



Stock code : 5272
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# **AMICCOM Electronics Corporation**

## **2025 Regular Shareholders' Meeting**

### **Agenda Handbooks**

Convening method: Physical shareholders' meeting

Shareholders meeting date: June 4, 2025

Shareholders meeting place: No. 26, Taiyuan Street, Zhubei City, Hsinchu County (Theater-style conference center on the 2<sup>nd</sup> floor of the 1<sup>st</sup> phase of the venue of Tai Yuen Hi-Tech Industrial Park)

#### *Notice to Readers*

This is a translation of the agenda for the 2025 annual general meeting (“The Agenda”) of AMICCOM Electronics Corporation (“The company”). The translation is intended for reference only and no other purpose. The company hereby disclaims any and all liabilities whatsoever for the translation. The Chinese text of the agenda shall govern any all matters related to the interpretation of the subject matter stated herein.

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**AMICCOM Electronics Corporation**  
**2025 Regular Shareholders' Meeting Procedure**

1. Call the meeting to order
2. Chairman's Remarks
3. Reporting matters
4. Ratification matters
5. Discussion matters
6. Extemporaneous Motions
7. Adjournment

# **AMICCOM Electronics Corporation**

## **2025 Regular Shareholders' Meeting Agenda**

1. Time: at 9:00 on June 4, 2025 (Wednesday)
2. Place: No. 26, Taiyuan Street, Zhubei City, Hsinchu County  
(Theater-style conference center on the 2<sup>nd</sup> floor of the 1<sup>st</sup> phase of the venue of Tai Yuen Hi-Tech Industrial Park)
3. Attendance: All shareholders and equity representatives
4. Convening method: Physical shareholders meeting
5. Chairman: San Tan, Tzeng
6. Chairman's Remarks
7. Reporting matters
  - (1) 2024 Business Report
  - (2) Audit Committee's review of the 2024 annual final accounting ledgers and statements
8. Ratification matters
  - (1) Ratification of the 2024 Business Report and Financial Report
  - (2) Ratification of the 2024 Deficit Compensation Statement
9. Discussion matters
  - (1) Proposal to amend the Company's "Articles of Incorporation"
  - (2) Proposal to amend the Company's "Rules of Procedure for Acquisition or Disposal of Assets"
  - (3) Proposal of Release the Prohibition on Directors from Participation in Competitive Business
10. Extemporaneous Motions
11. Adjournment

## **Reporting matters**

**【Reporting matter 1】** Proposed by the Board of Directors

Subject: The 2024 business report is hereby submitted for review.

Explanation: Please refer to Annex 1 on pages 7 ~ 8 of the agenda handbooks for the company's 2024 business report.

**【Reporting matter 2】** Proposed by the Board of Directors

Subject: The Audit Committee's Review Report on the 2024 final statements is hereby submitted for review.

Explanation: Please refer to Annex 2 on page 9 of the agenda handbooks for the Audit Committee's Review Report.

## **Ratification matters**

### **【Ratification matter 1】 Proposed by the Board of Directors**

Subject: The 2024 business report and financial report are hereby submitted for ratification.

Explanation:(1) The company's 2024 business report and financial statements have been audited by the Audit Committee, passed by the Board of Directors, and audited by CPA Yong-Ming Chiu and CPA Mei-Chen Tsai of Deloitte & Touche Taiwan with an independent auditors' report issued, which are hereby submitted for ratification.

(2) Please refer to Annex 1 on pages 7 ~ 8, Annex 3 on pages 10~12, and Annex 4 on pages 13~17 of the agenda handbooks for the aforementioned business report and financial statements.

Resolutions:

### **【Ratification matter 2】 Proposed by the Board of Directors**

Subject: The 2024 Deficit Compensation Statement is hereby submitted for ratification.

Explanation:(1) The company has completed the preparation of the 2024 final accounts. The company's net loss after tax is NT\$5,099,368 in 2024. The deficit yet to be compensated is NT\$5,099,368; therefore, no shareholders' dividend will be distributed.

(2) The company has compensated deficit with an amount of \$5,099,368 from the additional paid-in capital in accordance with the provision of Article 239 of the Company Act. The company has no deficit at the end of the period after the completion of the aforementioned deficit compensation.

(3) The company's 2024 Deficit Compensation Statement has been reviewed by the Audit Committee and passed by the Board of Directors; therefore, it is hereby submitted for ratification.

(4) Please refer to Annex 5 on page 18 of the agenda handbooks for the company's "The 2024 Deficit Compensation Statement."

Resolutions:

## **Discussion matters**

**【Discussion 1】** Proposed by the Board of Directors

Subject: Proposal for the amendments to the company's "Articles of Incorporation" is hereby submitted for discussion.

