

# **WT Microelectronics Co., Ltd.**

## **Handbook of 2025 Annual Shareholders' Meeting**

[Translation]

Method of Convening the Meeting : Hybrid Shareholders' Meeting

Meeting Time : May 28, 2025

Venue : 11F., No. 738, Zhongzheng Rd., Zhonghe Dist., New Taipei City  
(WT Microelectronics Meeting Room)

E-Meeting Platform : Taiwan Depository & Clearing Corporation  
(<https://stockservices.tdcc.com.tw/evote/index.html>)

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# **WT Microelectronics Co., Ltd.**

## **2025 Annual Shareholders' Meeting Agenda**

**Time:** Wednesday, May 28, 2025, 9:00 a.m.

**Method of Convening the Meeting:** Hybrid Shareholders' Meeting

**Venue:** 11F., No. 738, Zhongzheng Rd., Zhonghe Dist., New Taipei City (WT Microelectronics Meeting Room)

**E-Meeting Platform:** TDCC (<https://stockservices.tdcc.com.tw/evote/index.html>)

### **Meeting Agenda**

#### **I. Call the Meeting to Order (Announce number of shareholders present)**

#### **II. Chairman Remarks**

#### **III. Report Items**

- (I) The 2024 Business Report.
- (II) The Audit Committee's Review Report on the 2024 Financial Statements.
- (III) The 2024 Distribution of Employees and Directors' Compensation.
- (IV) The 2024 Earnings Distribution of Cash Dividends.
- (V) Short-Form Merger of the Company and its Subsidiary Milestone Investment Co., Ltd.

#### **IV. Ratification Items**

- (I) The 2024 Business Report and Financial Statements.
- (II) The 2024 Earnings Distribution.

#### **V. Discussion Items**

- (I) Issuance of New Common Shares in the Form of Global Depositary Shares for Cash.
- (II) Issuance of Employee Restricted Stock Awards.
- (III) Amendment to the "Articles of Incorporation."
- (IV) Amendment to the "Procedures for Acquisition or Disposal of Assets."
- (V) Amendment to the "Procedures for Lending Funds and Endorsement & Guarantee."

#### **VI. Election Matters**

- (I) Election of the Eleventh Board of Directors.

#### **VII. Other Matters**

- (I) Exemption of the Non-Competition Limitation on the Newly Elected Directors and their Representatives of the Company.

#### **VIII. Extempore Motions**

#### **IX. End of Meeting**

# Report Items

**Item No. 1:** (Proposed by the Board of Directors)

**Agenda: The 2024 Business Report.**

**Description:** Please refer to Annex 1 (pages 10-13) for the Company's 2024 Business Report.

**Item No. 2:** (Proposed by the Board of Directors)

**Agenda: The Audit Committee's Review Report on the 2024 Financial Statements.**

**Description:** Please refer to Annex 2 (pages 14-15) for the Audit Committees' Review Report.

**Item No. 3:** (Proposed by the Board of Directors)

**Agenda: The 2024 Distribution of Employees and Directors' Compensation.**

**Description:**

1. This item is handled in accordance with Article 19 of the "Articles of Incorporation" and Article 5 Paragraph 1 Subparagraph 3 of the "Director and Functional Committee Remuneration Payment Guidelines."
2. The Company's 2024 profit was NT\$ 10,891,772,263. The profit referred to income before tax in the fiscal year without deducting the compensation of employees and Directors. NT\$ 109,000,000 was distributed as employees' compensation, which was no less than 1% of the profit, and NT\$ 42,950,820 was distributed as Directors' compensation, which was no more than 3% of the profit, both of which were to be distributed in cash.

**Item No. 4:** (Proposed by the Board of Directors)

**Agenda: The 2024 Earnings Distribution of Cash Dividends.**

**Description:**

1. The Board of Directors was authorized to decide the distribution of partial or full dividends in cash and report the decision to the shareholders' meeting in accordance with Article 20 of the "Articles of Incorporation."
2. NT\$ 270,000,000 was reserved for preferential earnings distribution of cash dividends to Class A preferred shareholders at NT\$ 2 per share. In the meantime, NT\$ 6,727,485,906 was reserved for earnings distribution of cash dividends to common shareholders at NT\$ 6 per share. The amount of cash dividends to each shareholder will first be rounded down to the nearest whole dollar. Any fractional amounts after the rounding down will be distributed from the highest to the lowest value until all cash dividends are fully distributed.
3. Once approved by the Board, the Chairman was authorized to determine the ex-dividend date, the distribution date, and other relevant matters. In the event that the payout ratio of cash dividends is affected by changes in numbers of the Company's outstanding common shares, the Chairman was authorized to adjust such ratio.

**Item No. 5:**

**(Proposed by the Board of Directors)**

**Agenda: Short-Form Merger of the Company and its Subsidiary Milestone Investment Co., Ltd.**

- Description:**
1. In accordance with Article 7, Paragraph 2 of the “Business Mergers and Acquisitions Act,” the merger conducted by the Company pursuant to Article 19, Paragraph 1 of the “Business Mergers and Acquisitions Act” shall be submitted to the next Shareholders’ Meeting.
  2. To consolidate the group resources and enhance operational performance, the Company’s Board of Directors approved a short-form merger (hereinafter “the Merger”) of the Company with its 100% equity-owned subsidiary, Milestone Investment Co., Ltd. (hereinafter “Milestone”), on February 25, 2025, with the Company as the surviving entity, and Milestone as the dissolved entity. The Merger neither involved any agreement on share swap ratio or distribution of cash or other assets to shareholders, nor affected shareholders’ equity.
  3. The record date of the Merger was March 1, 2025. The Company and Milestone respectively completed the merger and dissolution registration changes on April 9, 2025.

# Ratification Items

**Item No. 1:**

**(Proposed by the Board of Directors)**

**Agenda: The 2024 Business Report and Financial Statements.**

**Description:** 1. The 2024 Business Report and financial statements for WT Microelectronics Co., Ltd. were approved by the Board of Directors and audited by independent auditors, Hsu, Sheng-Chung and Hsu, Chieh-Ju of PricewaterhouseCoopers Taiwan. The financial statements and Business Report were reviewed by the Audit Committee of the Company, and the review report has been issued accordingly.

2. Please refer to Annex 1 (pages 10-13) and Annexes 3 to 4 (pages 16-45) for the 2024 Business Report, Independent Auditors' Report, and Financial Statements.

**Resolution:**

**Item No. 2:**

**(Proposed by the Board of Directors)**

**Agenda: The 2024 Earnings Distribution.**

**Description:** The 2024 Earnings Distribution Statement was approved by the Board of Directors and reviewed by the Audit Committee. Please refer to Annex 5 (page 46).

**Resolution:**

# Discussion Items

## Item No. 1:

(Proposed by the Board of Directors)

### **Agenda: Issuance of New Common Shares in the Form of Global Depositary Shares for Cash.**

- Description:**
1. To meet the capital requirements for long-term strategic development and business growth (including, but not limited, to replenishing working capital, procuring raw materials in foreign currencies, repaying loans, and supporting long-term strategic initiatives), and to make capital raising methods more international and diversified, the Company plans to request approval from the Annual Shareholders' Meeting to authorize the Board of Directors, depending on market conditions and the Company's capital needs, to determine the appropriate timing to issue new common shares by cash capital increase for sponsoring Global Depositary Receipt (the "GDR") issuance, within the limit of 100,000,000 common shares ("the Offering.")
  2. Please refer to Annex 6 (pages 47) for the Instructions for Issuance of New Common Shares in the Form of Global Depositary Shares for Cash .
  3. The new shares issued by cash capital increase will share the same rights and obligations as the original outstanding common shares.
  4. The number of outstanding common shares as of April 15, 2025 is 1,121,247,651 shares, and the limit of common shares to be issued in the Offering is 100,000,000 shares, representing approximately 8.19% of the Company's outstanding common shares after the capital increase. The issuance is not expected to significantly impact the rights and interests of existing shareholders. The raised funds are intended to meet the capital requirements for long-term strategic development and business growth, as well as to improve operational efficiency. It is expected to have a positive effect on the Company's future development and the equity of shareholders.
  5. For the main contents of the Offering, including but not limited to the underwriting method, tentative issuance price, actual issuance price, actual number of issued shares, issuance conditions, proposed items, amount of funds raised, estimated progress of fund utilization, expected benefits and all other matters related to the Offering, it is proposed to authorize the Chairman and/or a person designated by the Chairman to handle all necessary modifications or corrections related to the Offering at their full discretion in response to changes in laws or regulations, directives from regulatory authorities, or based on business assessments and prevailing market conditions.
  6. To complete the fundraising plan, it is proposed to request authorization from the Annual Shareholders' Meeting for the Chairman and/or the person designated by the Chairman to represent the Company in signing all relevant contracts and documents related to the Offering and to handle all necessary matters related to the Offering.
  7. For any matters not fully deliberated herein, the Board of Directors and/or Chairman shall have full authority to deal with such matters in accordance with laws and regulations.

### **Resolution:**

**Item No. 2:****(Proposed by the Board of Directors)****Agenda: Issuance of Employee Restricted Stock Awards.**

- Description:**
1. In order to attract and retain talents for the Company, motivate employees, encourage employees' long-term holding of the Company's stock, and align their rewards with the Company's performance, it is proposed to issue employee restricted stock awards (the "RSAs") in accordance with Article 267 of the "Company Act" and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (the "Offering and Issuance Regulations.")
  2. Total Amount of shares to be issued: A total of 6,000,000 common shares will be issued, with a par value per share is NT\$10. The total issued amount will be NT\$ 60,000,000. The issuance of RSAs shall be filed for registration with the competent authority in single or multiple tranches within one year from the date of the resolution of the shareholders' meeting. The RSAs may be issued in single or multiple tranches within two years from the date of receiving the effective registration notice from the competent authority, depending on the actual needs of the Company.
  3. Please refer to Annex 7 (pages 48-50) for the terms of issuance, eligibility of employees, the number of shares each employee may be granted, the rationale for issuing RSAs, potential expenses, the impact on the Company's earnings per share dilution, other effects on shareholder rights, and restrictions imposed on employees' rights before the vesting conditions are fulfilled.
  4. After the issuance of RSAs, and upon the grant of RSAs to employees, the RSAs shall be deposited in trust or custody immediately.
  5. The Chairman is authorized to determine the specific issuance date and other related matters after this item is approved at the Shareholders' Meeting and filed to the competent authority for effectiveness. If any amendment hereto is necessary due to any change in laws or regulations, any requirement by the competent authority, or other circumstances, as well as any other matters not fully addressed, the Chairman is fully authorized to handle such matters.

**Resolution:****Item No. 3:****(Proposed by the Board of Directors)****Agenda: Amendment to the "Articles of Incorporation."**

**Description:** To align with the Company's operational needs and practices, and in compliance with the amendment to Article 4 of the "Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers" and Article 14, Paragraph 6 of the "Securities and Exchange Act," certain articles of "Articles of Incorporation" are proposed to be amended. Please refer to Annex 8 (pages 51-53) for the comparison table of amended articles.

**Resolution:**



**Item No. 4:**

**(Proposed by the Board of Directors)**

**Agenda: Amendment to the “Procedures for Acquisition or Disposal of Assets.”**

**Description:** To align with the Company’s operational practices, certain articles of the Company’s “Procedures for Acquisition or Disposal of Assets” are proposed to be amended.

Please refer to Annex 9 (pages 54-56) for the comparison table of amended articles.

**Resolution:**

**Item No. 5:**

**(Proposed by the Board of Directors)**

**Agenda: Amendment to the “Procedures for Lending Funds and Endorsement & Guarantee.”**

**Description:** To align with the regulations and Company’s operational practices, certain articles of the Company’s “Procedures for Lending Funds and Endorsement & Guarantee” are proposed to be amended. Please refer to Annex 10 (pages 57-58) for the comparison table of amended articles.

**Resolution:**

# Election Matters

**Item No. 1:**

**(Proposed by the Board of Directors)**

**Proposal: Election of the Eleventh Board of Directors.**

**Explanation:** 1. The term of the tenth Board of Directors expired on May 19, 2025. An election of new directors will be conducted at the 2025 Annual Shareholders' Meeting according to the laws. Since the 2025 Annual Shareholders' Meeting was scheduled on May 28, 2025, the terms of all current Directors were legally extended until the completion of the election at the 2025 Annual Shareholders' Meeting.

2. According to Article 13 of the Company's "Articles of Incorporation" and the resolution of the Board of Directors, 9 directors (including 4 independent directors) will be elected for the eleventh Board of Directors. Directors will be elected under the candidate nomination system by the shareholders from a list of candidates. The list of candidates for the Eleventh term of Directors and Independent Directors was approved by the Board of Directors on April 15, 2025. For the Education, Experience, and number of shares held, etc., of Directors and Independent Directors, please refer to Annex 11(pages 59-65).

3. The new directors will assume office on the date of their election, with a term of three years, from May 28, 2025, to May 27, 2028.

4. For the Rules for Directors Election, please refer to Appendix 1 (pages 68-69).

**Voting Result:**

# Other Matters

**Item No. 1:**

**(Proposed by the Board of Directors)**

**Agenda: Exemption of the Non-Competition Limitation on the Newly Elected Directors and their Representatives of the Company.**

**Description:** 1. In accordance with Article 209 of the "Company Act," directors who engage in activities within the Company's business scope for themselves or others, shall explain to the shareholders meeting the essential details of such activities and obtain its approval.

2. Please refer to Annex 12 (pages 66-67) for positions concurrently held by the candidates for the eleventh directors and independent directors. It is proposed to submit for shareholders' approval at the 2025 Annual Shareholders' Meeting to exempt the non-competition limitations for the newly elected directors and their representatives effective from the date they assume their offices.

**Resolution:**

## **Extempore Motions**

## **End of Meeting**

## WT Microelectronics Co., Ltd. Business Report

### I. 2024 Business Report

#### (I) Business Performance:

In 2024, the Group's consolidated net operating revenue reached NT\$ 959,431,897 thousand, reflecting a 61.38% increase from NT\$ 594,518,813 thousand in 2023. Net profit for the year was NT\$ 9,206,085 thousand, representing a 131.38% growth compared to NT\$ 3,978,834 thousand in 2023. In April 2024, the Group successfully completed its merger with Future Electronics Inc., contributing to overall revenue and profitability.

The global semiconductor industry faced continued challenges in 2024. While demand for AI-driven semiconductor products remained strong, other applications showed limited recovery, with sectors such as industrial and instrumentation still undergoing inventory adjustments. Despite these conditions, the Group demonstrated resilience, achieving significant growth in data centers, communications, and automotive applications, alongside improvements in personal computers, consumer electronics, and mobile phones, while the industrial and instrumentation continued to decline.

Unit: NT\$ thousands

Item	2023	2024	Increase (Decrease)	Rate of change %
Operating Revenue	594,518,813	959,431,897	364,913,084	61.38
Operating Profit	8,199,923	15,264,320	7,064,397	86.15
Profit for the year	3,978,834	9,206,085	5,227,251	131.38

#### (II) Financial revenue and expenditure and profitability analysis:

Item		2023	2024
Financial structure	Debt to asset ratio (%)	72.87	74.82
	Long-term funds to fixed assets ratio (%)	6,914.38	5,394.15
Liquidity	Current Ratio (%)	134.21	146.46
	Quick Ratio (%)	79.62	78.61
Profitability	Return on assets (%)	2.47	3.51
	Return on equity (%)	6.27	10.47
	Net profit margin (%)	0.67	0.96
	Basic EPS (NTD) [Notes]	4.24	8.13

Notes: Based on weighted average outstanding shares in each year.

#### (III) Research and development status:

With continuous advancements in semiconductor manufacturing processes and the ongoing optimization of various artificial intelligence (AI) algorithms, the high-performance computing processors (HPC) and graphics processing units (GPU) has significantly improved, driving market demand growth. This has facilitated the gradual penetration of AI applications into servers, laptops, and smartphones while also promoting new energy vehicles, Open Radio Access Network (Open RAN), and edge computing as emerging

growth markets. Related applications such as advanced driver assistance systems (ADAS), 5G base stations, industrial automation, low-earth orbit satellites, ultra-wideband real-time positioning, data processing units (DPU), machine vision, WiFi 7, and new IoT connectivity technologies have become key highlights of the next-generation semiconductor industry. The Group not only acts as a distributor of critical electronic components—including high-performance AI x86 processors, AI high-speed network switching processors, neuromorphic embedded system image processors, high-performance RF power components, single-point infrared laser sensors, multi-point far-infrared sensors, MEMS components, high-performance microprocessors, high-efficiency power components, and high-precision analog components—but also builds the necessary equipment, digital systems, and development tools to reduce technological barriers between customers and new technologies. This ensures adequate technical support for system design and product development on these emerging platforms. With a long-term focus on the stable growth of semiconductor demand, the Group continues to invest in and accumulate expertise in system integration knowledge and technology. We strive to enhance the depth and quality of our R&D capabilities while maintaining close collaborations with world-class chip design companies to provide high-quality technical services and comprehensive solutions to our customers. Below are the research and development expenditures for the past three years:

Unit: NT\$ thousands

Item	2022	2023	2024
Net operating revenue	571,197,118	594,518,813	959,431,897
R&D expenses	654,845	755,450	850,587
R&D expenses as a percentage of revenue	0.11%	0.13%	0.09%

## II. 2025 Business Plan

In light of global economic and geopolitical uncertainties, the rapid advancement of artificial intelligence (AI) technologies, and transformations within the electronic component supply chain shaping the current landscape, our company will adapt its business strategy to align with these dynamic market conditions and navigate these complexities. Through the integration with Future Electronics, we will continue to strengthen our strategic positioning in the global electronic components market, increase market share, and enhance profitability.

Internally, we will optimize our operational system, strengthen risk management practices, and refine our financial control and human resources management to improve overall operation efficiency. By enhancing our value-adding capabilities within the electronic components supply chain, we aim to build a solid foundation for sustainable business operations.

### (I) Business strategies:

#### ■ Capitalizing on the synergies from our integration with Future Electronics

With the acquisition of Future Electronics, we have extended our market reach from Asia to a worldwide scale. Leveraging the combined expertise and resources of both companies in their respective markets, we are now able to offer customers a more comprehensive range of products and services, and enhance our value proposition to our suppliers, establishing a more robust global service network and solidifying our core competitiveness and market leadership.

#### ■ Introducing new product lines and expanding new application markets

In alignment with our long-term strategic plan, we are dedicated to optimizing our

product portfolios. This involves introducing new product lines that cater to market demands and contribute to profitability, strengthening product and market planning capabilities, and expanding footprints in high-growth application markets such as automotive electronics, industrial automation, green energy, energy management, medical devices, high-speed transmission, cloud data centers, and the Internet of Things. Increasing exposure in these application markets will enable us to refine our product mix and improve our profitability.

■ **Improving customer penetration and expanding customer base**

We will optimize our management capabilities to increase product penetration among existing customers, identify new applications for current products, and acquire high-quality new clients. We will prioritize building strong partnerships with industry leaders in strategic areas such as automotive electronics, industrial and instrument, communication, and cloud data centers. By providing exceptional technical support and comprehensive end-to-end solutions, we will empower our customers to efficiently launch their products to market. We aim to cultivate long-lasting relationships with new clients through constructive collaborations.

■ **Enhancing value-added services and service quality**

We will continue our enterprise digital optimization initiatives to improve service quality for both suppliers and customers through digital operational processes and data analysis. We will assist suppliers in demand creation through solid customer relationships and timely market insights, and will improve the value adds of our products as well as overall profitability through strong technical support for customers' product development.

**(II) Operations management:**

■ **Enhancing risk management**

As the global economic landscape continues to change, we remain committed to operating with greater stability. We proactively identify major risk factors, such as technological advancements and industry shifts, fluctuations in interest rates and exchange rates, remote backup and cybersecurity vulnerabilities, as well as climate change, energy uncertainty, and other environmental factors. To effectively address these risks, we implement rigorous management and controls, and establish robust exception management mechanisms to minimize operational risks.

