

Stock Code: 6111



**SOFTSTAR
ENTERTAINMENT INC.
2024 Extraordinary Shareholders' Meeting
Meeting Handbook**

Meeting time: November 1, 2024

Meeting place: Multi-purpose Hall C, 6F, No. 88, Yanchang Road, Xinyi District, Taipei
City

SOFTSTAR ENTERTAINMENT INC.

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SOFTSTAR ENTERTAINMENT INC.
Agenda for the First Extraordinary General Meeting of Shareholders in 2024

- I. Call the Meeting to Order
- II. Chairman's Address
- III. Discussion Items
- IV. Extraordinary Motions
- V. Adjournment

SOFTSTAR ENTERTAINMENT INC.
Agenda for the First Extraordinary
General Meeting of Shareholders in 2024

Meeting Method: Physical meeting

Time: 9:00 a.m., Friday, November 1, 2024

Venue: Multi-purpose Hall C, 6F, No. 88, Yanchang Road, Xinyi District, Taipei City

I. Call the Meeting to Order

II. Chairman's Address

III. Discussion Items:

(1) Proposed disposal of Chinese Paladin intellectual property rights (Global excluding Mainland China)

(2) Proposed disposal of Xuan Yuan Sword intellectual property rights (Global)

IV. Extraordinary Motions

V. Adjournment

Discussion Items

Proposal 1: Proposed disposal of Chinese Paladin intellectual property rights (Global excluding Mainland China). Resolution is respectfully requested.

[Proposed by the Board of Directors]

Description:

- I. To align with the group's long-term strategic development, the company proposes to dispose of the Chinese Paladin intellectual property rights (Global excluding Mainland China) (hereinafter referred to as "Chinese Paladin Overseas IP"). The Board of Directors resolved on May 14, 2024, to authorize the Chairman to plan and negotiate this case.

- II. The proposed transfer of Chinese Paladin Overseas IP is described as follows:
 1. Transaction counterparty and price:
 - (1) Transaction counterparty: SuperNova Overseas Limited, a wholly-owned subsidiary of CMGE Technology Group Limited (a Hong Kong listed company, stock code: 0302, hereinafter referred to as "CMGE Limited").
 - (2) Transaction price: Cash of CNY 18.3 million and 38 million newly issued ordinary shares of CMGE Limited, with a total converted value of approximately TWD 190,816,000.
 2. In accordance with the company's "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and relevant laws, Diwan Financial Advisory Services Co., Ltd. has been engaged to issue an appraisal report, and YuanHeCPA has been engaged to issue a fairness opinion on the price.
 3. It is proposed to seek approval from the Extraordinary General Meeting of Shareholders for this case in accordance with Article 185 of the "Company Act." To execute all appropriate and necessary actions and procedures related to this case, including, but not limited to, negotiating, modifying, and supplementing relevant contracts or documents on behalf of the company and its subsidiaries, as well as other related matters, it is proposed to authorize the Board of Directors to handle related matters after the resolution is passed at the company's Extraordinary General Meeting of Shareholders. If modifications are required by the competent authority or due to objective environmental factors, the Board of Directors is also authorized to handle such matters at its full discretion.
 4. Resolution is respectfully requested.

Resolution:

Proposal 2: Proposed disposal of Xuan Yuan Sword intellectual property rights (Global). Resolution is respectfully requested.

[Proposed by the Board of Directors]

Description:

I. To align with the group's long-term strategic development, the company proposes to dispose of the Xuan Yuan Sword intellectual property rights (Global) (hereinafter referred to as "Xuan Yuan Sword IP (Global)"). The Board of Directors resolved on May 14, 2024, to authorize the Chairman to plan and negotiate this case.

II. The proposed transfer of Xuan Yuan Sword IP (Global) is described as follows:

1. Transaction counterparty and price:

(1) Transaction counterparty: Huandong (Hongkong) Technology Limited (hereinafter referred to as "Huandong Limited").