Explanation: In response to the revision of the minimum number of independent directors in the "Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEX Listed Companies", and in accordance with the amendment of Article 14, Paragraph 6 of the Securities and Exchange Act, which stipulates that companies should stipulate in their articles of association that a certain ratio of annual profits should be set aside to adjust the salaries or distribute remuneration to grassroots employees, it is proposed to revise some provisions of the company's "Articles of Incorporation". Please refer to Annex 6 on pages 19~20 of the agenda handbooks for the company's "Comparison Table for Revisions of the Articles of Incorporation."

Resolutions:

**【Discussion 2】** Proposed by the Board of Directors

Subject: Proposal for the amendments to the company's "Rules of Procedure for Acquisition or Disposal of Assets" is hereby submitted for discussion.

Explanation: In response to the company's organizational adjustments and clarification of authorized amount, it is proposed to revise some provisions of the company's "Procedures for Acquisition or Disposal of Assets". Please refer to Annex 7 on pages 21~24 of the agenda handbooks for the company's "Comparison Table for Revisions of the Rules of Procedure for Acquisition or Disposal of Assets."

Resolutions:

**【Discussion 3】** Proposed by the Board of Directors

Subject: Proposal for release the prohibition on directors from participation in competitive business is hereby submitted for discussion.

Explanation:(1)According to Article 209 of the Company Act, a director who has committed an act within the company's business scope for himself/herself shall explain the important content of his/her act to the shareholders meeting for approval.

(2)When the directors and their representatives of the company holding a part-time job involving the practices regulated in Article 209 of the Company Act, under the precondition that it does not jeopardize the interests of the company, they may request to lift the restrictions on their engaging in relevant conducts for the new part-time job.

(3)Please refer to Annex 8 on page 25 of the agenda handbooks for the company's“ListofDirectorsLifted from Non-Compete Restrictions.”

Resolutions:

**Extemporary Motions**

**Meeting Adjourned**



## Annex 1

# AMICCOM Electronics Corporation 2024 Business Report

Dear shareholders:

I, on behalf of all the employees of AMICCOM Electronics Corporation, would like to express our gratitude to all shareholders for your care and support to the company in the last year. I would like to present you a summary of the 2024 business results and the 2025 business plan.

### I. The 2024 Business Report:

#### (I) Business results:

The company's net operating income in 2024 was NT\$332 million, a decrease of 0.52% from the NT\$334 million in 2023. The net loss in 2024 was NT\$5.1 million, a decrease of 83.6% from the net loss of NT\$31.1 million in 2023. The net loss per share was NT\$0.09 in 2024.

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

##### 1. Financial income and expenditure:

Net cash generated from operating activities	NT\$3,540 thousand
Net cash used in investing activities	NT\$3,158 thousand
Net cash used in financing activities	NT\$12,707 thousand
Net decrease in cash and cash equivalents	NT\$11,116 thousand
Cash and cash equivalents, end of year	NT\$74,635 thousand

##### 2. Profitability analysis: Please refer to the company's financial statements for the 2024 financial overview.

**(III) Research and development status:** The company's R&D expenses amounted to NT\$140 million in 2024, a increase of 5.45% from the NT\$132 million in 2023. The important R&D results are as follows:

1. Sub-1GHz RF Chip A9146M4(SoC) Successfully Passes Wi-SUN FAN v1.0 (Router) and (Border Router) Certification.
2. Released Low Current Sub-1GHz Wireless Transceiver SoC A9139M0.
3. Launched Next-Generation Low-Power Sub-1GHz Wireless SoC A9136M4 with Full Wi-SUN Protocol Support.
4. Sub-1GHz RF Chip A9136M4 Wins 2024 EE Awards Asia - Best RF/Wireless IC of the Year - 「Most Promising Product」.

### II. Summary of business plan for this year (2025):

The company plans to invest NT\$154 million in research and development to continue promoting innovative research and development of core product lines:

#### 1. 2.4GHz product line:

Develop the RF chip A7197 with data rate of 8Mbps.

Foundry transfer for 500kbps RF chip A7105.

#### 2. Sub-1GHz product line:

Develop low power RF transmitter chip A7309.

Develop the RF SoC chip A9629 with low-frequency wake-up function.

Develop new generation Sub-1GHz high data rate RF chip A7138.

3. 5.8GHz product line: Develop 5.8GHz SoC chip A6133M4.
4. Standard product line:  
Develop dual-core Bluetooth low energy SoC chip A3127M4.  
Develop Bluetooth low energy 5.4 SoC chip A3137M0.  
Develop new generation Wi-SUN RF chips A7156. Develop  
Wi-SUN SoC chip A9146M4.
5. Audio/Voice product line:  
Developed new generation Sub-1GHz Voice SoC A9103.

