities and equity	$ 3,527,583	100	3,315,199	100

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

104 CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2023 and 2022

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

	2023		2022	
	Amount	**%**	**Amount**	**%**
Operating revenue (notes 6(14) and 7)	$ 2,329,406	100	2,179,248	100
Operating costs (notes 6(6), (7), (8), (9), (10), (15) and 12)	305,783	13	229,268	11
Gross profit	2,023,623	87	1,949,980	89
Operating expenses (notes 6(4), (6), (7), (8), (9), (10), (15), 7 and 12):				
Selling expenses	959,077	41	951,308	44
Administrative expenses	258,990	11	247,358	11
Research and development expenses	288,822	13	247,587	11
Expected credit loss	1,740	-	1,262	-
Total operating expenses	1,508,629	65	1,447,515	66
Operating income	514,994	22	502,465	23
Non-operating income and expenses (notes 6(5), (6), (7), (9), (10), (16), 7 and 12):				
Interest income	32,176	1	16,746	1
Other income	15,098	-	5,216	-
Other gains and losses	(5,013)	-	185	-
Finance costs	(1,526)	-	(871)	-
Share of loss of associates accounted for using equity method	(5,771)	-	-	-
Total non-operating income and expenses	34,964	1	21,276	1
Income before income tax	549,958	23	523,741	24
Less: income tax expenses (note 6(11))	98,394	4	80,935	4
Net income	451,564	19	442,806	20
Other comprehensive income (notes 6(10) and (11)):				
Items that will not be reclassified subsequently to profit or loss				
Remeasurements from defined benefit plans	(548)	-	4,050	-
Less: income tax related to items that will not be reclassified subsequently to profit or loss	(110)	-	810	-
Total items that will not be reclassified subsequently to profit or loss	(438)	-	3,240	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	(799)	-	1,875	-
Less: income tax related to items that are or may be reclassified subsequently to profit or loss	-	-	-	-
Total items that may be reclassified subsequently to profit or loss	(799)	-	1,875	-
Other comprehensive income	(1,237)	-	5,115	-
Total comprehensive income	**$ 450,327**	**19**	**447,921**	**20**
Net income (loss) attributable to:				
Owners of parent	$ 451,564	19	445,260	20
Non-controlling interests	-	-	(2,454)	-
	$ 451,564	**19**	**442,806**	**20**
Total comprehensive income (loss) attributable to:				
Owners of parent	$ 450,327	19	450,339	20
Non-controlling interests	-	-	(2,418)	-
	$ 450,327	**19**	**447,921**	**20**
Earnings per share (note 6(13))				
Basic earnings per share	**$**	**13.61**		**13.42**
Diluted earnings per share	**$**	**13.49**		**13.31**

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

104 CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent								Non-	
			Retained earnings				Exchange differences on translation of foreign financial statements	Total equity attributable to owners of parent		
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Total			controlling interests	Total equity
Balance as of January 1, 2022	$ 331,907	397,574	378,199	5,339	465,722	849,260	(5,709)	1,573,032	2,418	1,575,450
Appropriations and distributions										
Special reserve	-	-	-	370	(370)	-	-	-	-	-
Cash dividends	-	-	-	-	(370,436)	(370,436)	-	(370,436)	-	(370,436)
Net income (loss) for the year	-	-	-	-	445,260	445,260	-	445,260	(2,454)	442,806
Other comprehensive income (loss) for the year	-	-	-	-	3,240	3,240	1,839	5,079	36	5,115
Total comprehensive income (loss) for the year	-	-	-	-	448,500	448,500	1,839	450,339	(2,418)	447,921
Balance as of December 31, 2022	331,907	397,574	378,199	5,709	543,416	927,324	(3,870)	1,652,935	-	1,652,935
Appropriations and distributions										
Reversal of special reserve	-	-	-	(1,839)	1,839	-	-	-	-	-
Cash dividends	-	-	-	-	(445,260)	(445,260)	-	(445,260)	-	(445,260)
Net income for the year	-	-	-	-	451,564	451,564	-	451,564	-	451,564
Other comprehensive income (loss) for the year	-	-	-	-	(438)	(438)	(799)	(1,237)	-	(1,237)
Total comprehensive income (loss) for the year	-	-	-	-	451,126	451,126	(799)	450,327	-	450,327
Balance as of December 31, 2023	**$ 331,907**	**397,574**	**378,199**	**3,870**	**551,121**	**933,190**	**(4,669)**	**1,658,002**	**-**	**1,658,002**