■ **Improving operational efficiency and profitability**

We will continually optimize operational procedures and strengthen the operation management systems and platforms. We aim to enhance employee productivity as well as cost and expense management to increase profits. We will continue to utilize Return on Working Capital (ROWC) and Return on Equity (ROE) as key financial performance metrics.

■ **Strengthening financial management and building a robust and adaptable financial system**

Our company employs a comprehensive risk management and control framework, enabling the management team to effectively identify, measure, and mitigate market risk, credit risk, liquidity risk, and cash flow risk. By adhering to solid internal controls and operating procedures, we proactively assess impacts from economic conditions, competitive dynamics, and market valuation risks, and have our sales representatives and financial supervisors to regularly monitor accounts receivable conditions to optimize risk positioning and maintain adequate liquidity. Furthermore, we will continue to enhance financial flexibility and diversify funding sources, thereby

reducing the funding cost and operational risks.

### **(III) Human Resources:**

#### **■ Vision, goals and core value of the Company**

Our collective vision is to establish WT Microelectronics as the world's premier electronic components distributor. We are committed to delivering top-tier services, driving profitable growth, and earning the trust of our shareholders, investors, customers, suppliers, and employees. Our core values are integrity, commitment, teamwork with respect for the individual, and courage, which we strive to cultivate in every employee.

#### **■ Organization transformation :**

In response to the rapidly evolving global economic landscape and industry dynamics, WT, in collaboration with Future Electronics, is undertaking organizational transformation, talent development, and generational succession planning, aiming to create a more agile and responsive organization capable of effectively addressing market challenges.

#### **■ Well-established talent reserve and training:**

- **Talent acquisition and management associate program:** We recruit potential young talents through industry-academia cooperation (such as Academic-Industry MOU, Corporate Lecturer program, Campus Job Fair, Corporate Visit, Market Trend Sharing of Semiconductor and One Day FAE/ Sales Experience, etc.) with well-known universities, while continuing to promote Want Talent/ Internship Talent Program and attract international talents to optimize our workforce in terms of quality, quantity, and structure. We prioritize grooming successors, both from within and outside our company, to promote globalization and ensure a competitive edge in future markets.
  - **Employee training programs:** We invest in comprehensive employee training, including online E-Learning, offline cross-training, and customized professional development programs for each business unit (BU). This approach familiarizes our employees with department functions and product and application knowledge, fosters efficient collaboration across locations and regions to fulfill customer service requirements. Additionally, we promote effective communications between management and staff to effectively convey our corporate culture and business philosophy.
  - **Development of high-potential talent:** We identify high-potential talents and provide individual development plans (IDPs) to optimize their on-job training and upgrade their individual capabilities. We focus on future leadership developing at all management levels.
- #### **■ Performance management enhancement:**
- Enhancing employees' understanding of individual and business unit KPIs, fostering alignment to ensure consistent achievement of annual goals and realization of the company's vision.
  - Analyzing employees' productivity and efficiency to establish more practical and specific OKRs and metrics aligned with current business conditions, driving further improvement.

**Chairman: Cheng, Wen-Tsung**

**Managerial officer: Cheng, Wen-Tsung**

**Accounting Officer: Yang, Shing-Yu**

**WT Microelectronics Co., Ltd.  
Audit Committee's Review Report**

The Board of Directors has prepared and submitted the 2024 business report and financial statements. PricewaterhouseCoopers Taiwan audited the financial statements and issued an audit report. These have been reviewed by the Audit Committee and determined to be correct and accurate as WT Microelectronics' business activities. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

2025 Annual Shareholders' Meeting of WT Microelectronics Co., Ltd.

Audit Committee convener : Ding, Kung-Wha

February 25, 2025



**WT Microelectronics Co., Ltd.**  
**Audit Committee's Review Report**

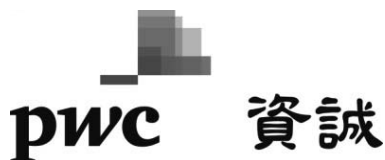
The Company's 2024 earnings distribution proposal submitted by the Board of Directors has been reviewed by the Audit Committee and determined to be correct. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

2025 Annual Shareholders' Meeting of WT Microelectronics Co., Ltd.

Audit Committee convener : Ding, Kung-Wha

April 15, 2025



## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of WT Microelectronics Co., Ltd.

***Opinion***

We have audited the accompanying consolidated balance sheets of WT Microelectronics Co., Ltd. and subsidiaries (the “Group”) as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the report of other auditors (refer to the Other matter section), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

***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 Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Key audit matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2024 consolidated financial statements are stated as follows:

#### **Recognition of supplier rebates**

##### Description

Refer to Note 4(13) for accounting policies on supplier rebates.

The Group is primarily engaged in the sales of electronic and communication components. In line with industry practice, the Group has entered into rebate arrangements with its suppliers for various kinds and quantities of inventories. Under the arrangement, the Group calculates the amount of supplier rebates based on sales breakdown, which is recognised as a deduction of accounts payable to suppliers and a deduction of operating costs. The Group pays the net purchase price, after confirming that the rebate is granted and the credit memo from its suppliers has been received.

As the terms of different types of supplier rebates vary and change frequently, the calculation is complex. The Group relies on the information system to gather related transaction information, and manually matches each inventory category with its corresponding rebate term to calculate the supplier rebate that should be recognised. Since the supplier rebate is material to the financial statements and more audit effort is required to address this audit matter, the recognition of supplier rebate has been identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and assessed the internal controls related to supplier rebates. Tested the effectiveness of relevant internal controls, for example, by verifying whether major supplier rebates have been reviewed by the responsible supervisor, and the inventory cost has been correctly deducted and paid in net amount based on the credit memo approved by suppliers;
- B. Selected samples of supplier rebates and performed test of transaction data to confirm whether the transaction quantities are consistent with sales breakdown. Also, verified arrangements and calculation worksheets, and recalculated supplier rebates to ensure that the rebate recognition is consistent with the contract;
- C. Selected samples of supplier rebates which were recognised before the balance sheet date but have not yet been confirmed by suppliers, verified its consistency and reasonableness with subsequent credit memos approved by suppliers after the balance sheet date, and confirmed whether there were any material differences; and
- D. Performed confirmation of selected material accounts payable, including supplier rebates which have been confirmed by suppliers, and examined the reconciliation for the differences between the amount stated in the suppliers' confirmation and the Group's records.

**Assessment of inventory valuation losses**

Description

Refer to Note 4(13) for accounting policies on inventory valuation, Note 5(2) for the uncertainty of accounting estimates and assumptions in relation to inventory valuation, and Note 6(6) for details of inventory valuation. As at December 31, 2024, the Group's inventories and allowance for inventory valuation losses were NT\$162,563,495 thousand and NT\$1,635,621 thousand, respectively.

The Group is primarily engaged in the sales of various kinds of electronic components.

Due to rapid technology innovations, short lifespan of electronic products and fluctuations in market prices, there is a higher risk of inventory losses arising from market value decline or obsolescence. For non-obsolete inventories, the net realisable value is estimated based on the estimated selling price within a certain period around the balance sheet date. The obsolete inventories are individually identified as obsolete or damaged, if any. Since the amount of inventory is material, inventory types vary, sources of information in calculating the net realisable value of each type of inventories are various, and the identification of obsolete and damaged inventory and its net realisable value is subject to management's judgement, we considered the assessment of inventory valuation losses a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and evaluated the process of inventory and warehouse management, examined the annual plan and participated in stock take to assess the effectiveness of management's identification and controls on obsolete inventory;
- B. Obtained an understanding of the Group's nature of business and industry in order to assess whether the provision policies and procedures were applied consistently and reasonably during the periods, including identified as obsolete with supporting documents, and agreed to information obtained from physical inventory; and
- C. Obtained the net realisable value statement of each inventory, and tested supporting documents in relation to sources of information in calculating the net realisable value.

**Assessment of the reasonableness of the purchase price allocation for business combination**

Description

Refer to Note 4(31) for accounting policies on business combination, and Note 6(32) for details of business combination.

The Group acquired all the shares of Future Electronics Inc. in April 2024 for a consideration of NT\$121.524 billion, and the allocation of purchase price of the business

combination was finalised during the fourth quarter of 2024.

The acquisition price and the amount of intangible assets arising from the business acquisition are significant and the net fair value of identifiable assets and liabilities and the allocation of intangible assets are based on management's estimation and subjective judgement. Thus, we considered the purchase price allocation for the above business combination a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Assessed the appropriateness and objectivity of the appraisers appointed by the management; and
- B. Reviewed identification of intangible assets, fair value measurement of identifiable intangible assets, discount rates and the reasonableness of goodwill calculation in the purchase price allocation report prepared by external experts.
- C. The auditors used the work of valuation experts to assist in assessing the reasonableness of significant assumptions, such as projected growth rates and discount rates, adopted in the model.

***Other matter – Reference to the audits of other auditors***

We did not audit the financial statements of certain subsidiaries which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these subsidiaries, is based solely on the reports of the other auditors. The total assets of these subsidiaries as at December 31, 2023 amounted to NT\$15,668,852 thousand, constituting 5.91% of the consolidated total assets. Revenue for the year ended December 31, 2023 amounted to NT\$39,438,389 thousand, constituting 6.63% of the consolidated net operating revenue.

***Other matter – Parent company only financial reports***

We have audited and expressed an unmodified opinion on the parent company only financial statements of WT Microelectronics Co., Ltd. as at and for the years ended December 31, 2024 and 2023.

***Responsibilities of management and those charged with governance for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

***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:

- A. 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.
- B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.




- D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- E. 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.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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



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Hsu, Sheng-Chung

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Chieh-Ju, Hsu

For and on Behalf of PricewaterhouseCoopers, Taiwan

February 25, 2025

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

**WT MICROELECTRONICS CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 39,727,726	10	\$ 22,747,549	9
1110	Financial assets at fair value through profit or loss - current	6(2)	19,298	-	42,151	-
1120	Financial assets at fair value through other comprehensive income - current	6(3)	367,589	-	1,106,224	-
1170	Accounts receivable, net	6(4) and 7	142,094,108	34	111,636,650	42
1200	Other receivables	6(4)(5)	5,956,485	1	5,550,957	2
130X	Inventories	6(6)	160,927,874	39	95,715,497	36
1410	Prepayments		2,126,440	1	1,397,586	1
1470	Other current assets	6(1) and 8	766,714	-	550,331	-
11XX	Total current assets		351,986,234	85	238,746,945	90
Non-current assets						
1510	Financial assets at fair value through profit or loss - non-current	6(2)	391,828	-	360,778	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	11,662,725	3	18,833,048	7
1550	Investments accounted for using equity method	6(7)	31,612	-	44,539	-
1600	Property, plant and equipment	6(8)	3,191,522	1	1,262,530	1
1755	Right-of-use assets	6(9)	2,255,876	1	1,030,253	1
1760	Investment property - net	6(10)	186,949	-	190,318	-
1780	Intangible assets	6(11)	40,847,105	10	3,339,635	1
1840	Deferred income tax assets	6(30)	1,454,225	-	828,845	-
1900	Other non-current assets		482,210	-	548,081	-
15XX	Total non-current assets		60,504,052	15	26,438,027	10
1XXX	Total assets		\$ 412,490,286	100	\$ 265,184,972	100

(Continued)

**WT MICROELECTRONICS CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 35,412,779	9	\$ 19,821,848	8
2110	Short-term notes and bills payable	6(13)	1,598,968	-	349,848	-
2120	Financial liabilities at fair value through profit or loss - current	6(2)	138	-	41,185	-
2130	Contract liabilities - current	6(23)	1,132,253	-	1,461,903	1
2170	Accounts payable	7	186,740,851	45	147,955,015	56
2200	Other payables	6(14)	9,009,470	2	5,980,439	2
2230	Current income tax liabilities		2,157,158	1	745,342	-
2280	Lease liabilities - current		740,498	-	240,516	-
2320	Long-term liabilities, current portion	6(15)	73,218	-	88,382	-
2365	Refund liabilities - current	6(23)	1,572,327	-	1,127,279	-
2399	Other current liabilities		1,897,226	1	77,048	-
21XX	Total current liabilities		240,334,886	58	177,888,805	67
Non-current liabilities						
2540	Long-term loans	6(15)	63,366,390	16	12,644,242	5
2570	Deferred income tax liabilities	6(30)	3,296,245	1	1,031,875	-
2580	Lease liabilities - non-current		1,220,065	-	478,104	-
2600	Other non-current liabilities		409,428	-	1,196,294	1
25XX	Total non-current liabilities		68,292,128	17	15,350,515	6
2XXX	Total liabilities		308,627,014	75	193,239,320	73
Equity attributable to owners of parent						
	Share capital	6(18)				
3110	Common stock		11,164,167	3	8,873,017	3
3120	Preferred stock		1,350,000	-	1,350,000	1
3130	Certificates of entitlement to new shares from convertible bonds		7,370	-	6,540	-
3140	Advance receipts for share capital		-	-	5,423,396	2
	Capital surplus	6(19)				
3200	Capital surplus		47,673,484	11	25,680,674	9
	Retained earnings	6(20)				
3310	Legal reserve		4,717,884	1	4,311,098	2
3320	Special reserve		-	-	1,564,387	1
3350	Unappropriated retained earnings		27,052,694	7	14,300,632	5
	Other equity interest	6(21)				
3400	Other equity interest		10,909,959	3	9,599,039	4
31XX	Equity attributable to owners of the parent		102,875,558	25	71,108,783	27
36XX	Non-controlling interest	6(22)	987,714	-	836,869	-
3XXX	Total equity		103,863,272	25	71,945,652	27
	Commitments and contingent liabilities	9				
3X2X	Total liabilities and equity		\$ 412,490,286	100	\$ 265,184,972	100

The accompanying notes are an integral part of these consolidated financial statements.

WT MICROELECTRONICS CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

Items	Notes	Year ended December 31			
		2024		2023	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(23) and 7	\$ 959,431,897	100	\$ 594,518,813	100
5000 Operating costs	6(6) and 7	( 921,829,827)	( 96)	( 576,112,549)	( 97)
5900 Gross profit		<u>37,602,070</u>	<u>4</u>	<u>18,406,264</u>	<u>3</u>
Operating expenses	6(28)				
6100 Selling expenses		( 16,573,833)	( 2)	( 6,383,289)	( 1)
6200 General and administrative expenses		( 4,815,204)	( 1)	( 3,059,840)	( 1)
6300 Research and development expenses		( 850,587)	-	( 755,450)	-
6450 Impairment loss determined in accordance with IFRS 9	12(2)	( 98,126)	-	( 7,762)	-
6000 Total operating expenses		( 22,337,750)	( 3)	( 10,206,341)	( 2)
6900 Operating profit		<u>15,264,320</u>	<u>1</u>	<u>8,199,923</u>	<u>1</u>
Non-operating income and expenses					
7100 Interest income	6(24)	829,108	-	151,614	-
7010 Other income	6(25)	492,507	-	594,130	-
7020 Other gains and losses	6(26)	351,246	-	148,295	-
7050 Finance costs	6(27)	( 5,080,083)	-	( 3,880,037)	-
7060 Share of loss of associates and joint ventures accounted for using equity method	6(7)	( 22,314)	-	( 18,560)	-
7000 Total non-operating income and expenses		( 3,429,536)	-	( 3,004,558)	-
7900 Profit before income tax		11,834,784	1	5,195,365	1
7950 Income tax expense	6(30)	( 2,628,699)	-	( 1,216,531)	-
8200 Profit for the year		<u>\$ 9,206,085</u>	<u>1</u>	<u>\$ 3,978,834</u>	<u>1</u>

(Continued)

**WT MICROELECTRONICS CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

Items	Notes	Year ended December 31			
		2024		2023	
		AMOUNT	%	AMOUNT	%
<b>Other comprehensive income (loss)</b>					
<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>					
8311 Gain (loss) on remeasurements of defined benefit plans	6(16)	\$ 23,419	-	(\$ 2,115)	-
8316 Unrealised gain on valuation of equity investment instruments measured at fair value through other comprehensive income	6(21)(22)	620,766	-	11,228,827	2
8349 Income tax related to components of other comprehensive (loss) income that will not be reclassified to profit or loss	6(30)	( 4,684)	-	423	-
8310 Other comprehensive income that will not be reclassified to profit or loss		639,501	-	11,227,135	2
<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>					
8361 Financial statements translation differences of foreign operations	6(21)(22)	6,595,476	1	( 312,036)	-
8368 Losses on hedging instrument	6(21)	( 1,165,532)	-	-	-
8370 Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method	6(21) and 7	513	-	( 116)	-
8360 Other comprehensive income (loss) that will be reclassified to profit or loss		5,430,457	1	( 312,152)	-
8300 <b>Total other comprehensive income for the year</b>		<u>\$ 6,069,958</u>	<u>1</u>	<u>\$ 10,914,983</u>	<u>2</u>
8500 <b>Total comprehensive income for the year</b>		<u>\$ 15,276,043</u>	<u>2</u>	<u>\$ 14,893,817</u>	<u>3</u>
Profit (loss) attributable to:					
8610 Owners of the parent		\$ 9,112,156	1	\$ 4,012,142	1
8620 Non-controlling interest		93,929	-	( 33,308)	-
		<u>\$ 9,206,085</u>	<u>1</u>	<u>\$ 3,978,834</u>	<u>1</u>
Comprehensive income (loss) attributable to:					
8710 Owners of the parent		\$ 15,130,332	2	\$ 14,929,690	3
8720 Non-controlling interest		145,711	-	( 35,873)	-
		<u>\$ 15,276,043</u>	<u>2</u>	<u>\$ 14,893,817</u>	<u>3</u>
Earnings per share (in dollars)	6(31)				
9750 Basic earnings per share		\$ 8.13		\$ 4.24	
9850 Diluted earnings per share		\$ 8.05		\$ 4.17	

The accompanying notes are an integral part of these consolidated financial statements.