### **III. Future development strategy:**

In prospect, AMICCOM Electronics Corporation is committed to the innovation and research and development of the products, focusing on improving the cost-performance ratio of each product, improving personnel efficiency, and maintaining industrial competitiveness. Also, the company provides overall design solutions for promising products to shorten customers' mass production schedule so to contribute to the company's revenue and profits.

### **IV. The impact of external environment competition, regulatory environment, and macro-operating environment:**

#### **(I) External environment competition**

The company while facing the competition from European and American chip design companies, will continue to improve sales performance and maintain the company's competitiveness in the industry with the rapid research and development as usual and good customer support. The company has begun to face competition from the chip design companies in China in recent years; therefore, the company strives to counteract such challenge by improving the cost-performance ratio of existing products, providing overall design solutions, and actively expanding overseas markets to reduce the percentage of sales from the Chinese market and generate greater benefits for shareholders.

#### **(II) Regulatory environment**

The company's products and quality systems have complied with the requirements of domestic and international laws and regulations, which has a positive effect on the company's business operations. The company has promoted a sustainable development system since the year of 2022, regularly reviews the company's risk management strategies and measures, and has implemented ESG systematically, moved towards stable corporate governance, a friendly environment and sustainable talent development, and made adjustments at any time in response to laws, regulations, and actual practices in order to generate the maximum value of the company.

#### **(III) Impact on the macro business environment**

The company, in addition to improving the competitiveness of existing products, also strives to accelerate the variety of product lines and diversification of applications, and develops customer base actively to ease the impact of fierce competition in the macro environment.

The company will adhere to the principles of sound and pragmatic operations to seek the best interests for shareholders through effective operations management. At the last, I would like to thank all shareholders, ladies and gentlemen, for your long-term care and support to AMICCOM Electronics Corporation, and wish you all good health and all the best.

*Chairman: San Tan, Tzeng*

*President: Fang-Lih, Lin*

*Chief Accountant: Chi-Kai, Kan*

## Annex 2

### AMICCOM Electronics Corporation Audit Committee's Review Report

The Board of Directors has the company's 2024 financial statements prepared and then audited by CPA Yong-Ming Chiu and CPA Mei-Chen Tsai of Deloitte & Touche Taiwan with an independent auditor's report issued, considering that the company's financial position, operating results, and cash flow situation has been preset fairly. The aforementioned financial statements, business reports, and deficit compensation statement were reviewed by the Audit Committee without any nonconformity identified; therefore, a report is hereby issued pursuant to the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely yours,

To 2025 Regular Shareholders' Meeting of AMICCOM Electronics Corporation

Chairman of the Audit Committee : *Hsu-Tong, Deng*

February 26, 2025



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## INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
AMICCOM Electronics Corporation

### Opinion

We have audited the accompanying financial statements of AMICCOM Electronics Corporation (the "Company"), which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of 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, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Company's financial statements for the year ended December 31, 2024 is stated as follows:

#### Revenue recognition

The revenue of the Company comes mainly from the sales of radio frequency integrated circuit products. For the year ended December 31, 2024, there was a significant growth in operating income and large transaction amounts related to sales coming from specific customers. There is a likelihood of risk occurrence on the relevant sales transactions, and such revenue recognition may have a significant impact on the financial statements. Therefore, we identified the recognition of revenue as a key audit matter.

Refer to Notes 4 and 20 to the financial statements for the accounting policies and information related to revenue recognition.

The audit procedures we performed in respect of revenue recognition include the following:

1. We obtained an understanding of and tested the relevant internal control systems and operating procedures of the sales transaction cycle. We also confirmed and evaluated the effectiveness of the relevant internal control operations.
2. We selected samples and checked the relevant certificates for operating income, and we confirmed the authenticity of sales transactions.
3. We selected samples and checked the amounts received after the date of the relevant sales revenue transaction, the remittance vouchers and the recipients, and we confirmed that the amount and recipient listed in the revenue recognition were consistent.