(2) Transaction price: USD 10,450,000.

2. The company proposes to indirectly transfer Xuan Yuan Sword IP (Global) by transferring all shares of a newly established 100% owned Samoan subsidiary GOLDEN AVENUE GROUP LIMITED. The transaction procedure is briefly described as follows:

(1) The company establishes a new 100% owned Samoan subsidiary, GOLDEN AVENUE GROUP LIMITED (hereinafter referred to as "GOLDEN LIMITED").

(2) The company proposes to acquire 1 new share of GOLDEN LIMITED by contributing Xuan Yuan Sword IP (Global) at a valuation of USD 10,450,000.

(3) The company transfers all shares of GOLDEN LIMITED to Huandong Limited.

3. In accordance with the company's "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and relevant laws, Diwan Financial Advisory Services Co., Ltd. has been engaged to issue an appraisal report, and YuanHeCPA has been engaged to issue a fairness opinion on the price.

It is proposed to seek approval from the Extraordinary General Meeting of Shareholders for this case in accordance with Article 185 of the "Company Act." To execute all appropriate and necessary actions and procedures related to this case, including, but not limited to, negotiating, modifying, and supplementing relevant contracts or documents on behalf of the company and its subsidiaries, as well as other related matters, it is proposed to authorize the Board of Directors to handle related matters after the resolution is passed at the company's Extraordinary General Meeting of Shareholders. If modifications are required by the competent authority or due to objective environmental factors, the Board of Directors is also authorized to handle such matters at its full discretion. If modifications are required by the competent authority or due to objective environmental factors, the Board of Directors is also authorized to handle such matters at its full discretion.

4. Resolution is respectfully requested.

Resolution:

Extemporary Motions

Meeting Adjourned

SOFTSTAR ENTERTAINMENT INC. Articles of Incorporation

Chapter 1. General Provisions

- Article 1 -1 The Company was organized in accordance with the Company Act. (SOFTSTAR ENTERTAINMENT INC.)
- Article 2 The Company's scope of business is as follows:
- (I) I599990 Other Designing.
 - (II) F401010 International Trade.
 - (III) I301010 Software Design Services.
 - (IV) F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
 - (V) F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
 - (VI) JE01010 Rental and Leasing Business.
 - (VII) F118010 Wholesale of Computer Software.
 - (VIII) F218010 Retail Sale of Computer Software.
 - (IX) F113050 Wholesale of Computing and Business Machinery Equipment.
 - (X) F213030 Retail Sale of Computing and Business Machinery Equipment.
 - (XI) I301020 Data Processing Services
 - (XII) CC01120 Data Storage Media Manufacturing and Duplicating.
 - (XIII) CC01080 Electronic Parts and Components Manufacturing.
 - (XIV) I301030 Digital Information Supply Services.
- Article 3 The Company set up its headquarters in Taipei City. When necessary, it may set up branch offices domestically or abroad with a resolution by the Board of Directors.
- Article 4 When the Company is a limited liability shareholder of another company, the total amount of its investment in the other company is exempted from the prohibition against exceeding 40% of the paid-up capital described in Article 13 of the Company Act.
- Article 5 The Company may endorse/guarantee.

Chapter 2. Shares

- Article 6 The Company's authorized capital is NT\$1.3 billion, which is divided into 130 million shares. Each share carries a par value of NT\$10, and the Board of Directors

has been authorized to issue them in installments, some of which may be preferred shares. The NT\$100 million shares of the capital in the preceding paragraph are reserved for stock options including preferred shares with options, company bonds with stock options and employee stock options, totaling ten million shares. Each share carries a par value of NT\$10 and may be issued in accordance with the resolution of the Board of Directors.

Employees eligible to receive newly issued restricted stock with restricted rights, transferees of treasury stocks acquired in accordance with the Company Act, recipients of employee stock options certificates, or employees subscribing for shares when newly issued, may include employees of subsidiary companies who meet certain conditions.