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

104 CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from (used in) operating activities:		
Income before tax	$ 549,958	523,741
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	76,067	68,597
Amortization expense	1,270	661
Expected credit loss	1,740	1,262
Interest expense	1,526	871
Interest income	(32,176)	(16,746)
Share of loss of associates accounted for using equity method	5,771	-
Loss on disposal of property, plant and equipment	49	16
Loss on disposal of investments	-	1,240
Unrealized foreign exchange loss (gain)	1	(485)
Gain from lease modifications	(236)	(13)
Total adjustments to reconcile profit	54,012	55,403
Changes in operating assets and liabilities:		
Net changes in operating assets:		
Notes receivable	100	683
Accounts receivable	10,785	(7,231)
Other receivable	(838)	547
Prepayments	(17,543)	(6,997)
Other current assets	(1,035)	355
Total net changes in operating assets	(8,531)	(12,643)
Net changes in operating liabilities:		
Contract liabilities	130,563	152,912
Notes payable	(285)	(713)
Accounts payable	(2,263)	1,747
Other payables	(1,307)	97,614
Current provision for employee benefits	4,587	1,738
Other current liabilities	4,891	(4,465)
Net defined benefit liabilities	(1,077)	8,621
Total net changes in operating liabilities	135,109	257,454
Total net changes in operating assets and liabilities	126,578	244,811
Total adjustments	180,590	300,214
Cash inflow generated from operations	730,548	823,955
Interest received	31,154	15,371
Interest paid	(1,526)	(871)
Income taxes paid	(97,664)	(69,695)
Net cash flows from operating activities	662,512	768,760
Cash flows from (used in) investing activities:		
Acquisition of financial assets at amortized cost	(2,737,693)	(4,336,244)
Proceeds from disposal of financial assets at amortized cost	2,697,845	2,814,742
Acquisition of investments accounted for using equity method	(33,338)	-
Acquisition of property, plant and equipment	(69,477)	(35,159)
Proceeds from disposal of property, plant and equipment	-	28
Decrease (increase) in guarantee deposits paid	(1,330)	540
Acquisition of intangible assets	(13,624)	-
Increase in other non-current assets	(11,139)	(2,851)
Net cash flows used in investing activities	(168,756)	(1,558,944)
Cash flows from (used in) financing activities:		
Payment of lease liabilities	(36,010)	(34,505)
Cash dividends paid	(445,260)	(370,436)
Net cash flows used in financing activities	(481,270)	(404,941)
Effect of exchange rate changes on cash and cash equivalents	(799)	204
Net increase (decrease) in cash and cash equivalents	11,687	(1,194,921)
Cash and cash equivalents at beginning of year	1,326,136	2,521,057
Cash and cash equivalents at end of year	$ 1,337,823	1,326,136

See accompanying notes to consolidated financial statements.

Attachment 4: Earnings Distribution Proposal

104 Corporation
2023 Earnings Distribution Proposal

Unit：NT$

Items	Amount	Note
Unappropriated earnings at beginning of year	**99,995,346**	
Plus:		
Remeasurements from defined benefit plans	(438,816)	
2023 Net income after tax	451,564,445	
Earnings available for distribution	**551,120,975**	
Less:		
Special reserves	(799,403)	
Items of distribution:		
Shareholders’ dividends - cash	(451,564,445)	NT$13.61 per share
Unappropriated earnings at end of year	**98,757,127**	

Chairman: Rocky Yang General Manager: Joanna Huang Chief Accountant: Wendy Chiang

Attachment 5: The Roster of Director Candidates

Type	Candidate	Shareholding (Unit：Shares)	Education	Work experience	Current Position
Director	Rocky Yang	4,495,402	• Bachelor of Foreign Languages & Literature at Cheng Kung University	• Manager of Tailami Laminex Co., Ltd. • Manager of SUNREX	• Chairman of the Company • Chairman of 104 Consulting Corporation • Executive Director and Legal Representative of Redpoint Information Technology (Shanghai) Co., Ltd. • Chairman of 104 Hope Foundation • Chairman of Askforce Corporation • Director of Tian Mei Charity Foundation
	Steven Su	257,854	• LL.M, The University of Houston, Law Center, Texas, U.S.A	• Managing Director of Su & Yeh Law Firm • General Manager of 104 Consulting Corporation • Adjunct Instructor of Vanung University and Hwa Hsia University of Technology	• Chief Legal Officer of the Company • Director of 104 Consulting Corporation • Director of 104 Hope Foundation
	Simon Juan	132,240	• M.A European Study Katholieke Universiteit Leuven, Belgium	• Business Director (China) of Digital Imaging System, Philips China • General Manager of 104 Corporation • Director of 104 Hope Foundation	• Supervisor of 104 Consulting Corporation • Director of B Current Impact Investment Inc. • Director of Tian Mei Charity Foundation
	Mark Chang	0	• Bachelor of Mechanical Engineering, University of Texas at Austin • Master of Mechanical Engineering, Massachusetts Institute of Technology	• Kendall International regional director of sales and marketing for Malaysia • Director-Innity Bhd, Malaysia • Executive Director and Chief Executive Officer-JcbNext Berhad • Independent Director-MOL Global • Independent Director-Vitrox corp Bhd, Malaysia • Director-Greenfield Japan Kabushiki Kaisha	• Director-JcbNext Pte Ltd, Singapore