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

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

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

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

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 statements that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yong-Ming Chiu and Mei-Chen Tsai.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 26, 2025

#### Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.*

# AMICCOM ELECTRONICS CORP.

## BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023		LIABILITIES AND EQUITY	2024		2023	
	Amount	%	Amount	%		Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash and cash equivalents (Notes 4, 6 and 25)	\$ 74,635	6	\$ 85,801	7	Accounts payable (Notes 16 and 25)	\$ 9,383	1	\$ 18,515	1
Financial assets at amortized cost - current (Notes 4, 8 and 25)	114,480	10	84,500	7	Other payables (Notes 17 and 25)	25,496	2	19,677	2
Accounts receivable (Notes 4, 9, 20 and 25)	40,954	4	41,183	3	Lease liabilities - current (Notes 4, 12, 21 and 25)	5,020	-	4,422	-
Inventories (Notes 4, 10 and 21)	125,107	11	169,529	14	Current portion of long-term borrowings (Notes 15, 25 and 27)	7,500	1	7,500	1
Other current assets (Note 14)	<u>7,136</u>	<u>1</u>	<u>5,500</u>	<u>-</u>	Other current liabilities (Notes 17 and 20)	<u>1,367</u>	<u>-</u>	<u>1,556</u>	<u>-</u>
Total current assets	<u>362,312</u>	<u>32</u>	<u>386,513</u>	<u>31</u>	Total current liabilities	<u>48,766</u>	<u>4</u>	<u>51,670</u>	<u>4</u>
NON-CURRENT ASSETS					NON-CURRENT LIABILITIES				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 7 and 25)	294,868	26	394,943	31	Long-term borrowings (Notes 15, 25 and 27)	83,750	7	91,250	7
Financial assets at amortized cost - non-current (Notes 4, 8, 25 and 27)	523	-	515	-	Deferred income tax liabilities (Notes 4 and 22)	249	-	-	-
Property, plant and equipment (Notes 4, 11, 21 and 27)	425,304	37	430,470	34	Lease liabilities - non-current (Notes 4, 12, 21 and 25)	<u>6,829</u>	<u>1</u>	<u>8,524</u>	<u>1</u>
Right-of-use-assets (Notes 4, 12 and 21)	10,977	1	12,487	1	Total non-current liabilities	<u>90,828</u>	<u>8</u>	<u>99,774</u>	<u>8</u>
Other intangible assets (Notes 4, 13 and 21)	44,974	4	31,646	3	Total liabilities	<u>139,594</u>	<u>12</u>	<u>151,444</u>	<u>12</u>
Deferred income tax assets (Notes 4 and 22)	970	-	379	-	EQUITY (Note 19)				
Refundable deposits (Note 25)	<u>1,697</u>	<u>-</u>	<u>1,696</u>	<u>-</u>	Share capital	<u>552,761</u>	<u>48</u>	<u>552,761</u>	<u>44</u>
Total non-current assets	<u>779,313</u>	<u>68</u>	<u>872,136</u>	<u>69</u>	Capital surplus	<u>319,876</u>	<u>28</u>	<u>326,280</u>	<u>26</u>
					Retained earnings				
					Appropriated as legal reserve	-	-	20,272	2
					Special reserve	-	-	4,422	-
					Accumulated deficit	<u>(5,099)</u>	<u>-</u>	<u>(31,098)</u>	<u>(3)</u>
					Total accumulated deficit	<u>(5,099)</u>	<u>-</u>	<u>(6,404)</u>	<u>(1)</u>
					Other equity				
					Unrealized gain or loss on financial assets at fair value through other comprehensive income	<u>134,493</u>	<u>12</u>	<u>234,568</u>	<u>19</u>
					Total equity	<u>1,002,031</u>	<u>88</u>	<u>1,107,205</u>	<u>88</u>
TOTAL	<u>\$ 1,141,625</u>	<u>100</u>	<u>\$ 1,258,649</u>	<u>100</u>	TOTAL	<u>\$ 1,141,625</u>	<u>100</u>	<u>\$ 1,258,649</u>	<u>100</u>

The accompanying notes are an integral part of the financial statements.