Article 6 -1 deleted

Article 6 -2 deleted

Article 6 -3 deleted

Article 6 -4 deleted

Article 6 -5 deleted

Article 6 -6 deleted

Article 6 -7 The rights and obligations of this Company's preferred shares and related issuing conditions are as follows:

- I. When there are earnings in the annual final accounts of the Company, 10% of the balance, after deducting all taxes and making up for the losses in the past years (including undistributed earnings adjusted), shall be set aside for the statutory surplus reserves, except when the cumulative statutory surplus has reached the paid-in capital of the Company. Then, it shall set aside or reverse special reserve according to the regulations, and the balance shall be used to pay the distributable dividends on the preferred shares.
- II. The dividend rate of preferred shares is capped at 4% per annum and is calculated based on the issuance price. Dividends are to be distributed in the form of cash each year. Once the Company's financial reports are ratified in the Annual Shareholders' Meeting, the Board of Directors will set the record date for the distribution of previous year's dividends payable. The number of annual dividends for the year and the annual recovery of dividends are calculated based on the ratio of actual issuance days to total days of the year.

- III. The Company has discretion over the distribution of preferred share dividends. If the Company did not generate any or sufficient profits during the year for the distribution of preferred share dividends, it may resolve not to pay out the dividends and preferred shareholders have no rights to object. If the preferred shares issued are of the non-accumulative type, the undistributed dividends or the deficit of dividends will not be accumulated for deferred payment in the years with earnings in the future.
- IV. Unless the shareholders of preferred shares receive dividends as specified in Subparagraph 2 of this Article, if the preferred shares are in a non-participating type, they shall not participate in distribution of cash and allotted capital from earnings and capital reserve for common shares.
- V. When the Company issues new shares in cash, the shareholders of preferred shares shall have the same priority on option as shareholders of common shares.
- VI. The priority order of shareholders of preferred shares in distribution of residual property is higher than shareholders of common shares, and it is the same with the repayment order for shareholders of various preferred shares but next to the creditor. Besides, it shall not exceed the amount calculated according to the issuance price of the outstanding preferred shares at the time of distribution.
- VII. Holders of preferred shares are entitled to voting rights or election rights at the Shareholders' Meeting, and may also be elected as directors.
- VIII. If the issued preferred shares by the Company are convertible preferred ones, they shall not be converted within one year from the date of issuance. The Board of Directors shall be authorized to formulate the convertible period according to actual conditions. Based on the issuance terms, holders of convertible preferred shares may apply to convert all or a part of preferred shares held at the conversion ratio of one preferred share for one common share (The conversion ratio is 1:1). After convertible preferred shares are converted into common shares, their rights and obligations are the same as common shares. Dividend distribution at the conversion year shall be calculated based on the ratio of actual issuance days to total days of the conversion year. However, preferred shareholders who convert their shares prior to the ex-dividend date cannot participate in the preferred share dividends of that year and all subsequent year. Nevertheless, they may participate in the distribution of profit and capital surplus for common shares.

- IX. Preferred shares have no maturity dates and preferred shareholders have no rights to request the Company to redeem those shares. However, the Company may redeem all or a part of preferred shares in cash, by compulsory conversion into new shares or by other means permissible by laws based on the issuance price and by relevant issuance terms at any time starting from the date after the shares have been issued for three years. The unredeemed preferred shares continue to have the rights and obligations stipulated in this Article until they are redeemed by the Company. In the year of redeeming preferred shares, the dividends that shall be distributed until the redemption date shall be distributed based on the ratio of actual issuance days to total days of the year if the Shareholders' Meeting of the Company decides to distribute dividends.
- X. The Board of Directors is authorized to list the preferred shares or the common shares converted at the TPEx depending on the Company and market conditions.
- The Board of Directors is authorized to set the name, issuance date and terms, and other relevant matters of the preferred shares at the time of issuance based on the market conditions and investors' subscription interests, in accordance with the Company's Articles of Incorporation and applicable laws and regulations.