Type	Candidate	Shareholding (Unit：Shares)	Education	Work experience	Current Position
Independent Director	Chin-Li Lin	0	• Master of The Social Welfare Institute, National Chung Cheng University	• Vice Chairman of Taiwan Association of Integrated Care • Supervisor of Private Participatory Budget Democracy Association, Yunlin County • Supervisor of Formosan Association of Care and Education for the Seniors • Members of The Long Term Care Promotion Committee of The Executive Yuan • Members of The Long Term Care Advisory Committee of The Ministry of Health and Welfare • Consultant of Taipei City Government • Consultant of Yunlin County Government	• Member of Remuneration Committee of the Company • Managing Supervisor of Taiwan Home Service Strategic Alliance • Director of Yunlin Elder Welfare Protection Association • CEO of Private Chun-Tai Social Welfare Foundation, Yunlin County • Chairman of Private Don-Zen Senior Citizen's Home, Yunlin County • Director of Taiwan Self-Reliance Care Professional Development Association • University Chair Professor of The Department of Golden-Ager Industry Management, Chaoyang University of Technology • Consultant of The Ministry of Health Welfare
	Sean Lien	0	• Master of Science, Computer Science & Information Engineering, National Taiwan University • EMBA of International Business, College of Management, National Taiwan University	• Vice President of ShiningTech Technology • Vice President of Yam Digital Technology	• Member of Remuneration Committee of the Company • Director of Farobot Inc. • Independent Director of Speedtech Corp. • Director of Shu Mei Culture & Art Foundation • President of gTech Velocity, APAC

Type	Candidate	Shareholding (Unit：Shares)	Education	Work experience	Current Position
Independent Director	Chung-Huey Huang	0	• Ph.D. in Accounting, State University of New York at Buffalo • Master of Accounting, National Chengchi University	• Member of TPEx Mainboard Listing Review Committee • Member of Accounting and Auditing Committee of The National Federation of CPA Associations of the R.O.C. • Supervisor of Taiwan Aerospace Corporation • Independent Director of Aerospace Industrial Development Corporation • Member of the Labor Funds Supervisory Committee of the Ministry of Labor	• Member of Remuneration Committee of the Company • Professor of Department of Accountancy, National Taipei University • Supervisor of Small and Medium Enterprise Credit Guarantee Fund of Taiwan • Supervisor of Taiwan Drug Relief Foundation • Member of Public Debt Administration Committee of Ministry of Finance • Member of CPA Examination Review Committee of Ministry of Examination • Member of Incubation Board for Startup and Acceleration Firms Review Committee of Economic Development Department of New Taipei City Government • Adjunct Professor of Accountancy of The School of Management, National Taiwan University of Science and Technology

Attachment 6: Information Related to Release of Non-Competition Restriction on Directors

Name	Duty at other Company
Rocky Yang	• Chairman of 104 Consulting Corporation (Note 1) • Executive Director and Legal Representative of Redpoint Information Technology (Shanghai) Co., Ltd. (Note 1) • Chairman of 104 Hope Foundation • Chairman of Askforce Corporation • Director of Tian Mei Charity Foundation
Steven Su	• Director of 104 Consulting Corporation (Note 1) • Director of 104 Hope Foundation
Simon Juan	• Supervisor of 104 Consulting Corporation (Note 1) • Director of B Current Impact Investment Inc. • Director of Tian Mei Charity Foundation
Mark Chang	• Director-JcbNext Pte Ltd, Singapore
Chin-Li Lin	• Managing Supervisor of Taiwan Home Service Strategic Alliance • Director of Yunlin Elder Welfare Protection Association • CEO of Private Chun-Tai Social Welfare Foundation, Yunlin County • Chairman of Private Don-Zen Senior Citizen's Home, Yunlin County • Director of Taiwan Self-Reliance Care Professional Development Association • University Chair Professor of The Department of Golden-Ager Industry Management, Chaoyang University of Technology • Consultant of Ministry of Health Welfare
Sean Lien	• Director of Farobot Inc. • Independent Director of Speedtech Corporation. • Director of Shu Mei Culture & Art Foundation • President of gTech Velocity, APAC
Chung-Huey Huang	• Professor of Department of Accountancy, National Taipei University • Supervisor of Small and Medium Enterprise Credit Guarantee Fund of Taiwan • Supervisor of Taiwan Drug Relief Foundation • Member of Public Debt Administration Committee of Ministry of Finance • Member of CPA Examination Review Committee of Ministry of Examination • Member of Incubation Board for Startup and Acceleration Firms Review Committee of Economic Development Department of New Taipei City Government • Adjunct Professor of Accountancy of The School of Management, National Taiwan University of Science and Technology

Note 1：The 100% owned subsidiary of the Company.