WT MICROELECTRONICS CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

	Notes	Equity attributable to owners of the parent								Non-controlling interest	Total	Total equity	
		Capital					Retained Earnings						
		Share capital - common stock	Preferred stock	Certificates of bond-to-stock conversion	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings				
2023													
Balance at January 1, 2023		\$ 8,835,297	\$ 1,350,000	\$ -	\$ -	\$ 25,294,109	\$ 3,542,791	\$ -	\$ 16,647,535	\$ 1,564,387	\$ 54,105,345	\$ 868,976	\$ 54,974,321
Consolidated net income (loss)		-	-	-	-	-	-	-	4,012,142	-	4,012,142	(33,308)	3,978,834
Other comprehensive income (loss)	6(21)(22)	-	-	-	-	-	-	-	1,692	10,919,240	10,917,548	(2,565)	10,914,983
Total comprehensive income (loss)		-	-	-	-	-	-	-	4,010,450	10,919,240	14,929,690	(35,873)	14,893,817
Appropriations of 2022 earnings:													
Legal reserve		-	-	-	-	-	768,307	-	(768,307)	-	-	-	-
Special reserve		-	-	-	-	-	-	1,564,387	(1,564,387)	-	-	-	-
Cash dividends for common stock		-	-	-	-	-	-	-	(3,812,065)	-	(3,812,065)	-	(3,812,065)
Cash dividends for preferred stock		-	-	-	-	-	-	-	(270,000)	-	(270,000)	-	(270,000)
Capital injection		-	-	-	5,423,396	-	-	-	-	-	5,423,396	-	5,423,396
Employee stock options exercised	6(18)(19)	38,960	-	6,540	-	138,441	-	-	-	-	183,941	-	183,941
Cancellation of employee restricted shares	6(18)(19)	(1,240)	-	-	-	1,240	-	-	-	-	-	-	-
Changes in restricted stocks to employees	6(19)(21)	-	-	-	-	(3,551)	-	-	-	3,551	-	-	-
Changes in ownership interests in subsidiaries	6(19)	-	-	-	-	-	-	-	(1,707)	-	(1,707)	-	(1,707)
Compensation cost of share-based payments	6(17)	-	-	-	-	250,415	-	-	-	46,695	297,110	-	297,110
Changes in non-controlling interest	6(22)	-	-	-	-	-	-	-	-	-	-	3,766	3,766
Disposal of financial assets at fair value through other comprehensive income	6(21)	-	-	-	-	-	-	-	59,113	(59,113)	-	-	-
Changes in redemption liability recognised as other equity	6(21)	-	-	-	-	-	-	-	-	-	-	-	-
Balance at December 31, 2023		<u>\$ 8,873,017</u>	<u>\$ 1,350,000</u>	<u>\$ 6,540</u>	<u>\$ 5,423,396</u>	<u>\$ 25,680,674</u>	<u>\$ 4,311,098</u>	<u>\$ 1,564,387</u>	<u>\$ 14,300,632</u>	<u>\$ 253,073</u>	<u>\$ 71,108,783</u>	<u>\$ 836,869</u>	<u>\$ 71,945,652</u>
2024													
Balance at January 1, 2024		\$ 8,873,017	\$ 1,350,000	\$ -	\$ -	\$ 25,680,674	\$ 4,311,098	\$ -	\$ 14,300,632	\$ 9,599,039	\$ 71,108,783	\$ 836,869	\$ 71,945,652
Consolidated net income		-	-	-	-	-	-	-	9,112,156	-	9,112,156	93,929	9,206,085
Other comprehensive income	6(21)(22)	-	-	-	-	-	-	-	18,735	5,999,441	6,018,176	51,782	6,069,958
Total comprehensive income		-	-	-	-	-	-	-	18,735	5,999,441	15,303,332	145,711	15,276,043
Appropriations of 2023 earnings:													
Legal reserve		-	-	-	-	-	406,786	-	(406,786)	-	-	-	-
Reversal of special reserve		-	-	-	-	-	-	(1,564,387)	1,564,387	-	-	-	-
Cash dividends for common stock		-	-	-	-	-	-	-	(2,008,438)	-	(2,008,438)	-	(2,008,438)
Cash dividends for preferred stock		-	-	-	-	-	-	-	(270,000)	-	(270,000)	-	(270,000)
Capital injection		-	-	-	-	-	-	-	-	-	-	-	-
Employee stock options exercised	6(18)(19)	2,200,000	-	830	(5,423,396)	21,470,853	-	-	-	-	18,247,457	-	18,247,457
Cancellation of employee restricted shares	6(18)(19)	(91,790)	-	-	-	422,022	-	-	-	-	514,642	-	514,642
Changes in restricted stocks to employees	6(18)(19)	(640)	-	-	-	640	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries	6(19)(21)	-	-	-	-	(2,947)	-	-	-	2,947	-	-	-
Changes in equity of associates accounted for using equity method	6(7)(19)	-	-	-	-	(2,191)	-	-	98	-	(2,093)	-	(2,093)
Compensation cost of share-based payments	6(17)	-	-	-	-	5,549	-	-	-	-	5,549	-	5,549
Changes in non-controlling interest	6(22)	-	-	-	-	98,884	-	-	-	20,873	119,757	-	119,757
Disposal of financial assets at fair value through other comprehensive income	6(21)(22)	-	-	-	-	-	-	-	-	-	-	5,134	5,134
Changes in redemption liability recognised as other equity	6(21)	-	-	-	-	-	-	-	4,741,910	(4,741,910)	-	-	-
Balance at December 31, 2024		<u>\$ 11,164,167</u>	<u>\$ 1,350,000</u>	<u>\$ 7,370</u>	<u>\$ -</u>	<u>\$ 47,673,484</u>	<u>\$ 4,717,884</u>	<u>\$ -</u>	<u>\$ 27,052,694</u>	<u>\$ 29,569</u>	<u>\$ 102,875,558</u>	<u>\$ 987,714</u>	<u>\$ 103,863,272</u>

The accompanying notes are an integral part of these consolidated financial statements.

**WT MICROELECTRONICS CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 11,834,784	\$ 5,195,365
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(28)	1,047,720	448,487
Amortisation	6(28)	359,192	107,214
Impairment loss determined in accordance with IFRS 9	12(2)	98,126	7,762
Net gain on financial assets and liabilities at fair value through profit or loss	6(26)	( 651,699 )	( 235,377 )
Share-based payments	6(17)	119,757	297,110
Share of profit or loss of associates and joint ventures accounted for using equity method	6(7)	22,314	18,560
Loss on disposal of property, plant and equipment, net	6(26)	9,745	968
Interest expense	6(27)	3,414,912	2,253,878
Interest income	6(24)	( 829,108 )	( 151,614 )
Dividend income	6(25)	( 258,272 )	( 436,092 )
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable		34,635,992	( 28,279,834 )
Other receivables		1,364,316	( 3,331,271 )
Inventories		( 15,251,248 )	( 4,815,087 )
Prepayments		( 201,430 )	( 564,798 )
Other current assets (including contract assets)		( 167,112 )	2,118
Changes in operating liabilities			
Financial assets and liabilities at fair value through profit or loss		576,411	255,639
Contract liabilities		( 403,733 )	567,790
Accounts payable		3,738,641	70,408,917
Other payables		3,063,168	2,144,551
Other current liabilities (including refund liabilities)		2,746,355	445,296
Net defined benefit liability		153,383	12,971
Cash inflow generated from operations		45,422,214	44,352,553
Interest received		829,108	151,614
Dividends received		258,272	436,092
Interest paid		( 3,369,834 )	( 2,323,213 )
Income taxes paid		( 712,114 )	( 1,589,006 )
Net cash flows from operating activities		42,427,646	41,028,040

(Continued)



**WT MICROELECTRONICS CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of financial assets at fair value through profit or loss		( \$ 5,097 )	( \$ 88,568 )
Proceeds from disposal of financial assets at fair value through profit or loss		14,195	-
Acquisition of financial assets at fair value through other comprehensive income		( 12,500 )	( 30,201 )
Proceeds from disposal of financial assets at fair value through other comprehensive income	6(3)	8,556,585	462,219
Proceeds from capital reduction of financial assets at fair value through other comprehensive income		20,866	-
Increase in other financial assets		( 9,500 )	( 497,218 )
Acquisition of property, plant and equipment	6(33)	( 249,046 )	( 228,298 )
Proceeds from disposal of property, plant and equipment		41,164	5,418
Acquisition of intangible assets	6(11)	( 70,096 )	( 24,930 )
Increase in guarantee deposits		( 59,501 )	( 17,572 )
Decrease in guarantee deposits		226,590	8,900
Net cash payments for business combination	6(33)	( 117,455,548 )	( 199,306 )
Decrease (increase) in other non-current assets		115,999	( 129,084 )
Net cash flows used in investing activities		( 108,885,889 )	( 738,640 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase in short-term borrowings	6(34)	1,719,020,108	820,759,706
Decrease in short-term borrowings	6(34)	( 1,703,763,190 )	( 839,211,405 )
Increase (decrease) in short-term notes and bills payable	6(34)	1,229,506	( 716,769 )
Proceeds from long-term loans	6(34)	215,502,756	55,312,534
Repayments of long-term loans	6(34)	( 164,873,980 )	( 60,349,891 )
Payment of lease liabilities	6(34)	( 656,927 )	( 279,375 )
(Decrease) increase in other non-current liabilities		( 909,131 )	5,089
Cash dividends paid	6(20)	( 2,278,438 )	( 4,082,065 )
Acquisition of equity of subsidiary	6(33)	-	( 1,786 )
Employee stock options exercised		511,695	183,941
Capital injection		18,247,457	5,423,396
Net cash flows from (used in) financing activities		82,029,856	( 22,956,625 )
Effect of exchange rate changes on cash and cash equivalents		1,408,564	31,520
Net increase in cash and cash equivalents		16,980,177	17,364,295
Cash and cash equivalents at beginning of year		22,747,549	5,383,254
Cash and cash equivalents at end of year		\$ 39,727,726	\$ 22,747,549

The accompanying notes are an integral part of these consolidated financial statements.

**INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE**

To the Board of Directors and Shareholders of WT Microelectronics Co., Ltd.

***Opinion***

We have audited the accompanying parent company only balance sheets of WT Microelectronics Co., Ltd. (the “Company”) as at December 31, 2024 and 2023, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the report of other auditors (refer to the Other matter section), the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, 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 audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the parent company only financial statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

***Key audit matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2024 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2024 parent company only financial statements are stated as follows:

**Recognition of supplier rebates****Description**

Refer to Note 4(12) for accounting policies on supplier rebates.

The Company is primarily engaged in the sales of electronic and communication components. In line with industry practice, the Company has entered into rebate arrangements with its suppliers for various kinds and quantities of inventories. Under the arrangement, the Company calculates the amount of supplier rebates based on sales breakdown, which is recognised as a deduction of accounts payable to suppliers and a deduction of operating costs. The Company pays the net purchase price, after confirming that the rebate is granted and the credit memo from its suppliers has been received.

As the terms of different types of supplier rebates vary and change frequently, the calculation is complex. The Company relies on the information system to gather related transaction information, and manually matches each inventory category with its corresponding rebate term to calculate the supplier rebate that should be recognised. Since the supplier rebate is material to the parent company only financial statements and more audit effort is required to address this audit matter, the recognition of supplier rebate has been identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and assessed the internal controls related to supplier rebates. Tested the effectiveness of relevant internal controls, for example, by verifying whether major supplier rebates have been reviewed by a responsible supervisor, and the inventory cost has been correctly deducted and paid in net amount based on the credit memo approved by suppliers;
- B. Selected samples of supplier rebates and performed test of transaction data to confirm whether the transaction quantities are consistent with sales breakdown. Also, verified arrangements and calculation worksheets, and recalculated supplier rebates to ensure that the rebate recognition is consistent with the contract;
- C. Selected samples of supplier rebates which were recognised before the balance sheet date but have not yet been confirmed by suppliers, verified its consistency and reasonableness with subsequent credit memos approved by suppliers after the balance sheet date, and confirmed whether there were any material differences; and
- D. Performed confirmation of selected material accounts payable, including supplier rebates which have been confirmed by suppliers, and examined the reconciliation for the differences between the amount stated in the suppliers' confirmation and the Company's records.

**Assessment of inventory valuation losses**

Description

Refer to Note 4(12) for accounting policies on inventory valuation, Note 5(2) for the uncertainty of accounting estimates and assumptions in relation to inventory valuation, and Note 6(6) for details of inventory valuation. As at December 31, 2024, the Company's inventories and allowance for inventory valuation losses were NT\$74,378,989 thousand and NT\$1,122,553 thousand, respectively.

The Company is primarily engaged in the sales of various kinds of electronic components. Due to rapid technology innovations, short lifespan of electronic products and fluctuations in market prices, there is a higher risk of inventory losses arising from market value decline or obsolescence. For non-obsolete inventories, the net realisable value is estimated based on the estimated selling price within a certain period around the balance sheet date. The obsolete inventories are individually identified as obsolete or damaged, if any. Since the amount of inventory is material, inventory types vary, sources of information in calculating the net realisable value of each type of inventories are various, and the identification of obsolete and damaged inventory and its net realisable value is subject to management's judgement, we considered the assessment of inventory valuation losses a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and evaluated the process of inventory and warehouse management, examined the annual plan and participated in stock take to assess the effectiveness of management's identification and controls on obsolete inventory;
- B. Obtained an understanding of the Company's nature of business and industry in order to assess whether the provision policies and procedures were applied consistently and reasonably during the periods, including identified as obsolete with supporting documents, and agreed to information obtained from physical inventory; and
- C. Obtained the net realisable value statement of each inventory, and tested supporting documents in relation to sources of information in calculating the net realisable value.

***Other matter – Reference to the audits of other auditors***

We did not audit the financial statements of certain investments accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these associates, is based solely on the reports of the other auditors. The balance of these investments accounted for

under the equity method amounted to NT\$4,964,229 thousand, constituting 2.74% of the parent company only total assets as at December 31, 2023, and the comprehensive loss recognised from associates and joint ventures accounted for under the equity method amounted to NT\$169,428 thousand, constituting 1.13% of the parent company only total comprehensive income for the years then ended.

***Responsibilities of management and those charged with governance for the parent company only financial statements***

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

***Auditors' responsibilities for the audit of the parent company only financial statements***

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

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

- A. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- B. 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.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- E. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- F. Obtain sufficient appropriate audit evidence regarding the parent company only financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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



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

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Hsu, Sheng-Chung

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Chieh-Ju, Hsu

For and on Behalf of PricewaterhouseCoopers, Taiwan

February 25, 2025

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The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

WT MICROELECTRONICS CO., LTD.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Assets			December 31, 2024		December 31, 2023			
			AMOUNT	%	AMOUNT	%		
Current assets								
1100	Cash and cash equivalents	6(1)	\$	11,448,332	4	\$	8,217,742	4
1110	Financial assets at fair value through profit or loss - current	6(2)		13,190	-		11,809	-
1120	Financial assets at fair value through other comprehensive income - current	6(3)		367,589	-		1,106,224	1
1170	Accounts receivable, net	6(4)		25,720,213	9		32,962,995	18
1180	Accounts receivable, net - related parties	7		42,792,129	16		18,330,170	10
1200	Other receivables	6(4)(5)		1,172,529	-		775,816	-
130X	Inventories	6(6)		73,256,436	27		57,942,295	32
1410	Prepayments			1,070,432	-		972,157	1
11XX	Total current assets			155,840,850	56		120,319,208	66
Non-current assets								
1510	Financial assets at fair value through profit or loss - non-current	6(2)		269,972	-		236,285	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)		11,073,351	4		18,201,735	10
1550	Investments accounted for using equity method	6(7)		107,726,876	39		40,590,761	23
1600	Property, plant and equipment	6(8)		316,297	-		322,886	-
1755	Right-of-use assets	6(9)		189,186	-		152,205	-
1760	Investment property, net	6(10)		86,891	-		89,445	-
1780	Intangible assets	6(11)		224,184	-		249,507	-
1840	Deferred income tax assets	6(29)		531,826	1		537,562	1
1900	Other non-current assets			96,722	-		272,841	-
15XX	Total non-current assets			120,515,305	44		60,653,227	34
1XXX	Total assets		\$	276,356,155	100	\$	180,972,435	100

(Continued)

**WT MICROELECTRONICS CO., LTD.**  
**PARENT COMPANY ONLY BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 19,660,345	7	\$ 10,895,000	6
2110	Short-term notes and bills payable	6(13)	1,099,403	-	299,900	-
2120	Financial liabilities at fair value through profit or loss - current	6(2)	138	-	18,183	-
2130	Contract liabilities - current	6(22) and 7	255,334	-	107,514	-
2170	Accounts payable		86,643,132	31	77,541,627	43
2180	Accounts payable - related parties	7	1,261,241	1	3,693,776	2
2200	Other payables	6(14)	2,432,960	1	2,447,888	2
2220	Other payables - related parties	7	4,186,030	2	4,826	-
2230	Current income tax liabilities		1,506,591	1	180,798	-
2280	Lease liabilities - current		134,429	-	103,283	-
2365	Refund liabilities - current	6(22)	654,338	-	134,766	-
2399	Other current liabilities		1,003,409	-	20,790	-
21XX	Total current liabilities		118,837,350	43	95,448,351	53
Non-current liabilities						
2540	Long-term loans	6(15)	53,594,066	20	12,555,750	7
2570	Deferred income tax liabilities	6(29)	948,457	-	733,599	-
2580	Lease liabilities - non-current		58,251	-	51,243	-
2600	Other non-current liabilities		42,473	-	1,074,709	1
25XX	Total non-current liabilities		54,643,247	20	14,415,301	8
2XXX	Total liabilities		173,480,597	63	109,863,652	61
Equity						
	Share capital	6(18)				
3110	Common stock		11,164,167	4	8,873,017	5
3120	Preferred stock		1,350,000	-	1,350,000	1
3130	Certificates of entitlement to new shares from convertible bonds		7,370	-	6,540	-
3140	Advance receipts for share capital		-	-	5,423,396	3
	Capital surplus	6(19)				
3200	Capital surplus		47,673,484	17	25,680,674	14
	Retained earnings	6(20)				
3310	Legal reserve		4,717,884	2	4,311,098	2
3320	Special reserve		-	-	1,564,387	1
3350	Unappropriated retained earnings		27,052,694	10	14,300,632	8
	Other equity interest	6(21)				
3400	Other equity interest	6(21)	10,909,959	4	9,599,039	5
3XXX	Total equity		102,875,558	37	71,108,783	39
Commitments and contingent liabilities		9				
3X2X	Total liabilities and equity		\$ 276,356,155	100	\$ 180,972,435	100

The accompanying notes are an integral part of these parent company only financial statements.

**WT MICROELECTRONICS CO., LTD.**  
**PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

	Items	Notes	Year ended December 31			
			2024		2023	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(22) and 7	\$ 454,879,053	100	\$ 379,590,206	100
5000	Operating costs	6(6) and 7	( 444,654,034)	( 98)	( 372,555,628)	( 98)
5900	Gross profit		<u>10,225,019</u>	<u>2</u>	<u>7,034,578</u>	<u>2</u>
	Operating expenses	6(27) and 7				
6100	Selling expenses		( 2,712,006)	( 1)	( 2,165,918)	( 1)
6200	General and administrative expenses		( 553,680)	-	( 1,866,203)	-
6300	Research and development expenses		( 473,565)	-	( 427,532)	-
6450	Impairment (loss) gain determined in accordance with IFRS 9	12(2)	( 19,358)	-	( 6,614)	-
6000	Total operating expenses		( 3,758,609)	( 1)	( 4,453,039)	( 1)
6900	Operating profit		<u>6,466,410</u>	<u>1</u>	<u>2,581,539</u>	<u>1</u>
	Non-operating income and expenses					
7100	Interest income	6(23)	119,450	-	29,507	-
7010	Other income	6(24)	274,327	-	463,231	-
7020	Other gains and losses	6(25)	944,582	-	352,952	-
7050	Finance costs	6(26)	( 2,803,642)	-	( 2,227,864)	( 1)
7070	Share of profit of associates and joint ventures accounted for using equity method		<u>5,738,694</u>	<u>1</u>	<u>3,082,041</u>	<u>1</u>
7000	Total non-operating income and expenses		<u>4,273,411</u>	<u>1</u>	<u>1,699,867</u>	-
7900	<b>Profit before income tax</b>		<u>10,739,821</u>	<u>2</u>	<u>4,281,406</u>	<u>1</u>
7950	Income tax expense	6(29)	( 1,627,665)	-	( 269,264)	-
8200	<b>Profit for the year</b>		<u>\$ 9,112,156</u>	<u>2</u>	<u>\$ 4,012,142</u>	<u>1</u>
	<b>Other comprehensive income (loss)</b>					
	<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>					
8311	Gain (loss) on remeasurement of defined benefit plan	6(16)	\$ 16,815	-	( \$ 1,827)	-
8316	Unrealised gain on valuation of equity instruments measured at fair value through other comprehensive income	6(21)	683,695	-	11,031,855	3
8330	Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method	6(30)	( 54,462)	-	197,248	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(29)	( 3,363)	-	365	-
8310	Other comprehensive income that will not be reclassified to profit or loss		<u>642,685</u>	<u>-</u>	<u>11,227,641</u>	<u>3</u>
	<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>					
8361	Financial statements translation differences of foreign operations	6(21)	2,617,507	-	( 200,971)	-
8368	Loss on hedging instrument	6(21)	( 1,165,532)	-	-	-
8380	Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for using equity method	6(30)	<u>3,923,516</u>	<u>1</u>	<u>( 109,122)</u>	<u>-</u>
8360	Other comprehensive income (loss) that will be reclassified to profit or loss		<u>5,375,491</u>	<u>1</u>	<u>( 310,093)</u>	<u>-</u>
8300	<b>Total other comprehensive income for the year</b>		<u>\$ 6,018,176</u>	<u>1</u>	<u>\$ 10,917,548</u>	<u>3</u>
8500	<b>Total comprehensive income for the year</b>		<u>\$ 15,130,332</u>	<u>3</u>	<u>\$ 14,929,690</u>	<u>4</u>
	Earnings per share (in dollars)	6(31)				
9750	Basic earnings per share		\$ 8.13		\$ 4.24	
9850	Diluted earnings per share		\$ 8.05		\$ 4.17	

The accompanying notes are an integral part of these parent company only financial statements.