# AMICCOM ELECTRONICS CORP.

## STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except (Loss) Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 20 and 30)	\$ 331,795	100	\$ 333,525	100
OPERATING COST (Notes 10 and 21)	<u>(179,682)</u>	<u>(54)</u>	<u>(172,350)</u>	<u>(52)</u>
GROSS PROFIT	<u>152,113</u>	<u>46</u>	<u>161,175</u>	<u>48</u>
OPERATING EXPENSES (Notes 21 and 26)				
Sales and marketing	(38,586)	(12)	(34,972)	(10)
General and administrative	(51,181)	(15)	(50,355)	(15)
Research and development	<u>(139,671)</u>	<u>(42)</u>	<u>(132,456)</u>	<u>(40)</u>
Total operating expenses	<u>(229,438)</u>	<u>(69)</u>	<u>(217,783)</u>	<u>(65)</u>
LOSS FROM OPERATIONS	<u>(77,325)</u>	<u>(23)</u>	<u>(56,608)</u>	<u>(17)</u>
NON-OPERATING INCOME AND EXPENSES (Note 21)				
Interest income	2,100	-	1,825	1
Other income	69,343	21	28,325	9
Other gains and losses	2,592	1	341	-
Finance costs	<u>(2,151)</u>	<u>(1)</u>	<u>(2,274)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>71,884</u>	<u>21</u>	<u>28,217</u>	<u>9</u>
LOSS BEFORE INCOME TAX	(5,441)	(2)	(28,391)	(8)
INCOME TAX BENEFIT (EXPENSE) (Notes 4 and 22)	<u>342</u>	<u>-</u>	<u>(2,707)</u>	<u>(1)</u>
NET LOSS	(5,099)	(2)	(31,098)	(9)
OTHER COMPREHENSIVE (LOSS) INCOME				
Items that will not be reclassified subsequently to profit or loss				
Unrealized (loss) gain on investment in equity instruments at fair value through other comprehensive income	<u>(100,075)</u>	<u>(30)</u>	<u>83,991</u>	<u>25</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ (105,174)</u>	<u>(32)</u>	<u>\$ 52,893</u>	<u>16</u>
LOSS PER SHARE (Note 23)				
Basic	<u>\$ (0.09)</u>		<u>\$ (0.56)</u>	
Diluted	<u>\$ (0.09)</u>		<u>\$ (0.56)</u>	

The accompanying notes are an integral part of the financial statements.



AMICCOM ELECTRONICS CORP.

STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars, Unless Specified Otherwise)

	Share Capital - Common Stock		Capital Surplus	Retained Earnings (Accumulated Losses)			Other Equity	Treasury Shares	Total Equity
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	(Accumulated Deficit) Unappropriated Earnings	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
BALANCE, JANUARY 1, 2023	55,973	\$ 559,731	\$ 331,429	\$ 15,448	\$ -	\$ 48,244	\$ 150,577	\$ (12,147)	\$ 1,093,282
Appropriation and distribution of prior year's earnings									
Legal reserve	-	-	-	4,824	-	(4,824)	-	-	-
Special reserve	-	-	-	-	4,422	(4,422)	-	-	-
Cash dividends to shareholders	-	-	-	-	-	(38,998)	-	-	(38,998)
Unclaimed dividends	-	-	28	-	-	-	-	-	28
Net loss in 2023	-	-	-	-	-	(31,098)	-	-	(31,098)
Other comprehensive income for the year ended December 31, 2023, net of income tax	-	-	-	-	-	-	83,991	-	83,991
Total comprehensive (loss) income for the year ended December 31, 2023	-	-	-	-	-	(31,098)	83,991	-	52,893
Treasury shares cancelled - 697 thousand	(697)	(6,970)	(5,177)	-	-	-	-	12,147	-
BALANCE, DECEMBER 31, 2023	55,276	552,761	326,280	20,272	4,422	(31,098)	234,568	-	1,107,205
Appropriation and distribution of prior year's earnings									
Legal reserve in covering accumulated deficits	-	-	-	(20,272)	-	20,272	-	-	-
Appropriation of earnings-reversal of special reserve	-	-	-	-	(4,422)	4,422	-	-	-
Capital surplus used to offset accumulated deficits	-	-	(6,404)	-	-	6,404	-	-	-
Net loss in 2024	-	-	-	-	-	(5,099)	-	-	(5,099)
Other comprehensive loss for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	(100,075)	-	(100,075)
Total comprehensive loss for the year ended December 31, 2024	-	-	-	-	-	(5,099)	(100,075)	-	(105,174)
BALANCE, DECEMBER 31, 2024	55,276	\$ 552,761	\$ 319,876	\$ -	\$ -	\$ (5,099)	\$ 134,493	\$ -	\$ 1,002,031

The accompanying notes are an integral part of the financial statements.

# AMICCOM ELECTRONICS CORP.

## STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss before income tax	\$ (5,441)	\$ (28,391)
Adjustments for:		
Depreciation	14,146	16,000
Amortization	24,782	16,192
Financial costs	2,151	2,274
Interest income	(2,100)	(1,825)
Dividend income	(68,453)	(28,296)
(Gain) loss on foreign exchange, net	(1,245)	446
Changes in operating assets and liabilities:		
Notes receivable	-	11,939
Accounts receivable	552	(3,500)
Inventories	44,422	40,226
Other current assets	(1,540)	1,796
Accounts payable	(9,216)	1,629
Other payables	5,819	(13,236)
Other current liabilities	(189)	93
Cash generated from operations	3,688	15,347
Interest received	2,067	1,764
Interest paid	(2,152)	(2,274)
Income tax paid	(63)	(1,660)
Net cash generated from operating activities	3,540	13,177
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Financial assets at fair value through other comprehensive income capital reduction returns capital	-	15,250
Purchase of financial assets at amortized cost	(29,988)	(20,007)
Proceeds from financial assets at amortized cost	-	69,900
Acquisitions of property, plant and equipment	(3,512)	(1,797)
Refundable deposits paid	(28)	(169)
Refundable deposits refunded	27	924
Acquisitions of intangible assets	(38,110)	(23,325)
Dividends received	68,453	28,296
Net cash (used in) generated from investing activities	(3,158)	69,072
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayments of long-term borrowings	(7,500)	(7,500)
Refund of guarantee deposits received	-	(15,380)
Repayment of the principal portion of lease liabilities	(5,207)	(5,256)
Dividends paid to owners of the Company	-	(38,998)
Unclaimed dividends reclassified to capital surplus	-	28
Net cash used in financing activities	(12,707)	(67,106)