Appendix

Appendix 1: Rules and Procedures of Shareholders' Meetings

104 Corporation

Rules and Procedures of Shareholders' Meetings

2023/05/25

Article 1： Except as otherwise provided by law or the articles of incorporation, shareholders' meetings of the Company shall be conducted in accordance with these Rules and Procedures.

Article 2： Except as otherwise provided by law, shareholders' meetings of the Company shall be convened by the board of directors.

Article 3： The reason(s) for calling a meeting shall be specified in the meeting notifications and notices, and a shareholder may be informed via electronic means upon his/her approval.

Article 4： A shareholders' meeting shall be held at the head office of the Company or at an appropriate venue convenient for shareholders to attend and shall not begin earlier than 9:30 a.m. or later than 3:00 p.m.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.

Article 5： Shareholders or appointed proxies (hereinafter referred to as "Shareholders") shall attend a shareholders' meeting on an attendance card, a sign-in card or other certificates of attendance. Proxy solicitors shall also present identification documents for verification.

Attending shareholders shall submit their sign-in cards in lieu of signing in. A shareholder that has registered with the Company to take part by means of videoconferencing has logged into the video conferencing platform and completed sign-in, shall be deemed to have attended the meeting in person.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

Article 6： A shareholders' meeting convened by the board of directors shall be presided over by the chairperson of the board of directors. If the chairperson of the board of directors is on leave or, for some reason, is unable to exercise his/her authority, the chairperson shall appoint one of the other directors to chair the meeting. Without any such designation, the other directors shall elect an acting chair for the meeting from among themselves.

A shareholders' meeting not called by the board of directors but by any other person entitled to convene such a meeting shall be presided over by the person convening the meeting.

Article 7： The Company may appoint its lawyers(s), accountant(s) or other relevant persons to attend a shareholders' meeting.

Article 8： The Company shall make an audiotape or videotape recording of a shareholders' meeting in its entirety, and such recording shall be retained for at least one year.

When a virtual shareholders' meeting is convened, the Company shall keep continuously audio and video record of the proceedings of the virtual meeting from beginning to end without interruption, and the record shall be properly kept during the entirety of its existence.

Article 9： The attendance and voting at a shareholders' meeting shall be calculated based on the number of shares.

The shares held by shareholders who are without voting rights shall be excluded from the total number of shares in the issue when voting on a resolution at a shareholders' meeting.

The number of attending shares shall be calculated according to the number of sign-in cards submitted and checked in on the virtual meeting platform, plus the number of shares voted in writing or by way of electronic transmission.

Article 10： The chair shall call the meeting to order at the time scheduled. However, the chair may postpone the meeting, two times at the maximum (20 minutes for the 1st postponement and 10 minutes for the 2nd postponement), if the number of shares represented by the shareholders in attendance falls short of one-half of the total number of shares in issue. If, after two postponements as described above, the number of shares represented by the shareholders in attendance is still short of the quorum but over one-third of all shares issued, a tentative resolution, with majority approval of voting shareholders in attendance, may be adopted in accordance with Article 175 of the Company Act. All shareholders shall be informed of the tentative resolution, and another shareholders' meeting shall be convened within one month's time.

Prior to the conclusion of the meeting, if the number of shares represented by the shareholders in attendance surpasses one-half of the total number of shares in issue, the chair may call for a re-voting of the tentative resolution by attending shareholders in accordance with Article 174 of the Company Act.

Article 11： For a shareholders' meeting convened by the board of directors, the meeting's agenda shall be set by the board of directors, and each proposal and motion for election must be voted by poll on a package vote basis, and the votes shall be counted at once after the chair announces the close of voting. The meeting shall proceed as set by the agenda unless otherwise changed by a resolution passed in the shareholders' meeting.

The provision prescribed in the preceding paragraph shall also apply to a shareholders' meeting not called by the board of directors but by any other person entitled to convene such a meeting.

Article 12： During discussion of a motion, the chair may announce the conclusion of discussion at an appropriate time and may terminate the discussion when necessary.