Article 7 All of the shares issued by the Company shall be name-bearing, numbered and signed or sealed by at least three of the Company's Directors. Shares can be issued by the competent authority or the competent authority's approved share-issuing institution after the shares are recorded. The Company may be exempted from printing any share certificate for the shares issued, but shall appoint a centralized securities custody institution to make registration of such shares. The same applies to securities.

Article 8 Stock-related affairs shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 9 deleted

Article 10 The transfer of shares shall be suspended within 60 days prior to the convening date of a Annual Shareholders' Meeting, or within 30 days prior to the convening date of an Extraordinary Shareholders' Meeting, or within 5 days prior to the base date fixed by the Company for distribution of dividends, bonus or other benefits.

Chapter 3. Shareholders' Meeting

- Article 11 The Company's Shareholders' Meeting falls in the following 2 categories:
- I. Annual Shareholders' Meetings, held by the Board of Directors within 6 months after the end of each fiscal year.
 - II. Extraordinary Shareholders' Meeting, convened in accordance with relevant laws and regulations when necessary.
- The Special Shareholders' Meeting is convened by the Board of Directors according to laws when necessary.
- Article 12 The Shareholders' Meeting shall be chaired by the Chairman of the Board. In case the Chairman is on leave, the designated Director appointed by the Chairman shall act in place of the Chairman. Where the Chairman does not make such appointment, the Directors shall elect one person from among themselves to serve as chair. When the meeting is called by a person outside of the Board of Directors, the convener shall preside as the chair, and when there are two or more conveners, a person among them shall be elected to preside as the chair.
- Article 13 The Annual Shareholders' Meeting shall be convened 30 days before the day of the meeting and the Extraordinary Shareholders' Meeting shall be convened 15 days before the date of the meeting. The shareholders shall be notified of the date, place, and reasons of the meeting.
- Article 14 When a shareholder is unable to attend the Shareholders' Meeting, he/she may appoint a representative through a letter of proxy printed by the Company, stating the scope of authorization to the representative.
- Use of the letter of proxy shall be subject to the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies.
- Article 15 Each shareholder of the Company is entitled to one vote per share, unless otherwise provided by applicable law or regulation.
- Article 16 Unless otherwise stated in relevant laws and regulations, resolutions of Shareholders' Meeting shall be agreed by the majority of votes represented by the attending shareholders or representatives who represent the majority of the total number of issued shares.

Chapter 4. Board of Directors, the Audit Committee, and the Manager

Article 17 The Company shall have seven Directors with three-year office term. Directors are elected and appointed by the Shareholders' Meeting from the list of candidates in accordance with the candidate nomination system. Candidate(s) may continue in office if re-elected.

The number of Independent Directors shall be no less than three, and not less than one-fifth of the number of Directors. The professional qualification requirements, restrictions on shares held and concurrent positions, identification of independence, candidate nomination and election, exercising power, and other relevant requirements of the Independent Directors shall be in accordance with the regulations of the security authority.

The election of Independent Directors and non-Independent Directors shall be held together. The number of elected seats shall be calculated independently.

The total number of shares held by all Directors in the Company's registered shares shall not be less than the amount specified by the supervisory authority.

The Company shall purchase liability insurance for the Directors for carrying out the scope of their responsibilities during the terms of office.

Article 17-1 The Audit Committee in accordance with the Securities and Exchanges Act shall be comprised of all Independent Directors, whose number shall be no less than three, and one of whom will be the convener. At least one of the members shall have accounting or finance expertise.

Where an Audit Committee has been established by the Company, the provisions of the Securities and Exchange Act, the Company Act, and other laws relating to supervisors shall apply to the Audit Committee.