**WT MICROELECTRONICS CO., LTD.**  
**PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

	Notes	Common stock	Preference stock	Capital	Retained Earnings			Other Equity Interest			Total equity
				Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Other equity - others	
2023											
	Balance at January 1, 2023	\$ 8,835,297	\$ 1,350,000	\$ -	\$ 3,542,791	\$ -	\$ 16,647,535	\$ 673,456	\$ 891,781	\$ 1,346,062	\$ 54,105,345
	Profit for the year	-	-	-	-	-	4,012,142	( 310,093)	-	-	4,012,142
6(21)	Other comprehensive income (loss)	-	-	-	-	-	( 1,692)	( 310,093)	11,229,333	-	10,917,548
	Total comprehensive income (loss)	-	-	-	-	-	( 1,692)	( 310,093)	11,229,333	-	14,929,690
6(20)	Appropriations of 2022 earnings:										
	Legal reserve	-	-	-	768,307	-	( 768,307)	-	-	-	-
	Special reserve	-	-	-	-	1,564,387	( 1,564,387)	-	-	-	-
	Cash dividends for common stock	-	-	-	-	-	( 3,812,065)	-	-	-	( 3,812,065)
	Cash dividends for preferred stock	-	-	-	-	-	( 270,000)	-	-	-	( 270,000)
6(18)	Capital injection	-	-	-	-	-	-	-	-	-	5,423,396
6(18)(19)	Employee stock options exercised	38,960	-	138,441	-	-	-	-	-	-	183,941
6(18)(19)	Cancellation of employee restricted shares	( 1,240)	-	1,240	-	-	-	-	-	-	-
6(19)(21)	Changes in restricted stocks to employees	-	-	( 3,531)	-	-	-	-	3,531	-	-
	Changes in ownership interests in subsidiaries	-	-	-	-	-	( 1,707)	-	-	( 1,707)	-
6(17)(19)	Compensation cost of share-based payments	-	-	250,415	-	-	-	-	-	46,695	297,110
6(21)	Disposal of financial assets at fair value through other comprehensive income	-	-	-	-	-	-	-	-	-	-
6(21)	Changes in redemption liability recognised as other equity	-	-	-	-	-	59,113	-	( 59,113)	-	-
	Balance at December 31, 2023	\$ 8,873,017	\$ 1,350,000	\$ 6,540	\$ 4,311,098	\$ 1,564,387	\$ 14,300,632	\$ 363,363	\$ 10,278,439	\$ 1,042,763	\$ 71,108,783
2024											
	Balance at January 1, 2024	\$ 8,873,017	\$ 1,350,000	\$ 6,540	\$ 4,311,098	\$ 1,564,387	\$ 14,300,632	\$ 363,363	\$ 10,278,439	\$ 1,042,763	\$ 71,108,783
	Profit for the year	-	-	-	-	-	9,112,156	6,541,023	-	-	9,112,156
6(21)	Other comprehensive income (loss)	-	-	-	-	-	18,735	6,541,023	( 1,165,532)	( 1,165,532)	6,018,176
	Total comprehensive income (loss)	-	-	-	-	-	9,130,891	6,541,023	623,950	( 1,165,532)	15,130,332
6(20)	Appropriations of 2023 earnings:										
	Legal reserve	-	-	-	406,786	-	( 406,786)	-	-	-	-
	Reversal of special reserve	-	-	-	-	( 1,564,387)	1,564,387	-	-	-	-
	Cash dividends for common stock	-	-	-	-	-	( 2,008,438)	-	-	-	( 2,008,438)
	Cash dividends for preferred stock	-	-	-	-	-	( 270,000)	-	-	-	( 270,000)
6(18)(19)	Capital injection	2,200,000	-	21,470,853	-	-	-	-	-	-	18,247,457
6(18)(19)	Employee stock options exercised	91,790	-	422,022	-	-	-	-	-	-	514,642
6(18)(19)	Cancellation of employee restricted shares	( 640)	-	640	-	-	-	-	-	-	-
6(19)(21)	Changes in restricted stocks to employees	-	-	( 2,947)	-	-	-	-	-	2,947	-
6(19)	Changes in ownership interests in subsidiaries	-	-	3,358	-	-	11,696	-	( 11,598)	-	3,456
6(17)(19)	Compensation cost of share-based payments	-	-	98,884	-	-	-	-	-	20,873	119,757
6(21)	Disposal of financial assets at fair value through other comprehensive income	-	-	-	-	-	-	-	-	-	-
6(21)	Changes in redemption liability recognised as other equity	-	-	-	-	-	4,730,312	-	( 4,730,312)	-	-
	Balance at December 31, 2024	\$ 11,164,167	\$ 1,350,000	\$ 7,370	\$ 4,717,884	\$ -	\$ 27,052,694	\$ 6,904,386	\$ 6,160,479	\$ 2,154,906	\$ 102,875,558

The accompanying notes are an integral part of these parent company only financial statements.

WT MICROELECTRONICS CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 10,739,821	\$ 4,281,406
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(27)	187,310	179,910
Amortisation	6(27)	32,581	31,879
Impairment loss (gain) determined in accordance with IFRS 9	12(2)	19,358	( 6,614 )
Net gain on financial assets and liabilities at fair value through profit or loss	6(25)	( 413,878 )	( 108,490 )
Share-based payments	6(17)	119,757	297,110
Share of profit of subsidiaries accounted for using equity method		( 5,738,694 )	( 3,082,041 )
Interest expense	6(26)	2,000,886	1,293,505
Interest income	6(23)	( 119,450 )	( 29,507 )
Dividend income	6(24)	( 240,447 )	( 425,333 )
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable		7,742,995	( 8,841,898 )
Accounts receivable - related parties		( 24,461,959 )	3,023,166
Other receivables		( 396,713 )	116,727
Inventories		( 15,314,141 )	( 127,201 )
Prepayments		( 98,275 )	( 499,429 )
Changes in operating liabilities			
Financial assets and liabilities at fair value through profit or loss		346,857	78,655
Contract liabilities		147,820	( 74,438 )
Accounts payable		9,101,505	28,152,449
Accounts payable - related parties		( 2,432,535 )	2,599,062
Other payables		4,130,859	745,062
Other current liabilities		( 1,823 )	( 215,931 )
Net defined benefit liability		( 1,877 )	( 1,212 )
Cash (outflow) inflow generated from operations		( 14,650,043 )	27,386,837
Interest received		119,450	29,507
Dividends received		2,785,064	3,982,359
Interest paid		( 1,955,280 )	( 1,340,274 )
Income taxes paid		( 84,638 )	( 552,065 )
Net cash flows (used in) from operating activities		( 13,785,447 )	29,506,364

(Continued)

**WT MICROELECTRONICS CO., LTD.**  
**PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Proceeds from disposal of financial assets at fair value through profit or loss		\$ 13,908	\$ -
Acquisition of financial assets at fair value through other comprehensive income	12(2)	( 12,500 )	( 12,500 )
Proceeds from disposal of financial assets at fair value through other comprehensive income	6(3)	8,529,848	455,237
Proceeds from capital reduction of financial assets at fair value through other comprehensive income		20,866	-
Acquisition of investments accounted for using equity method	6(7)	( 61,916,329 )	( 12,000,000 )
Proceeds from capital reduction of investmens accounted for using equity method	6(7)	2,406,000	-
Acquisition of property, plant and equipment	6(33)	( 40,531 )	( 16,765 )
Acquisition of intangible assets	6(11)	( 7,258 )	( 24,284 )
Increase in guarantee deposits		( 23,437 )	( 24,698 )
Decrease in guarantee deposits		191,175	13,059
Decrease in other non-current assets		4,081	11,419
Net cash flows used in investing activities		( 50,834,177 )	( 11,598,532 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase in short-term borrowings	6(34)	1,147,494,584	545,797,020
Decrease in short-term borrowings	6(34)	( 1,138,729,239 )	( 551,854,207 )
Increase (decrease) in short-term notes and bills payable	6(34)	782,483	( 413,996 )
Proceeds from long-term loans	6(34)	161,336,666	42,716,900
Repayment of long-term loans	6(34)	( 120,298,350 )	( 47,774,150 )
Increase (decrease) in guarantee deposits received		467	( 14 )
Payment of lease liabilities	6(34)	( 129,689 )	( 124,070 )
Cash dividends paid	6(20)	( 2,278,438 )	( 4,082,065 )
Capital injection	6(18)	18,247,457	5,423,396
Employee stock options exercised		514,642	183,941
Increase in non-controlling interest	6(7)	-	( 1,786 )
Net cash flows from (used in) financing activities		66,940,583	( 10,129,031 )
Effect of exchange rate changes on cash and cash equivalents		909,631	2,940
Net increase in cash and cash equivalents		3,230,590	7,781,741
Cash and cash equivalents at beginning of year		8,217,742	436,001
Cash and cash equivalents at end of year		\$ 11,448,332	\$ 8,217,742

The accompanying notes are an integral part of these parent company only financial statements.

**WT Microelectronics Co., Ltd.**  
**2024 Earnings Distribution Statement**

	<b>Unit: NTD</b>
<b>2024 Net Income</b>	\$ 9,112,156,072
Plus: Disposal of equity instruments measured at fair value through other comprehensive income	4,730,312,545
Plus: Remeasurements of defined benefit plan	18,734,842
Plus: Changes in ownership interests in subsidiaries	11,695,014
Current after-tax net profit plus other profit items included in undistributed earnings in the current year	13,872,898,473
Less: 10% statutory reserve	(1,387,289,847)
Plus: Undistributed earnings from the previous year	13,179,794,568
Accumulated distributable earnings at the end of 2024	25,665,403,194
Items for distribution: (Note 1)	
Dividends on preferred shares (Note 2)	(270,000,000)
Cash dividends on ordinary shares (Note 3) (NT\$ 6 per share)	(6,727,485,906)
Total amount of distribution items	(6,997,485,906)
<b>Undistributed earnings at the end of the period</b>	<b>\$ 18,667,917,288</b>
<p>Note 1: Earnings in 2024 are distributed first.</p> <p>Note 2: 135,000,000 class A preferred shares were issued at the price of NT\$ 50 on October 15, 2020; calculated at a dividend yield of 4% for preferred shares.</p> <p>Note 3: Distribution of dividends is based on 1,121,247,651 shares issued upon resolution of the Board of Directors on April 15, 2025.</p>	

**Chairman: Cheng, Wen-Tsung**

**Managerial officer: Cheng, Wen-Tsung**

**Accounting Officer: Yang, Shing-Yu**



**WT Microelectronics Co., Ltd.**  
**Instructions for Issuance of New Common Shares in the Form of**  
**Global Depositary Shares for Cash**

- I. With regard to the issuance of common stock for cash capital increase of GDRs, in addition to making 10% to 15% of the new shares available for subscription by employees of the Company and its subsidiaries according to Article 267 of the Company Act and Article 7-3 of the Company's Articles of Incorporation, the remaining shares, in accordance with Article 28-1 of the Securities and Exchange Act, will be submitted to the shareholders' meeting for resolution to have existing shareholders to waive preemptive rights and to make all shares available for public offering in GDRs. For the shares that employees give up the subscription or under-subscribed, the Chairman is authorized to engage a designated party to subscribe at issue price, or list as the original securities participating in the issuance of GDRs depending on market needs.
- II. According to Article 9 of the "The Taiwan Securities Association Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies Offering and Issuing Securities," the issue price will not be lower than 90% of the simple arithmetic mean of the closing price of ordinary shares on the pricing date or in the 1, 3, or 5 business days prior to the pricing date, less stock dividend (or capital reduction) and cash dividend. If there are changes to domestic laws and regulations, the pricing method may be adjusted in accordance with the laws and regulations. The Chairman and/or a person designated by the Chairman is authorized to negotiate the actual issue price with underwriters within the price range specified above according to international practices and with consideration to the international capital market, domestic stock prices, and book building.
- III. The issue price of issuance of new common shares for cash to sponsor issuance of GDRs was decided in accordance with related laws and regulations, as well as the fair market price of the Company's ordinary shares in the domestic stock exchange. Hence, the basis of pricing should be reasonable. Original shareholders may still purchase the Company's ordinary shares in the domestic stock exchange at price near the issue price of GDRs, and do not need to bear foreign exchange risk and liquidity risk. Hence, it should not have a material impact on the rights and interests of the Company's original shareholders.

**WT Microelectronics Co., Ltd.**  
**Issuance Matters of Employee Restricted Stock Awards**

**I. Total amount of issuance:**

A total of 6,000,000 common shares will be issued, with a par value of NT\$10 per share. The total issued amount is NT\$ 60,000,000.

**II. Terms of issuance:**

(I) Issue price: The issue is gratuitous with an issue price of NT\$0 per share.

(II) Class of issued shares: The Company's newly issued common shares.

(III) Vesting conditions:

(1) The RSAs can only be vested in the percentages according to the following vesting schedule if the Company's operational performance indicators are achieved and the employees remain employed on the last date of each vesting period after being granted RSAs (i.e., the record date of capital increase):

A. one-year anniversary of the grant: 25% of the granted shares.

B. two-year anniversary of the grant: 25% of the granted shares.

C. three-year anniversary of the grant: 25% of the granted shares.

D. four-year anniversary of the grant: 25% of the granted shares.

If the above-mentioned vesting date falls on a holiday, the vesting shall be advanced to the preceding business day.

The aforementioned operational performance indicators shall be based on the consolidated financial statements audited and certified by the Company's independent accountant for the year preceding each vesting date, and shall be deemed satisfied upon meeting either one of the following two conditions:

(A) The Company's Earnings per share (EPS) is not less than NT\$5; or

(B) The Company's EPS is not less than the average EPS of three selected peer companies for the same fiscal period.

The average EPS of the aforementioned three peer companies refers to the simple average of the EPS reported in their consolidated financial statements, audited and certified by certified public accountants, for the fiscal year immediately preceding each vesting date. The three selected peer companies are as follows:

WPG Holdings Limited, Synnex Technology International Corporation, and Supreme Electronics Co., Ltd. (collectively referred to as the "Peer Companies").

If any of the Peer Companies reports a negative EPS for the relevant fiscal year, such company shall be excluded from the average EPS calculation for that period.

In the event that any of the Peer Companies undergoes a capital reduction or share split during the vesting period of the Restricted Employee Shares, such company shall be excluded from the average EPS calculation from the effective date of such event.

(2) After the RSAs have been granted the employees, the Company has the right to redeem and cancel the unvested RSAs in the event that the employees breach/violate any terms of the employment agreement, work rule, or other intentional misconduct or material negligence.

(IV) Measures to be taken when employees fail to meet the vesting conditions:

1. The Company will redeem and cancel the RSAs in the event that the employees fail to meet the vesting conditions.

2. Measures to handle termination, retirement, leave without pay, transfer to affiliates, and death etc.:
- (1) Termination (including voluntary resignation, lay-off and dismissal):  
In the event of employees' termination, the unvested RSAs will be deemed forfeited as of the date of resignation, and the Company will redeem and cancel the unvested RSAs without compensation.
  - (2) Retirement:  
In the event of employees' retirement, the unvested RSAs will be deemed forfeited as of the date of retirement, and the Company will redeem and cancel the unvested RSAs without compensation.
  - (3) Leave without pay:  
In the event of employees' leave without pay with the Company's approval, the unvested RSAs will be deemed forfeited as of the date of the leave without pay, and the Company will redeem and cancel the unvested RSAs without compensation.
  - (4) Transfer to affiliates:  
In the event that employees are transferred to an affiliate of the Company upon his/her own request, his/her unvested RSAs shall be handled according to the manner as stipulated in Item 1 of this Subparagraph ("Termination"). If any employees are appointed or transferred to an affiliate of the Company due to the Company's operational needs, his/her unvested RSAs shall be handled according to the original vesting conditions stipulated in Article II, Paragraph (III) herein, subject to the employee's continuous employment.
  - (5) Death:  
In the event of employees' death, the unvested RSAs will be deemed forfeited as of the date of the death, and the Company will redeem and cancel the unvested RSAs without compensation.
  - (6) Others:  
For any situation other than those specified above or where adjustment is necessary according to relevant regulations, the Chairman is authorized to determine or make adjustments depending on the actual situation.
  - (7) For the employees with significant or exceptional contributions, with approval from the Chairman, the unvested RSAs may be exempted from the restrictions set forth in Items 1 to 6 of this Subparagraph, and such employees' rights in unvested RSAs may be extended up to the final vesting date as stipulated in Article II, Paragraph (III) herein. In addition, such RSAs will not be restricted by the proportional vesting schedule stipulated in Article II, Paragraph (III) herein. The aforementioned matters approved by the Chairman in this Paragraph 7 shall be reported to the Board of Directors afterwards.

### **III. Eligibility for employees, distribution review and approval procedures**

- (I) Full-time employees of the Company or its domestic or foreign subsidiaries who are employed as of the date that the RSAs are granted and who hold specific positions or have made special contributions are eligible to be granted the RSAs. The definition and determination of a subsidiary shall be in accordance with the standards set forth in Articles 369-2, Paragraph 2 of 369-3, 369-9, and 369-11 of the Company Act.
- (II) The eligible employees are limited to those who are:
  - 1. highly related to the future strategy and development of the Company;
  - 2. critical to the Company's business operation; or
  - 3. newly hired key employees.

- (III) The Chairman shall nominate and submit to the Board of Directors of the Company for approval the employees who are entitled to RSAs and the number of the RSAs to be granted to him/her based on his/her seniority, job grade, performance, over-all contribution, or special achievement, etc.
- (1) For employees who hold positions as managerial officers of the Company or directors of the Company, the distribution shall first be approved by the Remuneration Committee of the Company before being submitted to the Company's Board of Directors for approval;
- (2) For employees who do not hold positions as managerial officers of the Company, the distribution shall first be approved by the Audit Committee of the Company before being submitted to the Company's Board of Directors for approval.
- (IV) Individuals who hold more than 10% of the Company's issued common shares are not eligible.
- (V) Based on Paragraph 1 of Article 56-1 of the Offering and Issuance Regulations, the cumulative number of shares that any single employee can subscribe to through the employee stock options (the exercise price of which is less than the closing price of the underlying shares on the issuance date) and RSAs shall not exceed 0.3% of the total issued shares of the Company; and adding the cumulative number of shares that can be subscribed to through employee stock options granted to a single employee under Article 56, paragraph 1 of the Offering and Issuance Regulations (the exercise price of which is not less than the closing price of the underlying shares on the issuance date), the total shall not exceed 1% of the total issued shares of the Company. However, with special approval from the central competent authority of the relevant industry, the cumulative number of shares that any single employee can subscribe to through the employee stock options and RSAs may be exempted from the aforementioned restrictions.

**IV. The rationale for the current issuance of RSAs:**

In order to attract and retain talents for the Company, motivate employees, encourage employees' long-term holding of the Company's stock and align their rewards with the Company's performance.

**V. Potential expenses and dilution of the Company's earnings per share:**

Based on the issuance of RSAs not exceeding 6,000,000 common shares and the average closing price at NT\$ 102.2 per share of the 30 business days prior to April 14, 2025, the total expenses are preliminarily estimated at approximately NT\$ 613,200,000. If the issuance occurs by the end of June 2025, the total expenses from 2025 to 2029 are projected to be approximately NT\$ 159,687,500, NT\$ 242,725,000, NT\$ 127,750,000, NT\$ 63,875,000 and NT\$ 19,162,500 respectively. Based on the issuance of RSAs not exceeding 6,000,000 common shares, the estimated impact on diluted earnings per share from 2025 to 2029 would be approximately NT\$ 0.14, NT\$ 0.22, NT\$ 0.11, NT\$ 0.06, and NT\$ 0.02, respectively. The potential dilution of the Company's EPS is minimal; therefore, there is no material impact on shareholders' interest.

**VI. Restrictions imposed on the employees' rights in the RSAs before the vesting conditions are fulfilled**

The relevant restrictions and any other matters not set forth herein shall be handled in accordance with the applicable laws and regulations and the RSAs rules established by the Company.