Article 13： A motion concluded or terminated of discussion by the chair shall be submitted for a vote immediately.

Article 14： Before an attending shareholder makes a speech, a slip specifying the key points of the speech, the shareholder's account number (or attendance card number), and the account name must first be filled out, and any attending shareholder wishing to speak shall do so in the order determined by the chair.

An attending shareholder who has submitted the slip to speak but does not actually make a speech shall be regarded as not having spoken. The contents of the speech shall prevail over the contents of the slip if there is any inconsistency.

When an attending shareholder makes a speech, other shareholders shall not interrupt the speech without the permission of the chair and the speaking shareholder. The chair shall stop anyone committing such a violation.

Article 15： A shareholder may not speak more than twice regarding the same proposal.

Article 16： A shareholder's speech may not exceed 5 minutes; however, a 3-minute extension, allowed once only, may be granted upon the chair's permission. After an attending shareholder makes his/her speech, the chair may respond personally or may appoint a relevant person to make the response.

Article 17： When a shareholder's speech exceeds the time limit or goes outside of the scope of the topic in discussion, the chair may stop his/her speech at any time.

Article 18： When a corporation attends a shareholders' meeting as the proxy, only one person may be appointed as its representative at the meeting. When a corporate shareholder appoints two persons as its representatives at a shareholders' meeting, only one person may speak on each particular motion in discussion.

Article 19： Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Article 14 to 18 do not apply.

Article 20： Every shareholder shall have one vote for each share held; however, shareholders who are subject to restrictions or without voting rights as provided in Paragraph 2, Article 179 of the Company Act shall be excluded.

Unless otherwise provided by the Company Act and the Company's Articles of Incorporation, a motion put to a vote shall be approved by the majority of votes represented by the shareholders in attendance.

Article 21： If there is an amendment or a substitute proposal to a motion in discussion, the chair shall decide on their order of vote along with the original motion. If one of them has been approved, the others shall be deemed rejected and no further voting is required.

Article 22： Persons responsible for monitoring and counting the ballots during a vote shall be appointed by the chair; however, the person(s) monitoring the vote shall be a shareholder(s).

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 23： When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

Article 24： The chair may direct disciplinary officers (or security guards) to help maintain order at the meeting venue. When assisting in keeping order at the venue, disciplinary officers (or security guards) shall wear arm-bands marked "Disciplinary Officer".

If the venue is equipped with sound amplification equipment, the chair may stop a shareholder from speaking when he/she speaks using an apparatus not installed by the Company.

The chair may direct disciplinary officers (or security guards) to escort any shareholder who violates these Rules and Procedures, fails to abide by the chair's correction or interferes with the progress of the meeting and fails to comply after being asked to refrain out of the meeting venue.

Article 25： During the meeting, the chair may, at his/her discretion, set time for a recess. In case of an incident of force majeure, the chair may temporarily suspend the meeting and shall decide how and when the meeting will resume.

Article 26： All resolutions reached at a shareholders' meeting shall be compiled in the form of meeting minutes. The meeting minutes shall be signed or stamped by the chair and shall be distributed to each shareholder within 20 days of the meeting.

The Company may distribute the meeting minutes in the form of an announcement by means of a public notice.

The date (year, month, and day) and place of the meeting, the name of the chairperson, the resolution method, the summary of proceedings, the results of resolutions (including full voting results of the poll), and in the event of election of directors, each candidate's result shall be recorded in the meeting minutes, and the meeting minutes shall be permanently retained as along as the Company exists.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

Article 27： These Rules and Procedures shall come into force after their approval at the shareholders' meeting, Subsequent amendments and rescission thereto shall be affected in the same manner. Matters not covered in these Rules shall be based on the relevant laws of the Republic of China and be subject to uniform interpretation by the revision unit.

Appendix 2: Articles of Incorporation

104 Corporation
Articles of Incorporation

Chapter 1: General Principles

Article 1： The Company is incorporated under the Company Act of the Republic of China and named 104 CORPORATION (English name:104 CORPORATION)

Article 2： The lines of business operated by the Company are as follows:
(1) CC01120 Data Storage Media Manufacturing and Duplication
(2) F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
(3) F118010 Wholesale of Computer Software
(4) F209060 Retail Sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
(5) F218010 Retail Sale of Computer Software
(6) F601010 Intellectual Property
(7) I103060 Management Consultancy
(8) I301010 Software Design Services
(9) I301020 Data Processing Services
(10) I301030 Digital Information Supply Services
(11) I401010 General Advertising Services
(12) I701011 Employment Services
(13) IZ12010 Manpower Services
(14) IZ13010 Internet Authentication Services
(15) J303010 Magazine and Periodical Publication
(16) J304010 Book Publishers
(17) JB01010 Conference and Exhibition Services
(18) IZ15010 Marketing Research and Opinion Polling
(19) J202010 Industry Innovation and Incubation Services
(20) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3： The head office shall be located in New Taipei City. If necessary it may establish branches or offices domestic and/or overseas upon passing relevant resolutions at its board meetings.