Article 18 The Board of Directors is formed by the directors, and its functions are as follows:

- I. To provide business plans.
- II. To propose profit distribution or a plan for recovery of losses.
- III. To propose capital increase or decrease.
- IV. To formulate material chapters and the Company's organization procedures.
- V. To appoint and discharge the Company's general manager and managers.
- VI. To setup and shutdown branch institutes.

VII. To prepare budgets and final accounts

VIII. Other power entitled by the Company Act or the resolution of the Shareholders' Meeting.

Article 19 The Chairman shall be elected among the Directors with two-thirds or more of all Directors in attendance and the consent of the majority of the Directors present. The Chairman shall represent the Company externally.

Article 20 The Board of Directors shall be convened by the Chairman unless otherwise provided by the Company Act. Unless otherwise provided by the Company Act, a resolution of the Board of Directors shall be adopted by the consent of more than half of the Directors in attendance at the meeting where more than half of the total number of Directors presents.

Article 20 -1 In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each Director no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time. In calling a meeting of the Board of Directors, a notice setting forth to each Director can be in the form of writing, e-mail, or fax.

Article 21 If the Chairman of the Board is on leave or cannot perform his duties for some reason, the Chairman shall designate a Director to act on his behalf. If the Chairman does not designate a Director, Directors shall elect one person from among themselves to serve as chair. Directors shall attend meetings of the Board of Directors. If a Director is unavailable to attend a meeting in person, the Director may issue a power of attorney for the given meeting, but such authorization is limited to one person only.

Article 22 deleted

Article 23 When the number of Directors falls to one-third of the total or all Independent Directors have been dismissed, the Board of Directors shall call an Extraordinary Shareholders' Meeting within 60 days from the date of occurrence to carry out a by-election to fill the vacancies.

Article 24 The Company may have managerial officers. Appointment, dismissal and compensation of the managerial officers shall be decided in accordance with Article 29 of the Company Act.

- Article 24 -1 The Board of Directors is authorized to decide the compensation for all Directors based on the degree of their participation in and contribution to the operations of the Company and referred at a rate consistent with general practices in the industry.
- Article 25 The General Manager shall preside over the business of the Company in accordance with the resolution of the Board of Directors.

Chapter 5. Accounting

- Article 26 The Company's fiscal year begins from January 1 to December 31. Final accounts should be processed at the end of each year.
- Article 27 In accordance with Article 228 of the Company Act, at the close of each fiscal year, the Board of Directors shall prepare the following reports and statements, which will be subsequently submitted to the annual general meeting for recognition.
- I. Business Report.
 - II. Financial Statements.
 - III. Proposal on earnings distribution or a plan for recovery of losses.
- Article 28 The distribution of dividends and bonuses is based on the proportion of shares held by each shareholder. When the company has no earnings, it does not pay dividends and bonuses.
- Article 29 If the Company makes a profit in the year, at least 3% of the profit shall be allocated for employees' compensation and no more than 3% shall be allocated for Directors' compensation. However, the Company shall reserve a portion of profit to make up for accumulated losses (including adjusted unallocated earnings from previous years), if any.
- The Board of Directors shall issue the employee compensation in the preceding paragraph in the form of stocks or cash distribution, and the objects of the issuance shall include employees of the subordinate companies that meet the conditions set by the Board of Directors. The Director compensation of the preceding paragraph is only paid in cash.
- The compensation distribution of the employees and Directors shall be subject to the resolution of the Board of Directors, and shall be reported to the Shareholders' Meeting.

Article 29 -1 When there are earnings in the annual final accounts of the Company, 10% of the balance, after deducting all taxes and making up for the losses in the past years (including adjusted unallocated earnings), shall be set aside for the statutory surplus reserves, except when the cumulative statutory surplus has reached the paid-in capital of the Company. Special surplus reserves required by the regulations shall also be allocated and the balance then added with the unallocated earnings from previous years. Subsequently, the Board of Directors shall plan the earnings distribution and forward a proposal to the Shareholders' Meeting for approval. The Company's dividend distribution policy is subject to the Company's operational needs and the maximum interests of shareholders. The distribution of shareholder dividends is based on the principle of stock dividends. If there are surpluses, the cash dividends are distributed to shareholders. However, the proportion of cash dividends is not more than 50% of the total dividend distribution.