(Continued)

## AMICCOM ELECTRONICS CORP.

### STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

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	2024	2023
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH HELD IN FOREIGN CURRENCIES	\$ <u>1,159</u>	\$ <u>(154)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(11,166)	14,989
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>85,801</u>	<u>70,812</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ <u>74,635</u>	\$ <u>85,801</u>

The accompanying notes are an integral part of the financial statements.

(Concluded)

## Annex 5

### AMICCOM Electronics Corporation Deficit Compensation Statement 2024

Unit: NT\$

Item	Amount	Note
Retained earnings - beginning	0	
Less: 2024 Net loss after tax	(5,099,368)	
Deficit yet to be compensated - at the end of 2024	(5,099,368)	
Items for compensating deficit:		
Plus: Additional paid-in capital	5,099,368	
Deficit yet to be compensated – ending	0	

*Chairman: San Tan, Tzeng*

*President: Fang-Lih, Lin*

*Chief Accountant: Chi-Kai, Kan*

## Annex 6

### AMICCOM Electronics Corporation Comparison Table for Revisions of the Articles of Incorporation

Provision after Amendments	Provision before Amendments	Reasons for amendments
<p>Article 14</p> <p>The company has five to nine directors and at least three independent directors, <u>and shall not be less than one-third of all directors,</u> appointed for a 3-year term and eligible for re-election. Liability insurance policies shall be acquired for directors according to their lawful responsibilities for compensation within the scope of their business execution during their term of office.</p> <p>(Paragraph 2, and 3 Omitted)</p>	<p>Article 14</p> <p>The company has five to nine directors and at least three independent directors appointed for a 3-year term and eligible for re-election. Liability insurance policies shall be acquired for directors according to their lawful responsibilities for compensation within the scope of their business execution during their term of office.</p> <p>(Paragraph 2, and 3 Omitted)</p>	<p>This revision is in accordance with Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEX Listed Companies Article 4.</p>
<p>Article 26</p> <p>If the company makes profits for the year <u>and the amount reaches NT\$3 million or more,</u> an amount not less than 15%~20% of the profits should be appropriated as remuneration to employees, <u>of which the ratio of compensation allocation to grassroots employees shall not be less than 1 percent of the employee compensation allocation.</u> If the company has no grassroots employees, <u>the entire amount shall be distributed to the company's employees.</u></p> <p><u>The employee compensation allocation</u> referred to in the preceding paragraph, which is to be distributed in shares or cash by the resolution of the board of directors, and the recipients of the distribution may include the employees of affiliated companies who meet certain conditions; also, an amount not more than 3% of the profits should be appropriated as remuneration to</p>	<p>Article 26</p> <p>If the company makes profits for the year, an amount not less than 15%~20% of the profits should be appropriated as remuneration to employees; which is to be distributed in shares or cash by the resolution of the board of directors, and the recipients of the distribution may include the employees of affiliated companies who meet certain conditions; also, an amount not more than 3% of the profits should be appropriated as remuneration to directors. The distribution of remuneration to employees and directors should be resolved by the board of directors with the approval of more than one-half of the directors present in the meeting that is attended by more than two-thirds of the directors; also, it shall be reported in the shareholders meeting.</p> <p>However, if the company still has accumulated losses, an amount</p>	<ol style="list-style-type: none"> <li>1. Amended the original paragraph 1 in accordance with the law.</li> <li>2. Amended the last paragraph of the original paragraph 1 and reclassified as paragraph 2.</li> <li>3. Amended the original paragraph 2 and reclassified as paragraph 3.</li> </ol>