**WT Microelectronics Co., Ltd.**  
**Comparison Table of Amended Articles for the Articles of**  
**Incorporation**

Amended Article	Current Article	Description
Article 2-1: The Company may make guarantees for third parties according to the “Operational Procedures for Loan and Endorsement & Guarantee.”		This article is newly added, with parts of Article 21 relocated to this article and some minor textual amendment made.
Article 2-2: In the event that the Company invests in other companies as a limited liability shareholder, the total amount of such reinvestment is not subject to the restriction of not more than 40% of paid-up capital of the Company as provided in Article 13 of the Company Act.		This article is newly added, with Article 6 relocated to this article and some minor textual amendment made.
Article 3: The Company is headquartered in New Taipei City and when necessary may establish domestic or foreign branches or representative offices upon approval of the Board of Directors.	Article 3: The Company is headquartered in New Taipei City and when necessary may establish domestic or foreign branches upon approval of the Board of Directors.	Amended to align with the Company’s operational needs.
Article 5: The Company’s authorized capital shall be NT\$30 billion, divided into 3 billion shares, with a par value of NT\$10 per share. The Board of Directors is authorized to issue the shares in installments, and part of the shares may be preferred shares. Among the above total capital, NT\$3 billion, divided into 300 million shares, with a par value of NT\$10 per share, shall be reserved for issuing stock warrants, preferred shares with warrants, or corporate bonds with warrants.	Article 5: The Company’s authorized capital shall be NT\$20 billion, divided into 2 billion shares, with a par value of NT\$10 per share. The Board of Directors is authorized to issue the shares in installments, and part of the shares may be preferred shares. Among the above total capital, NT\$3 billion, divided into 300 million shares, with a par value of NT\$10 per share, shall be reserved for issuing stock warrants, preferred shares with warrants, or corporate bonds with warrants.	Increase the authorized capital to align with the Company’s operational needs.
Article 6:(deleted).	Article 6: In the event that the Company invests in other companies as a limited liability shareholder, the total amount of such reinvestment is not subject to the restriction of not more than 40% of paid-up capital of the Company as	Minor textual amendment is made, and the article is relocated to Article 2-2 (listed under Chapter 1 General

Amended Article	Current Article	Description
	provided in Article 13 of the Company Act.	Provisions).
Article 7-3: Employees eligible to subscribe for new shares, receive restricted stock awards issued by the Company, <u>be transferred buyback shares, or be granted the employee stock options</u> may include employees of affiliated companies that meet certain qualifications.	Article 7-3: Employees that are eligible to subscribe for new shares <u>or</u> restricted employee shares issued by the Company may include employees of affiliated companies that meet certain qualifications.	Amended to align with the Company's operational practices.
Article 11: Each share held by the Company's shareholders is entitled to one vote, unless otherwise specified or restricted by <u>related</u> laws or <u>this</u> Articles of Incorporation.	Article 11: Each share of the Company is entitled to one vote, unless otherwise specified or restricted by the law or Articles of Incorporation.	Minor textual amendment is made.
Article 13: The Company shall have 7 to <u>13</u> Directors, at least 3 of which, and no less than <u>1/3</u> of total number of seats, are independent directors. The number of Directors shall be decided by the Board of Directors. The term of office of Directors shall be 3 years, and all Directors may be re-elected. (Omitted below).	Article 13: The Company shall have 7 to <u>11</u> Directors, at least 3 of which, and no less than <u>1/5</u> of total number of seats, are independent directors. The number of Directors shall be decided by the Board of Directors. The term of office of Directors shall be 3 years, and all Directors may be re-elected. (Omitted below).	Amended to align with the Company's operational needs and in compliance with the amendment to Article 4 of the "Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers."
Article 19: If the Company has profits (which mean profits before tax without deducting the compensation of employees and Directors) in the fiscal year, the Company shall distribute no less than 1% of such profits as employees' compensation ( <u>a minimum of 10% of the total employees' compensation shall be allocated to entry-level employees</u> ) and no more than 3% as Directors' compensation;	Article 19: If the Company has profits (which mean profits before tax without deducting the remuneration of employees and Directors) in the fiscal year, the Company shall distribute no less than 1% of such profits to employees and no more than 3% to Directors as their remuneration; provided, however, that when the Company has accumulated losses, the profits shall be preserved to make up	Amended in compliance with the amendment to Article 14, Paragraph 6 of the "Securities and Exchange Act."

Amended Article	Current Article	Description
provided, however, that when the Company has accumulated losses, the profits shall be preserved to make up for losses. (Omitted below).	for losses.  (Omitted below).	
Article 20-1: The Company's dividend policy is based on the following principles: (Omitted below).	Article 20-1: The Company's dividend policy is based on the following principles: (Omitted below).	Relocate the article from Chapter 7 Supplementary Provisions to Chapter 6 Accounting.
Article 20-2:(Deleted).	Article 20-2:(Deleted).	Relocate the article from Chapter 7 Supplementary Provisions to Chapter 6 Accounting.
Article 21: Any matters not provided herein shall be governed in accordance with <u>the Company Act and</u> other applicable laws or regulations.	Article 21: <u>According to Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, the Company may provide endorsements and guarantees and act as a guarantor.</u> Any matters not provided herein shall be governed in accordance with other applicable laws or regulations.	Minor textual amendment is made, and the former part is relocated to Article 2-1(listed under Chapter 1 General Provisions).
Article 22: (Omitted above). The 30th amendment was made on May 30, 2023. <u>The 31st amendment was made on May 28, 2025.</u>	Article 22: (Omitted above). The 30th amendment was made on May 30, 2023.	Added the amended times and dates.

**WT Microelectronics Co., Ltd.**  
**Comparison Table of Amended Articles 6 and 7 of the Procedures for**  
**Acquisition or Disposal of Assets**

Amended Article	Current Article	Description
<p>Article 6: Limit of Authority Delegated</p> <p>I. Total amounts of real property and right-of-use assets thereof or securities acquired by the Company and its subsidiary not for business use and limits on individual securities are as follows:</p> <p>(I) (Omitted).</p> <p>(II) The maximum amount of investment in securities held more than 50% voting shares by the Company and each of its subsidiaries may not exceed 400% of the Company's net value separately. The maximum amount of investment in securities held less than or equal to 50% voting shares by the Company and each of its subsidiaries may not exceed 100% of the Company's net value separately.</p> <p>(III) The maximum amount of investment in individual securities held more than 50% voting shares by the Company and each of its subsidiaries may not exceed 400% of the Company's net value separately. The maximum amount of investment in individual securities held less than or equal to 50% voting shares by the Company and each of its subsidiaries may not exceed 100% of the Company's net value separately.</p>	<p>Article 6: Limit of Authority Delegated</p> <p>I. Total amounts of real property and right-of-use assets thereof or securities acquired by the Company and its subsidiary not for business use and limits on individual securities are as follows:</p> <p>(I) (Omitted).</p> <p>(II) The maximum amount of investment in securities held <u>directly and indirectly</u> more than 50% voting shares by the Company and its subsidiaries may not exceed 400% of the Company's net value separately. The maximum amount of investment in securities held <u>directly and indirectly</u> less than or equal to 50% voting shares by the Company and each of its subsidiaries may not exceed 100% of the Company's net value separately.</p> <p>(III) The maximum amount of investment in individual securities held <u>directly and indirectly</u> more than 50% voting shares by the Company and its subsidiaries may not exceed 400% of the Company's net value separately. The maximum amount of investment in individual securities held <u>directly and indirectly</u> holds less than or equal to 50% voting shares by the Company and each of its subsidiaries may not exceed 100% of the Company's net</p>	<p>Slightly modified the wording</p>



Amended Article	Current Article	Description
	value separately.	
<p>Article 7: Level authorization</p> <p>I. Level of authority for the acquisition or disposal of real property and right-of-use assets or securities</p> <p>(I) The Company's and each of its subsidiaries' acquisition or disposal of real property or right-of-use assets with a transaction amount of less than or equal to NT\$<u>50</u> million shall be evaluated and proceeded by related implementation units; where the transaction amount is greater than NT\$<u>50</u> million and less than or equal to NT\$<u>100</u> million, the approval of the CEO shall be required; where the transaction amount is greater than NT\$<u>100</u> million and less than NT\$300 million, the approval of the Chairman shall be required; where the transaction amount reaches NT\$300 million, the approval of the Board of Directors shall be required</p> <p>(II) -(III) (Omitted).</p> <p>II. Acquisition or disposal of equipment or right-of-use assets thereof</p> <p>The Company's and each of its subsidiaries' acquisition or disposal of equipment or right-of-use assets thereof with a transaction amount of less than or equal to NT\$<u>50</u> million shall be evaluated and proceeded by related implementation units ; where the transaction amount is greater than NT\$<u>50</u> million and less than or equal to NT\$<u>100</u> million shall be submitted to the CEO for approval; where the transaction amount is greater than NT\$<u>100</u> million and less than NT\$300 million, the approval of the Chairman shall be required; where the transaction amount is</p>	<p>Article 7: Level authorization</p> <p>I. Level of authority for the acquisition or disposal of real property and right-of-use assets or securities</p> <p>(I) The Company's or each of its subsidiaries' acquisition or disposal of real property and right-of-use assets with a transaction amount of less than or equal to NT\$<u>10</u> million shall meet approval authority of the Company; where the transaction amount is greater than NT\$<u>10</u> million and less than or equal to NT\$<u>50</u> million, the approval of the CEO shall be required; where the transaction amount is greater than NT\$<u>50</u> million and less than NT\$300 million, the approval of the Chairman shall be required; where the transaction amount reaches NT\$300 million, the approval of the Board of Directors shall be required.</p> <p>(II) -(III) (Omitted).</p> <p>II. Acquisition or disposal of equipment or right-of-use assets thereof</p> <p>The Company's and each of its subsidiaries' acquisition or disposal of equipment or right-of-use assets thereof with a transaction amount of less than or equal to NT\$<u>10</u> million shall be evaluated and proceeded by related implementation units ; where the transaction amount is greater than NT\$<u>10</u> million and less than or equal to NT\$<u>50</u> million shall be submitted to the CEO for approval; where the transaction amount is greater than NT\$<u>50</u> million and less than NT\$300 million, the approval of the Chairman shall be required; where the transaction amount is</p>	<p>To include the Company's Level of Authority in the Procedures</p>

Amended Article	Current Article	Description
<p>greater than or equal to NT\$300 million, the approval of the Board shall be required.</p> <p>III. Acquisition or disposal of intangible assets, right-of-use assets thereof, or memberships</p> <p>(I) (Omitted)</p> <p>(II) The Company's and each of its subsidiaries' acquisition or disposal of intangible assets or right-of-use assets thereof with a transaction amount of less than or equal to NT\$<u>50</u> million shall be evaluated and proceeded by related implementation units; where the transaction amount is greater than NT\$<u>50</u> million and less than or equal to NT\$<u>100</u> million shall be submitted to the CEO for approval; where the transaction amount is greater than NT\$<u>100</u> million and less than NT\$300 million, the approval of the Chairman shall be required; where the transaction amount is greater than or equal to NT\$300 million, the approval of the Board shall be required.</p>	<p>greater than or equal to NT\$300 million, the approval of the Board shall be required.</p> <p>III. Acquisition or disposal of intangible assets, right-of-use assets thereof, or memberships</p> <p>(I) (Omitted)</p> <p>(II) The Company's and each of its subsidiaries' acquisition or disposal of intangible assets or right-of-use assets thereof with a transaction amount of less than or equal to NT\$<u>5</u> million shall be evaluated and proceeded by related implementation units; where the transaction amount is greater than NT\$<u>5</u> million and less than or equal to NT\$<u>50</u> million shall be submitted to the CEO for approval; where the transaction amount is greater than NT\$<u>50</u> million and less than NT\$300 million, the approval of the Chairman shall be required; where the transaction amount is greater than or equal to NT\$300 million, the approval of the Board shall be required.</p>	

**WT Microelectronics Co., Ltd.**  
**Comparison Table of Amended Articles 10, 18, and 20 of the**  
**Procedures for Lending Funds and Endorsement & Guarantee**

Amended Article	Current Article	Description
<p><b>Article10 : Duration of Loans and Calculation of Interest</b></p> <p>Inter-company loans of funds conducted by the Company shall be short-term financing in principle, and shall not exceed a maximum term of one year. The duration of inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, <u>or by an overseas company in which the Company holds, directly or indirectly, 100% of the voting shares to the Company,</u> shall not exceed five years and <u>may be extended up to three times, with each extension not exceeding one year.</u> Unless otherwise specified for the calculation and collection of loan interests, interests are payable once per month in principle. The Finance unit shall notify the borrower to pay interests within a week from the scheduled interest payment date, and the interest rate <u>should be determined based on prevailing market rates.</u></p>	<p><b>Article10 : Duration of Loans and Calculation of Interest</b></p> <p>Inter-company loans of funds conducted by the Company <u>or by an overseas company in which the Company holds, directly or indirectly, 100% of the voting shares to the Company</u> shall be short-term financing in principle, and may not <u>be longer than 1 year.</u> The duration of inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares shall <u>not be longer than 5 years and is extendable up to three times, each time for a period of equal or less than one year.</u> Unless otherwise specified for the calculation and collection of loan interests, interests are payable once per month in principle. The Finance unit shall notify the borrower to pay interests within a week from the scheduled interest payment date, and interest rate <u>may not be lower than the short-term bank loan interest rate on the date of the loan.</u></p>	<p>Slightly modified the wording</p>
<p><b>Article18 : Assessment Standards for Endorsement/Guarantee</b></p> <p>Before making an endorsement/guarantee for others, the Company shall carefully evaluate whether the endorsement/guarantee is in compliance with the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by</p>	<p><b>Article18 : Assessment Standards for Endorsement/Guarantee</b></p> <p>Before making an endorsement/guarantee for others, the Company shall carefully evaluate whether the endorsement/guarantee is in compliance with the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” and the</p>	<p>1.Slightly modified the wording. 2.Modification of applicable provisions.</p>

Amended Article	Current Article	Description
Public Companies” and the Procedures. The Company may make an endorsement/guarantee only after the evaluation results under this paragraph and Article 20, paragraphs <u>1</u> have been submitted to and resolved upon by the Board of Directors, or approved by the Chairman of the Board, where empowered by the Board of Directors to grant endorsements/guarantees within 25% of the Company’s total net worth, for subsequent submission to and ratification by the next Board of Directors' meeting.	Procedures. The Company may make an endorsement/guarantee only after the evaluation results under this paragraph and Article 20, paragraphs <u>2 and 3</u> have been submitted to and resolved upon by the Board of Directors, or approved by the Chairman of the Board, where empowered by the Board of Directors to grant endorsements/guarantees within 25% of the Company’s total net worth, for subsequent submission to and ratification by the next Board of Directors' meeting.	
<b>Article20 : Procedures for Making and Reviewing Endorsements/Guarantees</b> (Omitted above). The finance unit shall formulate a “Statement of Endorsement/Guarantee” for the previous month and make announcements and reporting in accordance with the relevant laws on a monthly basis.	<b>Article20 : Procedures for Making and Reviewing Endorsements/Guarantees</b> (Omitted above). The finance unit shall formulate a “Statement of Endorsement/Guarantee” for the previous month and make announcements and reporting in accordance with the relevant laws on a monthly basis. <u>When an entity for which the Company may make endorsements/guarantees originally complying with the Procedures subsequently become disqualified, or the endorsement/guarantee amount exceeds the limit because of changes in the basis of limit calculation, the endorsement/guarantee amount for the said entity or the excess shall be discharged upon due of the contract, or the Financial Department shall adopt a plan approved by the Chairman to fully discharge the amount or excess within a given time limit, and report such to the Board of Directors.</u>	The relevant regulation has already been stipulated in Article 26; therefore, this article is deleted.
(Omitted below).	(Omitted below).	

**WT Microelectronics Co., Ltd.**  
**List of Candidates for the Eleventh term of Directors and Independent Directors**

Candidate Name	Education, Experience, and Current Position	Number of Shares Held
Director: Wen-Tsung Cheng (Male)	<p><b>Education:</b></p> <ul style="list-style-type: none"> <li>– Department of Industrial Engineering, Tunghai University</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>– Chairman and President, WT Microelectronics Co., Ltd.</li> </ul> <p><b>Current Position:</b></p> <ul style="list-style-type: none"> <li>– Chairman and President, WT Microelectronics Co., Ltd.</li> <li>– Chairman, Nuvision Technology, Inc.</li> <li>– Chairman, Techmosa International Incorporation</li> <li>– Chairman, Morrihan International Corp.</li> <li>– Chairman, Maxtek Technology Co., Ltd.</li> <li>– Chairman, Hongtech Electronics Co., Ltd.</li> <li>– Chairman, Shaoyang Investment Co., Ltd.</li> <li>– Director, WT Microelectronics (Hong Kong) Limited</li> <li>– Director, Promising Investment Limited</li> <li>– Supervisor, Wen You Investment Co., Ltd.</li> <li>– Supervisor, Tang Ye Investment Co., Ltd.</li> <li>– Supervisor, Shao Cheng Investment Co., Ltd.</li> <li>– Supervisor, Shao Chi Cheng Co., Ltd.</li> <li>– Director, WT Technology (H.K.) Limited</li> <li>– Director, WT Technology Pte. Ltd.</li> <li>– Director, WT Microelectronics Singapore Pte. Ltd.</li> <li>– Director, Wintech Microelectronics Ltd.</li> <li>– Director, Wintech Microelectronics Holding Limited</li> <li>– Director, Wintech Investment Co., Ltd.</li> <li>– Director, WT Microelectronics (Malaysia) Sdn. Bhd.</li> <li>– Director, WT Solomon QCE Limited</li> <li>– Representative Director, Wonchang Semiconductor Co., Ltd.</li> <li>– Representative Director, WT Technology Korea Co., Ltd.</li> <li>– Representative Director, Analog World Co., Ltd.</li> <li>– Director, BSI Semiconductor Pte. Ltd.</li> <li>– Director, Morrihan Singapore Pte. Ltd.</li> <li>– Director, Lacewood International Corp.</li> <li>– Director, Asia Latest Technology Limited</li> <li>– Director, Nino Capital Co., Ltd.</li> </ul>	<p><b>Common Shares:</b>            25,362,112 shares</p> <p><b>Preferred Shares:</b>            0 shares</p>

Candidate Name	Education, Experience, and Current Position	Number of Shares Held
	<ul style="list-style-type: none"> <li>- Director, Rich Web Ltd.</li> <li>- Director, Brillnics Inc.</li> <li>- Director, Brillnics (HK) Limited</li> <li>- Director, Brillnics Singapore Pte. Ltd.</li> <li>- Director, Brillnics Japan Inc.</li> <li>- Chairman, Brillnics (Taiwan) Inc.</li> <li>- Director, WT Semiconductor Holdings Pte. Ltd.</li> <li>- Director, Excelpoint Technology Pte. Ltd.</li> <li>- Representative Director, Leader's Technology Co., Ltd.</li> <li>- Director, Future Electronics Inc</li> <li>- Director, Excelpoint Systems (Pte) Ltd</li> <li>- Director, Planetspark Pte. Ltd.</li> <li>- Director, Excelpoint Systems (H.K) Limited</li> <li>- Director, Synergy Electronics (H.K) Limited</li> <li>- Director, WT Microelectronics Vietnam Company Limited</li> <li>- Director, Excelpoint Systems Sdn. Bhd.</li> </ul>	
<p>Director: Wen You Investment Co., Ltd. Representative - Wen-Hung Hsu (Female)</p>	<p><b>Education:</b></p> <ul style="list-style-type: none"> <li>- National Chengchi University</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>- Senior Vice President and Representative of Juristic-Person Director, WT Microelectronics Co., Ltd.</li> </ul> <p><b>Current Position:</b></p> <ul style="list-style-type: none"> <li>- Senior Vice President and Representative of Juristic-Person Director, WT Microelectronics Co., Ltd.</li> <li>- Director, WT Microelectronics (Hong Kong) Limited</li> <li>- Director, WT Technology Pte. Ltd.</li> <li>- Director, WT Microelectronics Singapore Pte. Ltd.</li> <li>- Director, WT Microelectronics (Malaysia) Sdn. Bhd.</li> <li>- Director, WT Technology (H.K.) Limited</li> <li>- Director, WT Solomon QCE Limited</li> <li>- Director, Wonchang Semiconductor Co., Ltd.</li> <li>- Director, WT Technology Korea Co., Ltd.</li> <li>- Director, BSI Semiconductor Pte. Ltd.</li> <li>- Director, Analog World Co., Ltd.</li> <li>- Chairman, Wen You Investment Co., Ltd.</li> <li>- Chairman, Tang Ye Investment Co., Ltd.</li> <li>- Supervisor, Shaoyang Investment Co., Ltd.</li> <li>- Chairman, Shao Cheng Investment Co., Ltd.</li> <li>- Chairman, Shao Chi Cheng Co., Ltd.</li> <li>- Director, Brillnics Inc.</li> <li>- Director, Brillnics (Taiwan) Inc.</li> <li>- Director, WT Semiconductor Holdings Pte. Ltd.</li> <li>- Director, Excelpoint Technology Pte. Ltd.</li> </ul>	<p><b>Common Shares:</b> 3,493,760 shares</p> <p><b>Preferred Shares:</b> 0 shares</p>