Article 30 deleted

Chapter 6. Others

Article 31 deleted

Article 32 The Company's organizational structures and business rules shall be established separately.

Article 33 Any other matters not set forth in the Procedures shall be dealt with in accordance with Company Act and the relevant laws and regulations.

Article 34 The Articles of Incorporation were established on July 28, 1998. The 1st amendment was made on September 21, 1998. The 2nd amendment was made on November 17, 1998. The 3rd amendment was made on May 6, 1999. The 4th amendment was made on November 25, 1999. The 5th amendment was made on May 24, 2000. The 6th amendment was made on June 13, 2001. The 7th amendment was made on June 24, 2002. The 8th amendment was made on June 24, 2002. The 9th amendment was made on June 15, 2004. The 10th amendment was made on June 14, 2005. The 11th amendment was made on June 14, 2006. The 12th amendment was made on June 13, 2007. The 13th amendment was made on June 13, 2008. The 14th amendment was made on June 16, 2009. The 15th amendment was made on June 17, 2010. The 16th amendment was made on June 22, 2011. The

17th amendment was made on June 27, 2012. The 18th amendment was made on June 4, 2013. The 19th amendment was made on April 30, 2015. The 20th amendment was made on June 6, 2016. The 21st amendment was made on June 22, 2017. The 22nd amendment was made on June 29, 2018. The 23rd Amendment was made on July 1, 2021. The 24th amendment was made on June 26, 2023.

SOFTSTAR ENTERTAINMENT INC.

Chairman: Tu, Chun-Kuang

SOFTSTAR ENTERTAINMENT INC.
Rules of Procedure for Shareholders' Meeting

- I. Meetings of shareholders shall be acted upon in accordance with these rules.
- II. Shareholders (or proxies) attending the Shareholders' Meeting shall sign on the attendance book, or turn in the sign-in card for check-in procedures. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed.
- III. Attendance and voting at a Shareholders' Meeting shall be calculated based the number of shares. The calculation of the number of shares present shall be based on the attendance book or sign-in cards submitted by the shareholders and those shares whose votes are exercised in writing or by electronic form.
- IV. The location of the Shareholders' Meeting shall be the Company's current location or such other place that is convenient for shareholders to attend. The meeting shall not commence earlier than 9 a.m. or later than 3 p.m.
- V. When a Shareholders' Meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. In case the Chairman is on leave or for any reason unable to exercise his powers, the Vice Chairman shall act in place of the Chairman. If there is no Vice Chairman or the Vice Chairman is also on leave or for any reason unable to exercise his powers, the Chairman shall appoint one of the managing Directors to act as the chair, or if managing Directors have not been appointed, one of the Directors shall be appointed to act as the chair. Where the Chairman does not make such an appointment, the managing Directors or the Directors shall elect one person from among themselves to serve as chair.

If the chairman has not appointed a representative or the designated Director cannot perform his/her duties for some reason, the meeting chair shall be elected from among the Directors present.

- VI. The Company may appoint its attorneys, certified public accountants, or related persons to attend a Shareholders' Meeting with a non-voting capacity.

The staff members who take charge of the Shareholders' Meeting affairs shall wear identification certificates or armbands.

- VII. The Company shall record the Shareholders' Meetings by audio or video and keep the recording for at least one year.
- VIII. The chair shall call the meeting to order at the appointed meeting time, as well as announcing information such as the number of shares with no voting right and shares present. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements,

for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within 1 month.

When, prior to termination of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may submit the tentative resolution for a vote to the Shareholders' Meeting pursuant to Article 174 of the Company Act.

- IX. If a Shareholders' Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors and relevant proposals shall be voted one by one. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Shareholders' Meeting.