Provision after Amendments	Provision before Amendments	Reasons for amendments
<p>directors. The distribution of remuneration to employees and directors should be resolved by the board of directors with the approval of more than one-half of the directors present in the meeting that is attended by more than two-thirds of the directors; also, it shall be reported in the shareholders meeting.</p> <p>However, if the company still has accumulated losses, an amount should be reserved to make up for the losses with the remaining amount distributed to employees and directors according to the percentage stated in the preceding <u>two</u> paragraph.</p>	<p>should be reserved to make up for the losses with the remaining amount distributed to employees and directors according to the percentage stated in the preceding paragraph.</p>	
<p>Article 29</p> <p>The article of incorporation was enacted on September 15, 2005.</p> <p>(Paragraph 2 to 18 Omitted)</p> <p>The 18<sup>th</sup> amendment was made on June 6, 2022.</p> <p><u>The 19<sup>th</sup> amendment was made on June 4, 2025.</u></p>	<p>Article 29</p> <p>The article of incorporation was enacted on September 15, 2005.</p> <p>(Paragraph 2 to 18 Omitted)</p> <p>The 18<sup>th</sup> amendment was made on June 6, 2022.</p>	<p>Indicated the date of amendments made.</p>

## Annex 7

### AMICCOM Electronics Corporation Comparison Table for Revisions of the Rules of Procedure for Acquisition or Disposal of Assets

Provision after Amendments	Provision before Amendments	Reasons for amendments
<p>Article 5: Procedures for Acquiring and Disposing of Assets:</p> <p>I.(Omitted)</p> <p>II.(Omitted)</p> <p>III. Transaction Process: (1~4 Omitted)</p> <p>5. Related party transactions: (1) (Omitted) (2) (Paragraph 1 and 2 Omitted)</p> <p>The company and its parent company, subsidiaries, or subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital engage in the following transactions with each other. The board of directors may authorize the <u>chairman</u> to proceed with the transactions within <u>NT\$100 million (inclusive)</u>, and subsequently report to the most recent board meeting for ratification.</p> <p>① Acquire or dispose of equipment for business use or the rights to use such assets.</p> <p>② Acquire or dispose of real estate or usage rights assets for business use.</p> <p>(3) (Omitted)</p> <p>(The following is Omitted)</p> <p>6. Engaging in Derivatives Trading: (1) Trading principles and strategies: ① Operation or hedging strategy:(Omitted)</p>	<p>Article 5: Procedures for Acquiring and Disposing of Assets:</p> <p>I.(Omitted)</p> <p>II.(Omitted)</p> <p>III. Transaction Process: (1~4 Omitted)</p> <p>5. Related party transactions: (1) (Omitted) (2) (Paragraph 1 and 2 Omitted)</p> <p>The company and its parent company, subsidiaries, or subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital engage in the following transactions with each other. The board of directors may authorize the <u>President</u> to proceed with the transactions within <u>a certain limit</u>, and subsequently report to the most recent board meeting for ratification.</p> <p>① Acquire or dispose of equipment for business use or the rights to use such assets.</p> <p>② Acquire or dispose of real estate or usage rights assets for business use.</p> <p>(3) (Omitted)</p> <p>(The following is Omitted)</p> <p>6. Engaging in Derivatives Trading: (1) Trading principles and strategies: ① Operation or hedging strategy:(Omitted)</p>	<p>Revised in response to the company's organizational adjustments and clarification of authorized amount.</p>

Provision after Amendments	Provision before Amendments	Reasons for amendments
<p>②Division of responsibilities and performance evaluation guidelines: Only financial department personnel who have been authorized by the board of directors and approved by the <u>chairman</u> can engage in derivative commodity transactions. Approved financial department personnel must submit an evaluation report on the proposed transaction items, purposes, amounts, deadlines, and estimated gains and losses, and submit it to the <u>chairman</u> for approval before implementation.</p> <p>③Cap on the total amount of trading contracts: (Omitted)</p> <p>④Closing of positions due to trading contract losses: (Omitted)</p> <p>The term "within one year" mentioned in the above clauses refers to the date on which the current transaction occurs, and is calculated back one year.</p> <p>(2)Transaction risk management measures: (Omitted)</p> <p>(3)Internal Audit System (Omitted)</p> <p>(4)Regular evaluation methods and abnormal handling situations</p> <p>①For derivative commodity trading contracts, the finance department should calculate the net profit and loss based on the market price every week and submit it to the <u>chairman</u> for review. For the positions held, it should be</p>	<p>②Division of responsibilities and performance evaluation guidelines: Only financial department personnel who have been authorized by the board of directors and approved by the <u>President</u> can engage in derivative commodity transactions. Approved financial department personnel must submit an evaluation report on the proposed transaction items, purposes, amounts, deadlines, and estimated gains and losses, and submit it to the <u>President</u> for approval before implementation.</p> <p>③Cap on the total amount of trading contracts: (Omitted)</p> <p>④Closing of positions due to trading contract losses: (Omitted)</p> <p>The term "within one year" mentioned in the above clauses refers to the date on which the current transaction occurs, and is calculated back one year.</p> <p>(2) Transaction risk management measures: (Omitted)</p> <p>(3) Internal Audit System (Omitted)</p> <p>(4) Regular evaluation methods and abnormal handling situations</p> <p>①For derivative commodity trading contracts, the finance department should calculate the net profit and loss based on the market price every week and submit it to the <u>President</u> for review. For the</p>	