Candidate Name	Education, Experience, and Current Position	Number of Shares Held
	<ul style="list-style-type: none"> <li>– Director, PharmaEngine Inc.</li> <li>– Director, Leader’s Technology Co., Ltd.</li> <li>– Director, Daypower Energy Co., Ltd.</li> <li>– Director, Excelpoint Systems (Pte) Ltd</li> <li>– Director, Planetspark Pte. Ltd.</li> <li>– Director, Excelpoint Systems (H.K) Limited</li> <li>– Director, Synergy Electronics (H.K) Limited</li> <li>– Director, WT Microelectronics (Thailand) Limited.</li> <li>– Director, WT Microelectronics Vietnam Company Limited</li> <li>– Director, Excelpoint Systems Sdn. Bhd.</li> </ul>	
<p>Director: ASMedia Technology Inc. Representative – Che-Wei Lin (Male)</p>	<p><b>Education:</b></p> <ul style="list-style-type: none"> <li>– Master, Department of Electrical Engineering, University of Missouri Columbia</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>– Vice President, VIA Technologies, Inc.</li> <li>– Vice President, ASUSTEK Computer Inc.</li> </ul> <p><b>Current Position:</b></p> <ul style="list-style-type: none"> <li>– Representative of Juristic-Person Director, WT Microelectronics Co., Ltd.</li> <li>– Director and President, ASMedia Technology Inc.</li> <li>– Director, iCatch Technology Inc.</li> <li>– Director, AionChip Technologies Co., Ltd.</li> <li>– Director, Applied Optoelectronics, Inc.</li> <li>– Director, Xinpal Pte. Ltd.</li> </ul>	<p><b>Common Shares:</b> 188,720,421 shares</p> <p><b>Preferred Shares:</b> 8,000,000 shares</p>

Candidate Name	Education, Experience, and Current Position	Number of Shares Held
<p>Director: Hsin-Ming Sung Kao (Female)</p>	<p><b>Education:</b></p> <ul style="list-style-type: none"> <li>– EMBA, International Business, National Taiwan University</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>– Section Head, Electronics Research Institute, Institute for Industrial Research</li> <li>– Chairman and CEO, Marketch International Corp.</li> </ul> <p><b>Current Position:</b></p> <ul style="list-style-type: none"> <li>– Director, WT Microelectronics Co., Ltd.</li> <li>– Chairman and CEO, Marketch International Corp.</li> <li>– Chairman, JI-XUAN Investment Corp.</li> <li>– Chairman, MarkeTop Smart Solutions Co., Ltd.</li> <li>– Chairman, Smart Group Solutions Corp.</li> <li>– Director, ProbeLeader Co., Ltd.</li> <li>– Director, eZoom Information, Inc.</li> <li>– Director, ADAT Technology Co., Ltd.</li> <li>– Director, Vertex System Corporation</li> <li>– Director, Forward Science Corp.</li> <li>– Director, Brillian Network &amp; Automation Integrated System Co.,Ltd.</li> <li>– Director, Bolite Co., Ltd.</li> <li>– Director, Taiwan Speciality Chemicals Corporation</li> <li>– Director, Ennovision INC.</li> </ul>	<p><b>Common Shares:</b> 4,474,434 shares</p> <p><b>Preferred Shares:</b> 0 shares</p>
<p>Director: Omar Baigmirza (Male)</p>	<p><b>Education:</b></p> <ul style="list-style-type: none"> <li>– Commerce – Finance &amp; Marketing, Concordia University</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>– Chief Operating Officer, Future Electronics Inc.</li> <li>– Executive Vice President Worldwide, Sales and Marketing, Future Electronics Inc.</li> <li>– Corporate Vice-President Worldwide SBDU, Future Electronics Inc.</li> </ul> <p><b>Current Position:</b></p> <ul style="list-style-type: none"> <li>– Director, WT Microelectronics Co., Ltd.</li> <li>– Director, President, and CEO, Future Electronics Inc.</li> <li>– Director, President, and CEO, F.A.I. Electronics Inc.</li> <li>– Director, President, Future Electronics (CDA) Ltd.</li> <li>– President, Future Electronics Corp.</li> <li>– President, Future Electronics (US) Holding Corp.</li> <li>– President, Future Electronics (US) LLC</li> <li>– President, Future Electronics (US) Finance Corp.</li> <li>– President, Future Electronics LP Corp.</li> <li>– President, Future Electronics GP Corp.</li> <li>– CEO, Future Electronics Puerto Rico Corp.</li> </ul>	<p><b>Common Shares:</b> 0 shares</p> <p><b>Preferred Shares:</b> 0 shares</p>



Candidate Name	Education, Experience, and Current Position	Number of Shares Held
Independent Director: Kung-Wha Ding (Male)	<b>Education:</b> <ul style="list-style-type: none"> <li>– Master Degree in Public Finance, National Chengchi University</li> </ul> <b>Experience:</b> <ul style="list-style-type: none"> <li>– Deputy Commissioner, Commissioner of the Securities and Futures Commission, Ministry of Finance</li> <li>– Chairman of the Securities and Futures Institute</li> <li>– Chairman of Taiwan Depository &amp; Clearing Corporation</li> <li>– Chairman of Taipei Exchange</li> <li>– Chairperson of the Financial Supervisory Commission</li> </ul> <b>Current Position:</b> <ul style="list-style-type: none"> <li>– Independent Director, WT Microelectronics Co., Ltd.</li> <li>– Independent Director, Energenesis Biomedical Co., Ltd.</li> <li>– Independent Director, Steminent Biotherapeutics Inc.</li> <li>– Director, Hotung International Co., Ltd.</li> <li>– Director, Hotung Investment Holdings Ltd.</li> </ul>	<b>Common Shares:</b> 0 shares  <b>Preferred Shares:</b> 0 shares
Independent Director: Tien-Chong Cheng (Male)	<b>Education:</b> <ul style="list-style-type: none"> <li>– MBA, Santa Clara University, USA</li> </ul> <b>Experience:</b> <ul style="list-style-type: none"> <li>– CEO, FIH Mobile Limited, subsidiary of Foxconn Technology Group</li> <li>– Vice President, Foxconn Technology Group</li> <li>– President, Texas Instruments Asia-Pacific</li> <li>– President, HP China</li> </ul> <b>Current Position:</b> <ul style="list-style-type: none"> <li>– Independent Director, WT Microelectronics Co., Ltd.</li> <li>– Chairman, Aurotek Corporation</li> <li>– Independent Director, Howtech Technology Co., Ltd.</li> <li>– Director, 3e Yamaichi Electronics Co., Ltd.</li> </ul>	<b>Common Shares:</b> 0 shares  <b>Preferred Shares:</b> 0 shares
Independent Director: Ju-Chin Kung (Female)	<b>Education:</b> <ul style="list-style-type: none"> <li>– MBA, University of California, USA</li> <li>– Master of Laws, National Chengchi University</li> </ul> <b>Experience:</b> <ul style="list-style-type: none"> <li>– CPA of ROC, USA and China</li> <li>– Assistant Manager, PricewaterhouseCoopers</li> <li>– President and CFO, Cite Media Holding Group</li> <li>– CEO and Director, Cite Cultural &amp; Arts Foundation</li> </ul> <b>Current Position:</b> <ul style="list-style-type: none"> <li>– Independent Director, WT Microelectronics Co., Ltd.</li> <li>– Group COO , TNL Media Group</li> <li>– Independent Director, Panram International Corp.</li> <li>– Independent Director, CoAsia Electronics Corp.</li> </ul>	<b>Common Shares:</b> 0 shares  <b>Preferred Shares:</b> 0 shares

Candidate Name	Education, Experience, and Current Position	Number of Shares Held
	<p>Independent Director, ACTi Corporation</p> <ul style="list-style-type: none"> <li>– Director, The News Lens Co., Ltd.</li> <li>– Director, DaEx Intelligent Co., Inc.</li> <li>– Director, Shida PR Consultants Co., Ltd.</li> <li>– Director, S.C. Communication Integrated Marketing Co., Ltd.</li> <li>– Director, Dragon Marketing Inc.</li> <li>– Chairman, Media Business Association of Taipei</li> </ul>	
<p>Independent Director: Chia-Chi Chang (Male)</p>	<p><b>Education:</b></p> <ul style="list-style-type: none"> <li>– MBA, University of Southern California</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>– Chief Financial Officer, Egis Technology Inc.</li> <li>– Director, FocalTech Systems Co., Ltd.</li> <li>– Executive Vice President, Yuanta Securities Investment Consulting Co., Ltd.</li> <li>– Director, Citigroup Global Markets</li> </ul> <p><b>Current Position:</b></p> <ul style="list-style-type: none"> <li>– Independent Director, WT Microelectronics Co., Ltd.</li> <li>– Vice President &amp; CFO, Taiwan Mobile Co., Ltd.</li> <li>– Director, Global Wealth Media Technology Co., Ltd.</li> <li>– Director, Global Forest Media Technology Co., Ltd.</li> <li>– Director, Mistake Entertainment Co., Ltd.</li> <li>– Director, Yeong Jia Leh Cable TV Co., Ltd.</li> <li>– Director, Momo.com Inc.</li> <li>– Director, GlobalView Cable TV Co., Ltd.</li> <li>– Director, Phoenix Cable TV Co., Ltd.</li> <li>– Director, Union Cable TV Co., Ltd.</li> <li>– Director, Taipei New Horizon Co., Ltd.</li> <li>– Supervisor, Win TV Broadcasting Co. Ltd.</li> <li>– Supervisor, Taiwan Teleservices &amp; Technologies Co., Ltd.</li> <li>– Supervisor, Taiwan Fixed Network Co., Ltd.</li> <li>– Supervisor, Taiwan Digital Service Co., Ltd.</li> <li>– Supervisor, Taiwan Cellular Co., Ltd.</li> <li>– Supervisor, TCCI Investment and Development Co., Ltd.</li> <li>– Supervisor, Wealth Media Technology Co., Ltd.</li> <li>– Supervisor, TWM Power CO., Ltd.</li> <li>– Supervisor, FullSynergy New Retail Co., Ltd.</li> <li>– Supervisor, Nada Holdings Corp.</li> </ul>	<p><b>Common Shares:</b> 0 shares</p> <p><b>Preferred Shares:</b> 0 shares</p>

## Reasons for Nominating Independent Directors Candidates of the Company Serving for Three Consecutive Terms

Candidate Name	Reasons for Nomination
Tien-Chong Cheng	<p>Mr. Cheng, Tian-Chong has extensive experience in multinational corporate management and has served in the semiconductor industry for over 40 years. He possesses strong risk management capabilities in both supply chain and operational risk management, making him a highly experienced professional managerial officer in the electronics and technology industry.</p> <p>The Board of Directors believes that Mr. Cheng, Tian-Chong meets the necessary independence requirements for serving as an independent director, ensuring the fairness and objectivity of his decision-making and execution responsibilities. Additionally, during his tenure, he has maintained a 100% attendance rate in the tenth Board of Directors, the Audit Committee, the Remuneration Committee, and the Sustainable Development Committee. He has provided valuable insights on business management and corporate governance. Therefore, the Board highly values his industry expertise and managerial expertise and hopes to continue leveraging his professional knowledge to support the operations of the Board and its Functional Committees.</p> <p>In conclusion, Mr. Cheng Tian-Tsung is hereby re-nominated as an independent director of the Company.</p>
Ju-Chin Kung	<p>Ms. Kung, Ju-Chin holds CPA qualifications in Taiwan, the United States, and China. She specializes in financial and tax planning in Taiwan and China, possesses extensive expertise in accounting and finance, and has practical experience in managing risks to accounting and tax-related information. Her professional insights and expertise provide significant value to the Company.</p> <p>The Board of Directors believes that Ms. Kung, Ju-Chin meets the necessary independence requirements for serving as an independent director, ensuring the fairness and objectivity of her decision-making and execution responsibilities. Additionally, she has maintained a 100% attendance rate in the tenth Board of Directors, the Audit Committee, the Remuneration Committee, and the Sustainable Development Committee. Her active participation demonstrates a strong commitment and dedication to corporate governance.</p> <p>In conclusion, Ms. Kung, Ju-Chin is hereby re-nominated as an independent director of the Company.</p>

**WT Microelectronics Co., Ltd.**  
**Positions concurrently held by the Candidates for the Eleventh**  
**Directors and Independent Directors**

Position	Name	Concurrent positions held and in which companies (Note)
Director	Wen-Tsung Cheng	Chairman, Shaoyang Investment Co., Ltd. Director, Brillnics Inc. Director, Brillnics (HK) Limited Director, Brillnics Singapore Pte. Ltd. Director, Brillnics Japan Inc. Chairman, Brillnics (Taiwan) Inc.
	Wen You Investment Co., Ltd. Representative – Wen-Hung Hsu	Chairman, Wen You Investment Co., Ltd. Chairman, Tang Ye Investment Co., Ltd. Chairman, Shao Cheng Investment Co., Ltd. Chairman, Shao Chi Cheng Co., Ltd. Director, Brillnics Inc. Director, Brillnics (Taiwan) Inc. Director, PharmaEngine Inc. Director, Daypower Energy Co., Ltd.
	ASMedia Technology Inc. Representative – Che-Wei Lin	Director and President, ASMedia Technology Inc. Director, iCatch Technology Inc. Director, AionChip Technologies Co., Ltd. Director, Applied Optoelectronics, Inc. Director, Xinpal Pte. Ltd.
	Hsin-Ming Sung Kao	Chairman and CEO, Marketch International Corp. Chairman, JI-XUAN Investment Corp. Chairman, MarkeTop Smart Solutions Co., Ltd. Chairman, Smart Group Solutions Corp. Director, ProbeLeader Co., Ltd. Director, eZoom Information, Inc. Director, ADAT Technology Co., Ltd. Director, Vertex System Corporation Director, Forward Science Corp. Director, Brilliant Network & Automation Integrated System Co.,Ltd. Director, Bolite Co., Ltd. Director, Taiwan Speciality Chemicals Corporation Director, EnnoVision INC. Chairman, MARKETECH INTEGRATED PTE LTD. Director, MARKETECH INTERNATIONAL SDN. BHD. Director, MARKET GO PROFITS LIMITED Director, HEADQUARTER INTERNATIONAL LIMITED Director, TIGER UNITED FINANCE LIMITED Director, MIC-TECH GLOBAL CORP. Director, MIC-TECH VENTURES ASIA PACIFIC INC. Director, RUSSKY H.K. LIMITED President, MIC-TECH VIET NAM CO., LTD. President, MARKETECH CO., LTD. Director, MARKETECH ENGINEERING PTE. LTD.

Position	Name	Concurrent positions held and in which companies (Note)
		Director, MARKETECH INTEGRATED CONSTRUCTION COMPANY LIMITED Director, MARKETECH INTEGRATED MANUFACTURING COMPANY LIMITED Director, PT MARKETECH INTERNATIONAL INDONESIA Director, MARKETECH NETHERLANDS B.V. Director, Spiro Technology Systems, Inc. Director, MIC Healthcare Korea Co., Ltd. Director, MARKETECH INTERNATIONAL CORP. JAPAN Director, Advanced Technology Matrix United Corporation President, MIC Industrial Viet Nam Co., Ltd. Director, Marketech International (Thailand) Corp., Ltd. Director & President, MIC-Tech (Shanghai) Corp. Chairman, MIC-Tech China Trading (Shanghai) Co., Ltd. Chairman & President, Shanghai Maohua Electronics Engineering Co., Ltd. Chairman, MIC-Tech Electronics Engineering Corp. Chairman & President, MIC-Tech (WuXi) Co., Ltd Director, Fortune Blessing Co., Limited Chairman, Fortune International Corporation
Independent Director	Kung-Wha Ding	Independent Director, Energenesis Biomedical Co., Ltd. Independent Director, Steminent Biotherapeutics Inc. Director, Hotung International Co., Ltd. Director, Hotung Investment Holdings Ltd.
	Tien-Chong Cheng	Chairman, Aurotek Corporation Independent Director, Howtech Technology Co., Ltd. Director, 3e Yamaichi Electronics Co., Ltd.
	Ju-Chin Kung	Group COO , TNL Media Group Independent Director, Panram International Corp. Independent Director, CoAsia Electronics Corp. Independent Director, ACTi Corporation Director, The News Lens Co., Ltd. Director, DaEx Intelligent Co., Inc. Director, Shida PR Consultants Co., Ltd. Director, S.C. Communication Integrated Marketing Co., Ltd. Director, Dragon Marketing Inc. Chairman, Media Business Association of Taipei
	Chia-Chi Chang	Vice President & CFO, Taiwan Mobile Co., Ltd. Director, Global Wealth Media Technology Co., Ltd. Director, Global Forest Media Technology Co., Ltd. Director, Mistake Entertainment Co., Ltd. Director, Yeong Jia Leh Cable TV Co., Ltd. Director, GlobalView Cable TV Co., Ltd. Director, Phoenix Cable TV Co., Ltd. Director, Union Cable TV Co., Ltd. Director, Taipei New Horizon Co., Ltd.

**Note: Excluding subsidiaries 100% owned by the Company.**

**WT Microelectronics Co., Ltd.  
Rules for Directors Election**

Article 1: The election of directors of the Company shall be handled in accordance with these Rules.

Article 2: The election of the Company's directors shall be held according to candidate nomination procedures specified in Article 192-1 of the Company Act.

The candidate nomination system and accumulated voting with single name registered on the ballot will be used for the election of directors. The attendance card code of the electors may be used on the ballot instead of the name of the electors. Each share has the number of exercisable votes same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate, or may be split for election of two or more candidates, on the candidate list of directors, unless otherwise stipulated or limited.

Article 3: Independent and non-independent directors shall be selected from the list of candidates in the Regular Shareholders' Meeting and elected at the same time in accordance with the quota stipulated in Articles of Incorporation and related announcements. The voting result is determined by electronic votes or ballots. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed an elected independent or non-independent director. If two or more persons obtain the same number of votes and the number of such persons exceeds the specified seats available, such persons obtaining the same votes shall draw lots to decide who should win the seats available, and the chairman shall draw lots on behalf of the candidate who is not present.

Article 4: The ballots shall be prepared by the person having the convening right and marked with the weights and distributed among shareholders present in order to hold the election in accordance with the quota of directors. The election held by electronic votes requires no ballots.

Article 5: When the election commences, the chairman of the meeting shall appoint ballot supervisor(s) from among the shareholders present. Other personnel responsible for counting and announcing the ballots and performing relevant duties shall be appointed by the chairman of the meeting.

Article 6: For board member elections, the ballot box shall be prepared by the person having the convening right and examined by the ballot supervisor(s) in public before the voting.