Article 4： When the Company issues external endorsements and reinvests in other businesses to facilitate its business requirements, it shall not be subject to the restrictions of Article 13 of the Company Act.

Chapter 2: Shares

Article 5： The total capital of this bank shall be Five Hundred Million New Taiwan Dollars (NT$500,000,000), divided into Fifty Million (50,000,000) shares at Ten New Taiwan Dollars (NT$10.00) per share, and shall be issued in installments subject to the authorization of the board of directors.

Article 6： All share certificates of the Company shall be registered, affixed with the signatures or personal seals of the director representing the Company. The share certificates shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance.

The Company issued shares are exempted from printing share certificates, and shall register the issued shares with a centralized securities depositary enterprise and follow the regulations of that enterprise.

Article 7： When the Company shareholders process stock-related affairs including share transfers, rights pledges, loss reports, inheritance, gifts, seal loss reports and changes, or address changes, and exercise any or all within their rights, unless otherwise provided by regulations and securities laws, all other related matters shall follow the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 8： Assignment/transfer of shares shall be suspended 60 days before the date of a general meeting of shareholders, and 30 days before the date of any extraordinary meeting of shareholders, or within five days before the day on which dividends, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3: Shareholders' Meetings

Article 9： Shareholders' meetings of the Company shall be of two types, regular meetings and extraordinary meetings.

1. Regular meetings shall be convened once a year within six months after the close of each fiscal year, and a notice to convene a regular meeting shall be given to the shareholders within 30 days.
2. When necessary, extraordinary meetings shall be convened and a notice to convene an extraordinary meeting shall be given to the shareholders within 15 days.

The notice in the preceding paragraph shall specify date, place and agenda of the meeting.

Unless otherwise provided by the Company Act, the shareholders' meetings are convened by the board of directors.

Shareholders' meetings of the Company may be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 10： When a shareholder is unable to attend a shareholders' meeting for some reason, he or she may appoint a proxy to attend a shareholders' meeting on his or her behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. When a person acts as proxy for two or more shareholders, the number of votes represented by him or her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the company no later than 5 days prior to the date of the shareholders' meeting.

Unless otherwise regulated by the Company Act, other matters in relation hereto shall follow "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 11： Unless otherwise regulated by the Company Act, a shareholders' meeting shall be presided over by the chairman. In the chairman's absence, the chairman shall designate one director to act on his or her behalf. In the absence of such designation, the directors shall elect one to act on his or her behalf. The rules of procedures for the Company's shareholders meetings shall be as provided in the company ethical best practices regulations.

Article 12： Except for paragraph 2 of Article 179 and paragraph 2 of Article 197-1 of the Company

Act where there is no voting power for shares, each shareholder of the Company shall be entitled to one vote for each share he/she holds.

Article 13： The voting power at a shareholders' meeting may be exercised in writing or by way of electronic transmission, A shareholder exercising voting power in writing form or by way of electronic transmission shall be deemed to have attended the meeting in person, but to have waived his/her voting power with respect to the extemporary motions and amendments to original proposals of that meeting. Electronic voting shall be conducted in accordance with to Article 177-2 of the Company Act.

Article 14： Unless otherwise provided by the Company Act, resolutions at a shareholders' meeting shall be adopted by a majority vote (50%) of the shareholders present, who hold more than 50% of the total number of shares issued and outstanding.

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting.

The preparation of the minutes of shareholders' meeting as required in the preceding paragraph may be effected by means of electronic transmission.

The distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be effected by means of electronic transmission.

The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the company.

The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 hereof, the minutes of the shareholders' meeting involved shall be kept by the company until the legal proceedings of the foregoing lawsuit have been concluded.

Chapter 4: Director and Audit Committee

Article 15： The Company shall have five to nine directors, to be elected at the shareholders' meeting.

The number of directors indicated in the preceding paragraph shall not be fewer than three seats for independent directors which in turn shall be no fewer than one-fifth (1/5) of the total board size.

The directors shall be elected in accordance with the candidate nomination process, meaning shareholders shall elect the directors among the nominees list in the roster of director candidates.

The election of the directors shall follow Article 198 of the Company Act. The election of independent and non-independent directors shall be carried out together but their votes calculated separately. Candidates prevailing in the vote count shall be deemed independent directors and directors.