The provisions of the preceding paragraph apply to a Shareholders' Meeting convened by a party with the power to convene that is the member of the Board of Directors.

Unless otherwise resolved at the Shareholders' Meeting, the chair may not announce adjournment of the meeting unless the scheduled agenda items (including Extemporaneous Motions) set forth in the preceding two provisions of this Article are concluded.

After the meeting is adjourned, shareholders may not separately elect a chair and resume the meeting at the original or another venue.

- X. Before speaking, the attending shareholder shall complete the speaker's slip indicating the subject of speech, shareholder's account number (or the attendance card number) and account name. The sequence of speeches shall be determined by the chair.

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

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

- XI. A shareholder may not speak more than twice on the same resolution without the chair's consent, with five minutes maximum for each speech. However, if approved by the chair, it may be extended for three minutes. The chair may stop any shareholders who violate the above rules or exceed the scope of the agenda item.
- XII. Any legal entity designated as proxy by shareholder(s) to be present at the meeting may appoint only one representative to attend the meeting. When a corporate shareholder appoints two or

more representatives to attend a Shareholders' Meeting, only one of the representatives appointed may speak on the same proposal.

- XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- XIV. When the chair considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.
- XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The result of the voting shall be reported and made into a record.
- XVI. Unless otherwise specified in the Company Act and the Articles of Incorporation, resolutions shall be adopted by a majority of the votes represented by the attending shareholders.
- The election of directors at the shareholders' meeting, if any, shall be handled according to the Rules on Director Election made by the Company, and the voting results shall be announced on the spot including the list of elected directors and the numbers of votes, as well as the list of unelected directors and the respective number of votes received.
- XVII. When there is an amendment or an alternative to the same proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- XVIII. During the process of the meeting, the chairman may announce a recess at an appropriate time. During the meeting, when an airstrike alarm, earthquake, fire or other major disaster occurs, the meeting will be terminated or suspended with attendants evacuated. After the situation is clear, the chair may announce the meeting time as appropriate. A resolution may be adopted at a Shareholders' Meeting to defer or resume the meeting within five days without further notice or announcement.
- XIX. The chair may direct the inspectors (or security personnel) to help maintain order at the meeting place. When inspectors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Inspectors".
- XX. The resolution matters at Shareholders' Meetings shall be recorded in the meeting minutes to be signed or stamped by the chair and then distributed to shareholders within 20 days after the meeting. Electronic measures or announcements may be adopted to print and distribute meeting minutes. Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the MOPS.

The meeting minutes shall accurately record the date and place of the meeting, the chair's name,

the resolutions and voting results (including statistical voting power), and in case of election of directors, the votes received by each elected director. The meeting minutes shall be as long as the Company exists.

- XXI. Any matters not sufficiently provided for in these Rules shall be handled in accordance with the Company Act, the Company's Articles of Incorporation, and other applicable laws or regulations.
- XXII. Along with any amendments hereto, shall be implemented after adoption by Shareholders' Meetings.

SOFTSTAR ENTERTAINMENT INC.
Shareholdings of All Directors

- I. The number of issued shares was 109,186,051 shares.
- II. Pursuant to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the Company minimum number of shares that all Directors should hold is 8,000,000 shares.
- III. The numbers of shares held by the Directors individually and by all Directors as recorded in the shareholders' register as of the closing date, October 3, 2024, is disclosed in the table below: complied with percentage required by law.

Unit: share

Title	Name	Shares held
Chairman	TU, CHUN-KUANG	0
Director	Angel Fund (ASIA) Investments Limited, British Cayman Islands	9,740,562
Director	Oriental Golden Richness LTD	9,708,162
Director	Global Angel Investments Limited	5,995,018
Independent Director	HUNG, PI-LIEN	0
Independent Director	ZHANG, YU-DE	0
Independent Director	HSIEH, YI-CHUN	0
Total		25,443,742