Article 7: A ballot shall be void upon any of the following conditions:

1. The ballot was not in the form provided by the person having the convening right.
2. The ballot was blank when cast in the ballot box.
3. The handwriting on the ballot was blurred or illegible or has been altered.
4. The candidate is verified to be inconsistent with the list of director candidates.
5. There are other written characters or symbols in addition to the name(s) of the candidate(s), or shareholders number (the number of identification certificate) and the designated number of voting rights on the ballot.
6. There are two or more than two candidates on the candidate list filled in on the same ballot.

Article 8: The ballot box shall be opened and the ballots shall be counted on spot under the supervision of the ballot supervisor immediately after the completion of voting, and the

result of counting the ballots, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be proclaimed by the chairman of the meeting or the person designated by the chairman.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the supervisor(s) and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 9: Matters not provided in these Rules shall be handled in accordance with the Articles of Incorporation of the Company and relevant laws and regulations.

Article 10: These Rules shall be effective upon approval of the shareholders' meeting. The same applies to amendments.

These Rules were formulated on May 31, 1999.

The 1st Amendment was made on May 2, 2001.

The 2ed Amendment was made on June 17, 2002.

The 3rd Amendment was made on June 10, 2015.

The 4th amendment was made on June 21, 2019.

The 5th amendment was made on July 12, 2021.

**WT Microelectronics Co., Ltd.**  
**Rules of Procedure for Shareholders' Meetings**

Article 1: Unless otherwise specified by law or the Articles of Incorporation, the Company shall process its shareholders' meetings according to the terms of these Rules.

Article 2: Any change in the manner of convening a shareholders' meeting shall be resolved by the Board of Directors, and any such change shall be made no later than mailing of the shareholders meeting notice.

The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (hereinafter referred to as "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The foregoing time during which attendance registrations for shareholders will be accepted shall be at least 30 minutes prior to the commencement of the meeting. The place of attendance registration shall be clearly marked, and adequate and appropriate personnel shall be assigned to handle the registrations. Shareholders participating in a video shareholders' meeting should register on dedicated platform at least 30 minutes prior to the commencement of the meeting. Shareholders who have completed the registration are considered to be present in person at the shareholders' meeting.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report, and other pertinent materials to the dedicated platform at least 30 minutes prior to the commencement of the meeting and continue to disclose them until the end of the meeting.

Article 3: Shareholders or proxies present may turn in their attendance cards to sign in, who will be recognized as present. The Company is not responsible for the recognition of attendance.

Article 4: The total attendance and vote shall be calculated based on shares. The number of shares present is calculated based on the number of shares reported on the sign-in card and the video conference platform, plus the number of shares for which voting rights are exercised by written or electronic means.

If shareholders propose to count the attendance, the chairman may not proceed. In the resolution, if the attendance has reached the statutory quota, the proposal is considered approved.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. Where there is an election of directors or supervisors, the number of representatives assigned by a corporate shareholder shall be limited to the number of directors to be elected in the current shareholders' meeting.

When a juristic person is authorized to attend the shareholders' meeting, only one representative shall be appointed by the juristic person.

Article 5: The venue of shareholders' meeting shall be at the Company or a convenient and suitable location. The shareholders' meeting shall be held during 9 a.m. and 3 p.m.

When holding a virtual shareholders' meeting, the Company is not subject to the foregoing restrictions on the venue.

Article 6: If a shareholders' meeting is convened by the board, the chairman of the board shall be the chairman presiding at the meeting. If the chairman of the board is on leave or cannot perform his duties for some reason, the chairman shall designate one director to act on his behalf. If the chairman has not appointed a proxy, the meeting chair shall be elected from



among the directors present.

If the meeting is convened by any other person besides the board of directors who is entitled to convene the meeting, such person shall be the chairman to preside at the meeting. If there are more than two persons convening the meeting, then shall be the one elected by the other.

Article 7: The chairman shall call the meeting to order at the appointed meeting time and announce related information including the number of shares without voting rights and the number of shares in attendance at the same time.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If attending shareholders represent less than one-third of the total number of issued shares after two postponements, the chairman shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall announce the adjournment of the meeting on the video conference platform. However, if 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 one month; In the event of a virtual shareholders' meeting, shareholders who wish to attend by video shall re-register with the Company.. If before the end of the meeting and at enough shares become present to constitute a quorum, the chairman may then re-submit the tentative resolutions to the meeting for approval, in accordance with Article 174 of the Company Act.

Article 8: The agenda for the shareholders' meetings shall be set by the Board of Directors if the meeting is convened by the Board of Directors. The meeting shall be conducted in accordance with the agenda, which may not be altered without a resolution adopted at the shareholders' meeting.

The preceding provisions of this Article apply mutatis mutandis to cases where shareholders' meetings are convened by any person(s), other than the Board of Directors, entitled to convene the meeting.

Unless otherwise resolved at the shareholders' meeting, the chairman may not announce adjournment of the meeting unless the scheduled agenda items (including Questions and Motions) set forth in the preceding provisions of this Article are concluded, or in case of disorder of other matters that make the meeting hard to proceed normally. If the chairman announces adjournment of the meeting and violates these rules of procedure, the meeting may be continued after electing one of the attendees to be the meeting chairman in accordance to the approval of the majority of the votes represented by the attending shareholders.

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

Article 9: Before speaking, shareholders attending the meeting must fill out a speaker's card , specifying therein the major points of his or her speech, account number (or number appeared on attendance pass) and account name. The chairman shall determine sequence of shareholders' speeches.

A shareholder in attendance who submits a speaker's slip but does not speak shall be deemed to have not spoken. In the case where the contents of a shareholder's speech differ from those specified on the speaker's card, the contents of the actual speech shall prevail.

When shareholders' authorization is limited by proxies in the power of attorney or through other methods, proxies' speech or votes shall prevail, regardless of the Company's awareness.

Article 10: A shareholder may not speak more than twice on the same resolution without the chairman's consent, with five minutes maximum for each speech.

The chairman may stop any shareholder who violates the above rules or exceeds the scope of the agenda item.

Unless otherwise permitted by the chairman and speaking shareholder, no shareholder shall interrupt the speech of the speaking shareholder; the chairman shall stop any such interruptions.

When corporate shareholders appoint two or more representatives to attend the shareholders' meeting, only one representative has the right to speak for the same proposal.

Shareholders not obeying the chairman regarding the situations mentioned in preceding three paragraphs shall be handled in accordance with Paragraph 4 of Article 18.

In the event of a virtual shareholders' meeting, shareholders participating by video may ask questions by text on the video conference platform after the chairman announces the commencement of the meeting and before the meeting is adjourned. The maximum number of questions for each motion is two, and each question is limited to 200 words. The Paragraph 1 to 4 and Paragraph 1 to 2 of Article 9 shall not apply.

Article 11: The chairman may respond or designate other persons to respond after an attending shareholder's speech.

Article 12: Discussions or votes shall be carried out only for proposals. When the chairman 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. For such motions which are announced by the chairman to be determined by votes, ballots may be casted for several motions at the same time but shall be voted separately.

Article 13: 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 persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairman, provided, however, that the person supervising the casting of votes shall be a shareholder.

The vote counting process of the voting and election shall be announced at the venue of the meeting once completed, including the weights. And the result of the vote counting process shall be recorded.

If there is an amendment or replacement proposal to the original proposal, the chairman shall decide the sequence of voting for such proposals, provided that if any one of the proposals has been approved, other matters shall be deemed vetoed and no further voting is required.

In the event that the Company convenes a virtual shareholders' meeting, shareholders participating by video shall vote on each motion and election motion through the video conference platform after the chairman announces the commencement of the meeting, and shall complete the voting before the chairman announces the close of the voting. After this period, the shareholders shall be deemed to have abstained from voting.

In the event of a virtual shareholders' meeting, the votes shall be count at once after the chairman announces the end of the voting, announce the voting and election results, and

disclose them on the video conference platform of the shareholders' meeting.

Article 14: Shareholders of the Company have one vote per share, except for those limited to vote or having no vote in accordance with Paragraph 2, Article 179 of Company Act.

According to Article 177-1 of Company Act, shareholders exercising their votes through ballots or electronic votes are deemed present in the shareholders' meeting. However, such shareholders shall waive their votes for questions and motions and the amendments or alternatives of the original proposals in the shareholders' meeting.

Article 15: In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairman shall also declare, unless under a circumstance where a meeting is not required to be postponed to or reconvened at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or reconvened on another date within five days, in which case Article 182 of the Company Act shall not apply.

In the event of a postponed or reconvened meeting as described above, shareholders who have not registered to participate in the original shareholders' meeting by video may not participate in the postponed or reconvened meeting.

In the event of a postponed or reconvened meeting in accordance with the provisions of the first paragraph, if shareholders who have registered to attend the original shareholders' meeting by video and have completed registration for the meeting do not attend the postponed or reconvened meeting, the number of their shares present and the voting and election rights they exercised at the original shareholders' meeting shall be included in the total number of shares, voting rights and election rights of the shareholders present at the postponed or reconvened meeting.

When a postponed or reconvened shareholders' meeting is held in accordance with the provisions of the first paragraph, it is not required to re-discuss and resolve on motions for which voting and counting of votes have been completed and the voting results or the names of the directors elected have been announced.

When the Company convenes a hybrid shareholders' meeting and the reconvened video conference cannot be conducted as described in the first paragraph, if the total number of shares present reaches the statutory quota for the shareholders' meeting after the number of shares present at the shareholders' meeting by video is deducted, the shareholders' meeting shall be continued without any postponement or reconvention as provided in the first paragraph.

In the event that a meeting shall be continued as described in the preceding paragraph, the number of shares represented by shareholders participating in the shareholders' meeting by video shall be included in the total number of shares of shareholders present. However, the shareholders shall be deemed to have abstained from voting in all motions of the shareholders' meeting.

Article 16: The Company may appoint designated attorneys, certified public accounts or other relevant persons to attend shareholders' meetings.

Article 17: The Company shall continuously and uninterruptedly record and videotape the entire process of shareholders' check-in, meeting, and vote counting from the time the Company receives shareholders' registration.

The preceding audio-visual data shall be kept for at least one year.

The litigations brought by shareholders in accordance with Article 189 of Company Act

shall be recorded until closed.

In the event of a virtual shareholders' meeting, the Company shall keep records of the shareholders' registration, enrollment, check-in, questions and voting and the Company's vote counting results, and shall continuously and uninterruptedly record and videotape the entire video conference.

The Company shall keep the aforementioned information and audio and video recordings safe throughout the life of the Company, and shall give the audio and video recordings to the person entrusted with the video conference for retention.

No virtual shareholders' meeting is open to anyone who is not a shareholder for participation or observation. Shareholders participating by video shall not distribute or forward the URL of the live link, or record or videotape the Company's live shareholders' meeting by machine or screen recording software to protect the rights of the participants.

Article 18: The staff members who take charge of the shareholders' meeting affairs shall wear identification certificates or armbands.

The chairman may direct disciplinary officers or security personnel to maintain the order of the Meeting. For identification purposes, they shall wear a badge bearing the words of "disciplinary officer."

If a public-address system is available at the venue, the chairman may stop the shareholder's speech using equipment outside the Company's setting. Persons that violate the Rules or interfere with the procedures of the shareholders' meeting and disobey the chairman's correction will be asked by disciplinary officers or security personnel to leave the venue.

Article 19: During the process of the meeting, the chairman may announce a recess at an appropriate time. In case of irresistible circumstances, the chairman may suspend the shareholders' meeting and announce the time of continuance of the meeting.

If the shareholders' meeting cannot be held at the venue before the scheduled procedures (including Questions and Motions) of the meeting agenda are ended, the shareholders' meeting may be proceeded at another venue.

The shareholders' meeting may be postponed for not more than, or reconvened within, five days by resolution in accordance with Article 182 of the Company Act.

Article 20: These Rules and procedures shall be effective after ratification at the shareholders' meetings. The same applies to modifications.

These Rules were formulated on May 31, 1999.

The 1st amendment was made on April 6, 2000.

The 2ed amendment was made on June 17, 2002.

The 3rd amendment was made on May 25, 2005.

The 4th amendment was made on June 10, 2015.

The 5th amendment was made on July 12, 2021.

The 6th amendment was made on May 20, 2022.

**WT Microelectronics Co., Ltd.  
Articles of Incorporation**

**Chapter 1     General Provisions**

- Article 1: The Company, organized under the Company Act, shall be named 文曄科技股份有限公司 in Chinese and WT MICROELECTRONICS CO., LTD. in English.
- Article 2: The Company's scope of business shall be as follows:
1. Processing, manufacturing, research and development, trade, and import and export of various electronic components and finished products.
  2. Manufacturing, trade, and import and export of various telephone equipment and components.
  3. General import/export trade (except futures).
  4. Agency of quotations and tenders for domestic and foreign vendors.
  5. I301010 Software Design Services.
  6. F218010 Retail Sale of Computer Software.
  7. F118010 Wholesale of Computer Software.
  8. G801010 Warehousing and Storage.
  9. F113070 Wholesale of Telecom Instruments.
  10. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company is headquartered in New Taipei City and when necessary may establish domestic or foreign branches upon approval of the Board of Directors.
- Article 4: Public announcements of the Company shall be made in accordance with Article 28 of Company Act.

**Chapter 2     Shares**

- Article 5: The Company's authorized capital shall be NT\$20 billion, divided into 2 billion shares, with a par value of NT\$10 per share. The Board of Directors is authorized to issue the shares in installments, and part of the shares may be preferred shares.  
Among the above total capital, NT\$3 billion, divided into 300 million shares, with a par value of NT\$10 per share, shall be reserved for issuing stock warrants, preferred shares with warrants, or corporate bonds with warrants.
- Article 5-1: The rights, obligations and other important issuance terms of Class A Preferred Shares are as follows:
- I. The dividend rate of Class A Preferred Shares is capped at 8% per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class A Preferred Shares remained outstanding in that year.
  - II. The Company has sole discretion on the distribution of Class A Preferred Share dividends. If there is no earning or insufficient earning for distributing dividends of Class A Preferred Shares in the fiscal year, or the Company has other necessary considerations, the Board may decide not to distribute Class A Preferred Share dividends by Board Resolution, and it will not be deemed as an event of default. Class A Preferred Shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the

undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.

- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class A Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class A Preferred Shares cannot be converted into common shares.
- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class A preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class A preferred shares and other classes of preferred shares of the Company shall rank *pari passu* without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. The holders of Class A Preferred Shares are not entitled to any voting rights or election during general shareholders' meeting. Holders of outstanding Class A Preferred Shares have mandatory voting rights with respect to agendas that would affect preferred shares in preferred shareholders' meeting and in general shareholders' meeting.
- VII. Class A Preferred Shares are perpetual preferred shares. Holders of Class A Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class A Preferred Shares in whole or in part at the actual issue price after the day following the fifth anniversary of issuing. The rights and obligations of the remaining and outstanding Class A Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class A Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.
- VIII. If any Class A preferred shares remains outstanding, except to make up for losses, share premium of Class A Preferred Shares should not be capitalized into share capital.

The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article 5-2: The rights, obligations and other important issuance terms of Class B Preferred Shares are as follows:

- I. The dividend rate of Class B Preferred Shares is capped at 8% per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class B Preferred Shares remained outstanding in that year.
- II. The Company has sole discretion on the distribution of Class B Preferred Share dividends. If there is no earning or insufficient earning for distributing dividends of Class B Preferred Shares in the fiscal year, or the Company has other necessary considerations, the Board may decide not to distribute Class B Preferred Share dividends by Board Resolution, and it will not be deemed as an event of default. Class B Preferred Shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the

undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.

- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class B Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class B Preferred Shares may not be converted within 3 year after the date of issuance. The Board is authorized to set the convertible period in the actual issuance terms. Holders of Class B Preferred Shares may, pursuant to the issuance terms, request the Company to convert its shareholding (in whole or in part) into common shares pursuant to the conversion ratio set out in the issuance terms (ratio is 1:1). Upon conversion, the converted shares shall have the same rights and obligations as common shares. Class B Preferred shares that are converted into common shares before the ex-dividend date shall participate in the distribution of profit and capital reserve to holders of common shares, and may not participate in the distribution of Class B Preferred Share dividends that year. Class B Preferred Shares that are converted into common shares after the ex-dividend date shall participate in the distribution of Class B Preferred Share dividends that year, and may not participate in the distribution of profit and capital reserve to holders of common shares. In principle, holders of the converted shares should not participate in both the distribution of preferred share dividends and common share dividends during the same year for the same converted shares.
- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class B preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class B preferred shares and other classes of preferred shares of the Company shall rank *pari passu* without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. Class B Preferred Share Shareholders are entitled to the same voting rights and the right to be elected as common share shareholders during general shareholders' meeting.
- VII. Class B Preferred Shares are perpetual preferred shares. Holders of Class B Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class B Preferred Shares in whole or in part at the actual issue price after the day following the fifth anniversary of issuing. The rights and obligations of the remaining and outstanding Class B Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class B Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.
- VIII. If any Class B preferred shares remains outstanding, except to make up for losses, share premium of Class B Preferred Shares should not be capitalized into share capital.

The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article 5-3: The rights, obligations and other important issuance terms of Class C Preferred Shares are as follows:

- I. The dividend rate of Class C Preferred Shares is 4% per annum on the issue price.

Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class C Preferred Shares remained outstanding in that year.

- II. If there are no earnings during the year, or if earnings together with share premium of Class C Preferred Shares are insufficient for the distribution of Class C Preferred Share dividends, the undistributed dividends or shortfall shall be cumulated and be deferred to pay in priority in subsequent years where there are earnings.
- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class C Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class C Preferred Shares may not be converted within 3 year after the date of issuance. The Board is authorized to set the convertible period in the actual issuance terms. Holders of Class C Preferred Shares may, pursuant to the issuance terms, request the Company to convert its shareholding (in whole or in part) into common shares pursuant to the conversion ratio set out in the issuance terms (ratio is 1:1). Upon conversion, the converted shares shall have the same rights and obligations as common shares. Class C Preferred shares that are converted into common shares before the ex-dividend date shall participate in the distribution of profit and capital reserve to holders of common shares, and may not participate in the distribution of Class C Preferred Share dividends that year. Class C Preferred Shares that are converted into common shares after the ex-dividend date shall participate in the distribution of Class C Preferred Share dividends that year, and may not participate in the distribution of profit and capital reserve to holders of common shares. In principle, holders of the converted shares should not participate in both the distribution of preferred share dividends and common share dividends during the same year for the same converted shares.
- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class C preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class C preferred shares and other classes of preferred shares of the Company shall rank *pari passu* without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. Class C Preferred Share Shareholders are entitled to the same voting rights and the right to be elected as common share shareholders during general shareholders' meeting.
- VII. Class C Preferred Shares are perpetual preferred shares. Holders of Class C Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class C Preferred Shares in whole or in part at the actual issue price after the day following the fifth anniversary of issuing. The rights and obligations of the remaining and outstanding Class C Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class C Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.
- VIII. If any Class C preferred shares remains outstanding, except to make up for losses, share premium of Class C Preferred Shares should not be capitalized into share capital.



The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article5-4: The rights, obligations and other important issuance terms of Class D Preferred Shares are as follows:

- I. The dividend rate of Class D Preferred Shares is capped at 8% per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class D Preferred Shares remained outstanding in that year.
- II. The Company has sole discretion on the distribution of Class D Preferred Share dividends. If there is no earning or insufficient earning for distributing dividends of Class D Preferred Shares in the fiscal year, or the Company has other necessary considerations, the Board may decide not to distribute Class D Preferred Share dividends by Board Resolution, and it will not be deemed as an event of default. Class D Preferred Shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.
- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class D Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class D Preferred Shares may not be converted within 1 year after the date of issuance. The Board is authorized to set the convertible period in the actual issuance terms. Holders of Class D Preferred Shares may, pursuant to the issuance terms, request the Company to convert its shareholding (in whole or in part) into common shares pursuant to the conversion ratio set out in the issuance terms (ratio is 1:1). Upon conversion, the converted shares shall have the same rights and obligations as common shares. Class D Preferred shares that are converted into common shares before the ex-dividend date shall participate in the distribution of profit and capital reserve to holders of common shares, and may not participate in the distribution of Class D Preferred Share dividends that year. Class D Preferred Shares that are converted into common shares after the ex-dividend date shall participate in the distribution of Class D Preferred Share dividends that year, and may not participate in the distribution of profit and capital reserve to holders of common shares. In principle, holders of the converted shares should not participate in both the distribution of preferred share dividends and common share dividends during the same year for the same converted shares.
- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class D preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class D preferred shares and other classes of preferred shares of the Company shall rank *pari passu* without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. The holders of Class D Preferred Shares are not entitled to any voting rights or election during general shareholders' meeting. Holders of outstanding Class D

Preferred Shares have mandatory voting rights with respect to agendas that would affect preferred shares in preferred shareholders' meeting and in general shareholders' meeting.