The tenure of office of the directors shall be three years, and they shall be eligible for re-election.

In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

Article 16： The total number of shares held by the directors shall follow the"Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public

Companies”designated by the competent authority.

Article 17： To disperse director law liability risks and thereby increase the Company’s governance capability, the Company may obtain Liability Insurance for all directors, and for all reinvestment company director and supervisor representatives with respect to liabilities resulting from exercising their duties during their terms of directorship.

The Company shall report the insured amount, coverage, premium rate, and other important contents of the Liability Insurance in the preceding paragraph it has obtained or renewed for directors, at the most recent board meeting.

Article 18： The board of directors shall be composed of directors. The chairman of the board of directors shall be elected from among the directors by a majority vote of the directors present at a meeting attended by at least two-thirds (2/3) of the directors. The chairman shall be in charge of the entire Company’s internal business as well as for its external representation.

Article 19： The board of directors is convened by the chairman. The meeting shall be presided by the chairman. If he is on leave or if, for any cause, he is unable to perform his duties, the chairman shall designate another director to act on his behalf. Without such a designation, the other directors shall elect one from among themselves to act for the chairman.

The board meeting may be convened by video conference. A director shall be deemed to attend the board meeting in person if he attends the video conference.

When a director is unable to attend the meeting for some reason, he or she may appoint another director as a proxy to attend the meeting in his or her behalf by executing a power of attorney.

All board directors need to be notified seven days prior to the convening of board meetings. The board must be able to convene at any time in instances of emergencies.

The notice to convene must expressly stipulate the subject of the meeting and be sent out in the form of written notices, emails, or faxes.

Article 20： Except as otherwise provided in the Company Act, resolutions at the meetings of the board of directors shall be adopted by a majority vote at a meeting attended by majority of the directors.

Article 21： Pursuant to Article 14-4 of the Securities and Exchange Act, the Company will establish an audit committee. The audit committee shall make up of the entire number of independent directors, is responsible for executing powers relegated to supervisors by the Company Act, Securities and Exchange Act and other laws and regulations.

Article 22： When the Company’s directors execute their duties, regardless of whether the Company business operates at a profit or loss, the Company shall furnish their remuneration. The board is authorized to determine remuneration to directors and supervisors based on their level of participation in the Company operations and their individual contributions, using industry standards as their reference. Such deliberations will refer to industry norms and standards and not exceed standard agreements per Company management regulations for the Company’s highest positions.

Chapter 5: Manager

Article 23： The Company may establish several managers with their appointments authorized by resolutions of the board of directors and decided by the chairman. If a managerial relationship position is appointed, the appointment, dismissal and remuneration shall conform with the Company Act.

Chapter 6: Accounting

Article 24： The fiscal year of the Company shall begin on January 1 and end on December 31 of each year. Annual closing of books shall be done at the close of each fiscal year. The board of directors shall then have the following financial statements and other reports prepared in accordance with the Company Act, and shall deliver these to the audit committee for examination 30 days before the date fixed for the regular shareholders' meeting:

(1) Report on operations;
(2) Financial statements; and
(3) Proposals on distribution of profits or covering of losses.

Article 25： At the end of the fiscal year, if the Company operates at a profit (the profit so-called is pre-tax profit before deducting remuneration for distributed employees and directors) it shall contribute an employee bonus consisting of 8%-15% of employee salaries and bonuses to directors consisting of no more than 3% of their salaries. However, any losses accumulated by the Company to date shall be paid off first.

The employee bonus in the preceding paragraph shall be distributed in the form of shares or in cash and object of payment includes the employees of parents or subsidiaries of the Company meeting certain specific requirements. The directors' remuneration shall be distributed in the form of cash.

The items in the preceding two paragraphs shall be undertaken by resolution of the board of directors and a report shall be submitted to the shareholders' meeting.

Article 26： At the end of each fiscal year, if the Company has net profits they shall first be used to remedy any losses and add other profit items adjusted to the current year's undistributed earnings other than after-tax net income for the period as calculated and 10% of net profits will be set aside as a statutory surplus reserve. However, if the accumulation of statutory surplus reserves reaches the total paid-in capital, then this limitation does not apply.

Whether the rest of the accumulated profit is to be distributed in the form of dividends or retained shall be decided by resolution at the shareholders' meeting.