VII. Class D Preferred Shares are perpetual preferred shares. Holders of Class D Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class D Preferred Shares in whole or in part at the actual issue price after the day following the fifth anniversary of issuing. The rights and obligations of the remaining and outstanding Class D Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class D Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.

VIII. If any Class D preferred shares remains outstanding, except to make up for losses, share premium of Class D Preferred Shares should not be capitalized into share capital.

The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article 5-5: The rights, obligations and other important issuance terms of Class E Preferred Shares are as follows:

- I. The dividend rate of Class E Preferred Shares is capped at 8% per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class E Preferred Shares remained outstanding in that year.
- II. The Company has sole discretion on the distribution of Class E Preferred Share dividends. If there is no earning or insufficient earning for distributing dividends of Class E Preferred Shares in the fiscal year, or the Company has other necessary considerations, the Board may decide not to distribute Class E Preferred Share dividends by Board Resolution, and it will not be deemed as an event of default. Class E Preferred Shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.
- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class E Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class E Preferred Shares cannot be converted into common shares.
- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class E preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class E preferred shares and other classes of preferred shares of the Company shall rank *pari passu* without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. The holders of Class E Preferred Shares are not entitled to any voting rights or election during general shareholders' meeting. Holders of outstanding Class E

Preferred Shares have mandatory voting rights with respect to agendas that would affect preferred shares in preferred shareholders' meeting and in general shareholders' meeting.

VII. Class E Preferred Shares are perpetual preferred shares. Holders of Class E Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class E Preferred Shares in whole or in part at the actual issue price after the day following the forth anniversary of issuing. The rights and obligations of the remaining and outstanding Class E Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class E Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.

VIII. If any Class E preferred shares remains outstanding, except to make up for losses, share premium of Class E Preferred Shares should not be capitalized into share capital.

The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article 5-6: The rights, obligations and other important issuance terms of Class F Preferred Shares are as follows:

- I. The dividend rate of Class F Preferred Shares is capped at 8% per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class F Preferred Shares remained outstanding in that year.
- II. The Company has sole discretion on the distribution of Class F Preferred Share dividends. If there is no earning or insufficient earning for distributing dividends of Class F Preferred Shares in the fiscal year, or the Company has other necessary considerations, the Board may decide not to distribute Class F Preferred Share dividends by Board Resolution, and it will not be deemed as an event of default. Class F Preferred Shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.
- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class F Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class F Preferred Shares cannot be converted into common shares.
- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class F preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class F preferred shares and other classes of preferred shares of the Company shall rank *pari passu* without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. The holders of Class F Preferred Shares are not entitled to any voting rights or election during general shareholders' meeting. Holders of outstanding Class F

Preferred Shares have mandatory voting rights with respect to agendas that would affect preferred shares in preferred shareholders' meeting and in general shareholders' meeting.

VII. Class F Preferred Shares are perpetual preferred shares. Holders of Class F Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class F Preferred Shares in whole or in part at the actual issue price after the day following the third anniversary of issuing. The rights and obligations of the remaining and outstanding Class F Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class F Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.

VIII. If any Class F preferred shares remains outstanding, except to make up for losses, share premium of Class F Preferred Shares should not be capitalized into share capital.

The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article 5-7: The rights, obligations and other important issuance terms of Class G Preferred Shares are as follows:

- I. The dividend rate of Class G Preferred Shares is capped at 8% per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class G Preferred Shares remained outstanding in that year.
- II. The Company has sole discretion on the distribution of Class G Preferred Share dividends. If there is no earning or insufficient earning for distributing dividends of Class G Preferred Shares in the fiscal year, or the Company has other necessary considerations, the Board may decide not to distribute Class G Preferred Share dividends by Board Resolution, and it will not be deemed as an event of default. Class G Preferred Shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.
- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class G Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class G Preferred Shares may not be converted within 1 year after the date of issuance. The Board is authorized to set the convertible period in the actual issuance terms. Holders of Class G Preferred Shares may, pursuant to the issuance terms, request the Company to convert its shareholding (in whole or in part) into common shares pursuant to the conversion ratio set out in the issuance terms (ratio is 1:1). Upon conversion, the converted shares shall have the same rights and obligations as common shares. Class G Preferred shares that are converted into common shares before the ex-dividend date shall participate in the distribution of profit and capital reserve to holders of common shares, and may not participate in the distribution of Class G Preferred Share dividends that year. Class G Preferred

Shares that are converted into common shares after the ex-dividend date shall participate in the distribution of Class G Preferred Share dividends that year, and may not participate in the distribution of profit and capital reserve to holders of common shares. In principle, holders of the converted shares should not participate in both the distribution of preferred share dividends and common share dividends during the same year for the same converted shares.

- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class G preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class G preferred shares and other classes of preferred shares of the Company shall rank pari passu without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. The holders of Class G Preferred Shares are not entitled to any voting rights or election during general shareholders' meeting. Holders of outstanding Class G Preferred Shares have mandatory voting rights with respect to agendas that would affect preferred shares in preferred shareholders' meeting and in general shareholders' meeting.
- VII. Class G Preferred Shares are perpetual preferred shares. Holders of Class G Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class G Preferred Shares in whole or in part at the actual issue price after the day following the forth anniversary of issuing. The rights and obligations of the remaining and outstanding Class G Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class G Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.
- VIII. If any Class G preferred shares remains outstanding, except to make up for losses, share premium of Class G Preferred Shares should not be capitalized into share capital.

The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article 5-8: The rights, obligations and other important issuance terms of Class H Preferred Shares are as follows:

- I. The dividend rate of Class H Preferred Shares is capped at 8% per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Chairman is authorized by the Board of Directors or a Board Resolution to set the ex-dividend date and the amount of dividends to be paid for the previous fiscal year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated proportionally based on the actual number of days the Class H Preferred Shares remained outstanding in that year.
- II. The Company has sole discretion on the distribution of Class H Preferred Share dividends. If there is no earning or insufficient earning for distributing dividends of Class H Preferred Shares in the fiscal year, or the Company has other necessary considerations, the Board may decide not to distribute Class H Preferred Share dividends by Board Resolution, and it will not be deemed as an event of default. Class H Preferred Shares are non-cumulative shares. If the Company decide not to distribute preferred share dividends or to distribute insufficient dividend, the undistributed dividends or shortfalls in dividends distributed shall not be cumulative

and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.

- III. Except for the dividend prescribed in Subparagraph 1 of this Paragraph, Class H Preferred Shareholders are not entitled to participate in the distribution of cash or share dividends with regard of the common shares derived from earnings or capital reserves.
- IV. Class H Preferred Shares may not be converted within 1 year after the date of issuance. The Board is authorized to set the convertible period in the actual issuance terms. Holders of Class H Preferred Shares may, pursuant to the issuance terms, request the Company to convert its shareholding (in whole or in part) into common shares pursuant to the conversion ratio set out in the issuance terms (ratio is 1:1). Upon conversion, the converted shares shall have the same rights and obligations as common shares. Class H Preferred shares that are converted into common shares before the ex-dividend date shall participate in the distribution of profit and capital reserve to holders of common shares, and may not participate in the distribution of Class H Preferred Share dividends that year. Class H Preferred Shares that are converted into common shares after the ex-dividend date shall participate in the distribution of Class H Preferred Share dividends that year, and may not participate in the distribution of profit and capital reserve to holders of common shares. In principle, holders of the converted shares should not participate in both the distribution of preferred share dividends and common share dividends during the same year for the same converted shares.
- V. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, holders of outstanding Class H preferred shares are entitled to receive residual assets of the Company available for distribution to stockholders, before any distribution of assets is made to holders of the common shares. Class H preferred shares and other classes of preferred shares of the Company shall rank *pari passu* without any preference among themselves and their repayment shall be capped at their respective issue amount.
- VI. The holders of Class H Preferred Shares are not entitled to any voting rights or election during general shareholders' meeting. Holders of outstanding Class H Preferred Shares have mandatory voting rights with respect to agendas that would affect preferred shares in preferred shareholders' meeting and in general shareholders' meeting.
- VII. Class H Preferred Shares are perpetual preferred shares. Holders of Class H Preferred Shares have no right to request redemption of such shares by the Company. However, the Company may redeem Class H Preferred Shares in whole or in part at the actual issue price after the day following the third anniversary of issuing. The rights and obligations of the remaining and outstanding Class H Preferred Shares as described in the preceding paragraphs will remain unchanged. Holders of the outstanding Class H Preferred Shares are entitled to receive declared dividends based on the actual days in the redemption year up to the date of redemption should the Company decide to declare dividend for the redemption year.
- VIII. If any Class H preferred shares remains outstanding, except to make up for losses, share premium of Class H Preferred Shares should not be capitalized into share capital.

The Board is authorized to determine the name, issuance date and specific issuance terms upon actual issuance, after considering the situation of capital market and investors' willingness for subscription, in accordance with Articles of Incorporation and related laws and regulations.

Article 6: In the event that the Company invests in other companies as a limited liability shareholder, the total amount of such reinvestment is not subject to the restriction of not

more than 40% of paid-up capital of the Company as provided in Article 13 of Company Act.

- Article 7: The share certificates of the Company shall be in name-bearing form, and shall be issued only after they have been signed and sealed by the Directors representing the Company, and duly certified by the competent authority. Shares issued by the Company are not required to be printed. The Company, however, should contact the securities depository and custodian institution for registration of the share certificates.
- Article 7-1: Unless otherwise specified, share affairs of the Company shall be handled in accordance with Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.
- Article 7-2: When the Company transfers the shares to employees based on a price lower than the average actual repurchase price, or issues the employee stock warrants based on the price lower than the closing price of the Company's common shares on the date of issuance, the resolution shall be adopted by two-thirds of the votes of the shareholders present, who represent more than one-half of the total outstanding shares.
- Article 7-3: Employees that are eligible to subscribe for new shares or restricted employee shares issued by the Company may include employees of affiliated companies that meet certain qualifications.
- Article 8: Changes to the shareholder register shall be suspended 60 days before an annual shareholders' meeting, 30 days before an extraordinary shareholders' meeting, or within 5 days before the ex-rights/ex-dividend date.

### **Chapter 3 Shareholders' Meeting**

- Article 9: There are 2 types of shareholders' meetings: annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened within 6 months of the close of each fiscal year by the Board of Directors in accordance with the applicable laws; the extraordinary shareholders' meetings may be held in accordance with applicable laws whenever necessary.  
The shareholders' meeting of preferred shares may be convened in accordance with relevant laws whenever necessary.  
The Company's shareholders' meetings shall be held via video conference or through other channels as announced by the central competent authority.
- Article 10: A shareholder who may not attend the meeting due to certain reasons may appoint a proxy in accordance with Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authority.
- Article 11: Each share of the Company is entitled to one vote, unless otherwise specified or restricted by the law or Articles of Incorporation.
- Article 11-1: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total outstanding shares.
- Article 12: Unless otherwise provided by applicable laws and Articles of Incorporation of the Company, conducting of the shareholders' meeting shall be in accordance with the Rules of Procedure for Shareholder' Meeting stipulated by the Company.

### **Chapter 4 Directors and Audit Committee**

- Article 13: The Company shall have 7 to 11 Directors, at least 3 of which, and no less than 1/5 of total number of seats, are independent directors. The number of Directors shall be decided by the Board of Directors. The term of office of Directors shall be 3 years, and all Directors may be re-elected.  
Directors shall be elected by adopting candidates nomination system as specified in Article 192-1 of the Company Act and elected from among a group of candidates nominated at shareholders' meetings. Directors of the Company shall be selected from

the list of candidates in the shareholders' meeting. The election of independent directors and non-independent directors shall be held together; provided, however, the number of independent directors and non-independent directors elected shall be calculated separately.

The total number of shares held by all Directors shall not be less than the percentage of the total shareholdings required by the competent authority in accordance with applicable laws.

Article 13-1: In compliance with Articles 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the Company Act, the Securities and Exchange Act and other relevant regulations.

Article 14: The Directors shall elect from among themselves a Chairman of the Board of Directors, by a majority in a meeting attended by two-thirds or more of the Directors. The Chairman of the Board of Directors shall have the authority to represent the Company. The Chairman and Directors shall perform their duties in accordance with the resolutions and instructions made by the Board of Directors.

Article 14-1: Unless otherwise provided by the Company Act, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted by the majority of the Directors present at the meeting.

Article 14-2: Unless otherwise provided in the Company Act, meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors.

Meetings of the Board of Directors shall be convened upon written notice mailed to all the other Directors, at least 7 days, unless in case of urgent circumstances, prior to the date of the meeting, specifying the agenda. Notices of meetings may be sent in writing, via e-mail or by fax.

A Director may authorize another Director to attend the meeting on his/her behalf by presenting a written authorization indicating the scope of authorization.

Each Director may be authorized to attend a meeting by only one another Director.

Article 15: In the event that the Chairman is absent or unable to exercise his/her authority, the Board of Directors shall designate one Director acting for him/her in accordance with Article 208 of Company Act.

Article 16: The remuneration for Directors shall be proposed by Remuneration Committee based on the degree of their involvement in the Company's operation and value of contribution, the Company's business performance and the standards of the industry, and submitted to the Board of Directors for resolution.

Article 16-1: The Company may take out liability insurance for Directors in order to reduce the risk of accusation by shareholders or other interested parties due to the performance of duties in accordance with applicable laws and regulations.

## **Chapter 5     Managerial Officers**

Article 17: The Company shall have several managerial officers. Their appointment, dismissal, and remuneration shall be governed by Article of 29 of the Company Act.

## **Chapter 6     Accounting**

Article 18: The Board of Directors shall prepare the following documents after the end of each fiscal year, and submit them at the annual shareholders' meeting for approval in accordance with the legal procedure.

I. Business report

II. Financial statements

III. Proposal to distribute earnings or to make up for losses.

Article 19: If the Company has profits (which mean profits before tax without deducting the



remuneration of employees and Directors) in the fiscal year, the Company shall distribute no less than 1% of such profits to employees and no more than 3% to Directors as their remuneration; provided, however, that when the Company has accumulated losses, the profits shall be preserved to make up for losses.

The employee remuneration mentioned in the preceding paragraph shall be distributed in stock or cash, which may include eligible employees of affiliated companies. The remuneration of Directors may only be distributed in cash.

The matters mentioned in preceding two paragraphs shall be approved by the Board of Directors and report to the annual shareholders' meeting.

Article 20: If the Company has earnings, the Company shall first pay taxes and offset accumulated losses; and set aside a legal reserve at 10% of such remaining earnings, until the accumulated legal reserve has equaled the total paid-in capital of the Company; then, set aside a special reserve in accordance with applicable laws or regulations of the competent authority. Residual earnings (distributable earnings in the current year) plus undistributed earnings at the beginning of the period is the accumulated retained earnings, which shall first be distributed as dividends to holders of Preferred Share, and distribution of such earnings shall submitted by the Board of Directors to the shareholders' meeting for approval.

Pursuant to Article 240 of the Company Act, the Company authorizes the Board of Directors to distribute a portion or all of dividends, bonuses or legal reserve and capital surplus in accordance with Article 241 of the Company Act in cash by resolution adopted by a majority in a meeting attended by two-thirds or more of the Directors, and the distribution shall then be reported to the shareholders' meeting, instead of being submitted to the shareholders' meeting for approval.

## **Chapter 7     Supplementary Provisions**

Article 20-1: The Company's dividend policy is based on the following principles:

The Company's dividend policy is determined by the Board of Directors based on the business plan, investments, capital budgets, and changes in the environment. Since the Company is currently in a growth stage, the earnings shall be held in respond to funds required for operational growth and investments. Currently, the Company adopts the minimum cash dividends plus additional dividends. The principles of distribution of earnings are as follows:

The distribution of earnings shall be no less than 40% of unappropriated retained earnings of the fiscal year. The distribution of cash dividends and stock dividends shall be made, taking into account of the future profits and capital demands, and the ratio for cash dividends shall be no less than 10% of total distribution. If total distribution amount exceeds 30% of paid-in capital before distribution, cash dividends shall be no less than 20% of total distribution for the fiscal year.

Article 20-2: (Deleted).

Article 21: According to Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, the Company may provide endorsements and guarantees and act as a guarantor. Any matters not provided herein shall be governed in accordance with other applicable laws or regulations.

Article 22: The Articles of Incorporation were drawn up on December 20, 1993.

The 1st amendment was made on May 23, 1994.

The 2ed amendment was made on August 5, 1994.

The 3rd amendment was made on November 11, 1994.

The 4th amendment was made on January 13, 1997.

The 5th amendment was made on January 3, 1997.

The 6th amendment was made on March 17, 1997.

The 7th amendment was made on June 8, 1998.

The 8th amendment was made on March 30, 1999.  
The 9th amendment was made on May 31, 1999.  
The 10th amendment was made on September 15, 1999.  
The 11th amendment was made on April 6, 2000.  
The 12th amendment was made on May2, 2001.  
The 13th amendment was made on November 6, 2001.  
The 14th amendment was made on June 17, 2002.  
The 15th amendment was made on June 15, 2004.  
The 16th amendment was made on May 25, 2005.  
The 17th amendment was made on June 14, 2006.  
The 18th amendment was made on June 15, 2007.  
The 19th amendment was made on June 16, 2009.  
The 20th amendment was made on June 15, 2010.  
The 21st amendment was made on June 15, 2011.  
The 22ed amendment was made on June 13, 2012.  
The 23rd amendment was made on June 10, 2015.  
The 24th amendment was made on June 3, 2016.  
The 25th amendment was made on June 28, 2018.  
The 26th amendment was made on June 21, 2019.  
The 27th amendment was made on March 27, 2020.  
The 28th amendment was made on July 12, 2021.  
The 29th amendment was made on May 20, 2022.  
The 30th amendment was made on May 30, 2023.

**WT Microelectronics Co., Ltd.**

**Chairman     Cheng, Wen-Tsung**

**WT Microelectronics Co., Ltd.  
Shareholdings of all Directors**

- I. According 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 minimum number of shares held by all directors of the Company shall be 32,000,000.
- II. As of the book closure date for the 2025 Annual shareholders Meeting (March 30, 2025), the shareholding status of respective and all directors recorded in the shareholder register is as follows:

Title	Name or Juristic Persons' Name	Common Stock		Preferred Stock	
		Number of Shares Held	Shareholding Percentage	Number of Shares Held	Shareholding Percentage
Chairman	Wen-Tsung Cheng	25,362,112	2.26%	0	0%
Director	Representative of Wen You Investment Co., Ltd. - Wen-Hung Hsu	3,493,760	0.31%	0	0%
Director	Representative of Asmedia Technology Inc. - Che-Wei Lin	188,720,421	16.83%	8,000,000	5.93%
Director	Hsin-Ming Sung Kao	4,474,434	0.40%	0	0%
Director	Omar Baigmirza	0	0%	0	0%
Independent Director	Tien-Chong Cheng	0	0%	0	0%
Independent Director	Ju-Chin Kung	0	0%	0	0%
Independent Director	Kung-Wha Ding	0	0%	0	0%
Independent Director	Chia-Chi Chang	0	0%	0	0%
<b>Total</b>		222,050,727	19.80%	8,000,000	5.93%

Note: The shareholding percentage is calculated based on the issued and outstanding common shares 1,121,250,651 shares and preferred shares 135,000,000 shares.

- III. The shareholding of all directors of the Company has met the statutory requirements.