Article 27： The Company's dividend policy shall be based on considerations of the Company's current industry operating environment and growth phase and shall accord with future capital demand and the long term financial planning of the Company, and be allocated on sound principles. Currently our industry is projected to enjoy a growth phase and over the next few years, we anticipate business expansion plans and capital demand. Therefore, as regards the Paragraph 2 of the preceding Article vis-a-vis surplus profit available for distribution, dividends shall be distributed in the form of cash or shares. The cash dividend shall not be less than 10% of the total amount of the dividend. The type and ratio of surplus profit distribution shall depend on the real profit and capital condition at the end of each fiscal year and be revised by resolution of the shareholders' meeting.

Chapter 7: Supplementary Provisions

Article 28： The Company Act shall be referred to for matters not covered in these Articles of Incorporation.

Article 29： The Articles of Incorporation was first made executed on October 1, 1993
The first amendment was made on July 31, 1998
The second amendment was made on March 14, 2000
The third amendment was made on July 20, 2000
The fourth amendment was made on August 14, 2000
The fifth amendment was made on June 3, 2002

The sixth amendment was made on June 9, 2004
The seventh amendment was made on May 16. 2005
The eighth amendment was made on June 12, 2006
The ninth amendment was made on June 11, 2008
The tenth amendment was made on June 10, 2009
The eleventh amendment was made on June 17, 2010
The twelfth amendment was made on June 15, 2012
The thirteenth amendment was made on June 24, 2015
The fourteenth amendment was made on June 7, 2016
The fifteenth amendment was made on June 8, 2017
The Sixteenth amendment was made on May 29, 2019
The Seventeenth amendment was made on May 28, 2020
The Eighteenth amendment was made on August 12, 2021
The Nineteenth amendment was made on May 25, 2023

Appendix 3: Directors Election Guidelines

104 Corporation
Directors Election Guidelines

2021/08/12

Article 1： Except as otherwise provided by law and regulation or by the Company's Articles of Incorporation, elections of directors shall be conducted in accordance with the Rules.

Article 2： More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

Article 3： The cumulative voting method shall be used for elections of the directors at the Company. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders. Each share will have voting rights in numbers equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 4： The number of independent directors and non-independent directors will be as specified in the Company's Articles of Incorporation, and elections shall be held together, with voting rights separately calculated for these two positions. Those receiving ballots representing the highest numbers of voting rights will sequentially be elected according to their respective numbers of votes. When two or more persons receive the same number of vote, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 5： The Company shall comply with the Articles of Incorporation to adopt a candidate nomination system for the election of the directors. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates.

Any shareholder holding 1% or more of the total number of outstanding shares issued by the Company may submit to the Company in writing a roster of <u>independent</u> directors and <u>non-independent directors</u> candidates that shall describe the name, education background and past work experience, provided that the total number of director and supervisor candidates so nominated shall not exceed the quota of the <u>independent</u> directors and <u>non-independent directors</u> to be elected. This restrictive condition shall also be applicable to the nominated by the board of directors of the Company.

Article 6： When an election begins, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel.

Article 7： The ballots are prepared by the Company with attendance card numbers and corresponding voting rights printed on the them.

A voter must enter the candidate's account name and shareholder account number or ID card number in the "candidate" column of the ballot. However, when the candidate is a juristic person shareholder, the name of the juristic person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the juristic person shareholder and the name of its representative may be entered.

Article 8： A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the Company.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. Other words or marks are entered in addition to Paragraph 2, Article 7, and the number of voting rights allotted.

Article 9： The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation shall be announced by the chair or a delegated master of ceremony on the site, including the list of persons elected as directors and the numbers of votes with which they were elected.

Article 10： These Rules shall come into force after their approval at the shareholders’ meeting, Subsequent amendments and rescission thereto shall be affected in the same manner. Matters not covered in these Rules shall be based on the relevant laws of the Republic of China and be subject to uniform interpretation by the revision unit.

Appendix 4: Shareholdings of Directors

104 Corporation
Shareholdings of Directors

Minimum shares required to be held by the entirety of the directors: 3,600,000 shares

April 1, 2024

Job Title	Name	Date of election	Term of office	Shares held as registered in the shareholder's roster during the book closure period	
				Number of Shares	Percentage
Chairman	Rocky Yang	August 12, 2021	3 Year	4,495,402	13.54%
Director	Steven Su	August 12, 2021	3 Year	257,854	0.78%
Director	Simon Juan	August 12, 2021	3 Year	132,240	0.40%
Director	Chang Mun Kee	August 12, 2021	3 Year	0	0.00%
Independent Director	Chin-Li Lin	August 12, 2021	3 Year	0	0.00%
Independent Director	Sean Lien	August 12, 2021	3 Year	0	0.00%
Independent Director	Chung-Huey Huang	August 12, 2021	3 Year	0	0.00%
Total of all directors				4,885,496	14.72%

Note: As of April 1, 2024, the Company has issued 33,190,700 shares.