Provision after Amendments	Provision before Amendments	Reasons for amendments
<p>evaluated at least once a week and submitted to the <u>chairman</u> for review. However, for hedging transactions for business transactions, it should be evaluated at least twice a month, and the evaluation report should be submitted to the <u>chairman</u> for review, so as to determine whether to make offsetting transactions in advance.</p> <p>②The finance department should pay attention to market changes at all times. When it finds abnormal market prices or the loss amount of the positions held reaches the standard for stop loss, it should formulate necessary response measures and report to the <u>chairman</u> immediately.</p> <p>(5) Supervision and Management The board of directors authorizes the financial department personnel approved by the <u>chairman</u> to engage in derivative commodity transactions in accordance with the relevant provisions of this handling procedure and shall report to the most recent board of directors afterwards.</p> <p>The <u>chairman</u> shall always pay attention to the supervision and control of derivatives trading risks, and regularly evaluate whether the risk management procedures</p>	<p>positions held, it should be evaluated at least once a week and submitted to the <u>President</u> for review. However, for hedging transactions for business transactions, it should be evaluated at least twice a month, and the evaluation report should be submitted to the <u>President</u> for review, so as to determine whether to make offsetting transactions in advance.</p> <p>②The finance department should pay attention to market changes at all times. When it finds abnormal market prices or the loss amount of the positions held reaches the standard for stop loss, it should formulate necessary response measures and report to the <u>President</u> immediately.</p> <p>(5) Supervision and Management The board of directors authorizes the financial department personnel approved by the <u>President</u> to engage in derivative commodity transactions in accordance with the relevant provisions of this handling procedure and shall report to the most recent board of directors afterwards.</p> <p>The <u>President</u> shall always pay attention to the supervision and control of derivatives trading risks, and regularly evaluate whether the</p>	

Provision after Amendments	Provision before Amendments	Reasons for amendments
<p>currently in use are appropriate and whether they are in compliance with the company's established transaction processing procedures; and shall always pay attention to market changes. When any abnormality is found in the evaluation report, or the amount of loss on the position held reaches the standard for stop loss, the <u>chairman</u> shall take necessary response measures and report to the board of directors immediately. The board of directors shall have independent directors present and express their opinions.</p> <p>(The following is Omitted)</p>	<p>risk management procedures currently in use are appropriate and whether they are in compliance with the company's established transaction processing procedures; and shall always pay attention to market changes. When any abnormality is found in the evaluation report, or the amount of loss on the position held reaches the standard for stop loss, the <u>President</u> shall take necessary response measures and report to the board of directors immediately. The board of directors shall have independent directors present and express their opinions.</p> <p>(The following is Omitted)</p>	
<p>Article 12: This procedure was established on November 29, 2010. The 1<sup>st</sup> amendment was made on April 12, 2012. (The second to seventh times Omitted.) The 8<sup>th</sup> amendment was made on June 6, 2022. <u>The 9<sup>th</sup> amendment was made on June 4, 2025.</u></p>	<p>Article 12: This procedure was established on November 29, 2010. The 1<sup>st</sup> amendment was made on April 12, 2012. (The second to seventh times Omitted.) The 8<sup>th</sup> amendment was made on June 6, 2022.</p>	<p>Indicated the date of amendments made.</p>

## Annex 8

### AMICCOM Electronics Corporation

#### List of Directors Lifted from Non-Compete Restrictions

Identity	Name of Director	Concurrent position held with other company
Corporate Director	Top Taiwan XII Venture Capital Co., Ltd.	Director of Yun yun AI Baby camera Co., Ltd Director of Ocard Inc.
Representative of the Corporate Director	Andy, Chiu	Chairman of Top Taiwan XV Co., Ltd. Chairman of Representative of the corporate director of Top Taiwan XV Venture Capital Limited Partnership
Independent Director	Pei-Yu, Cheng	Representative of the corporate director of Shang Wave Technology Electronics Co., Ltd

## Appendix 1

### AMICCOM Electronics Corporation (The “Company”) Rules of Procedure for Shareholders’ Meetings

#### Article 1 (References)

To establish a strong governance system and sound supervisory capabilities for the Company’s shareholders’ meeting, and to strengthen management capabilities, the “Rules of Procedure for Shareholders’ meetings” (hereinafter refer to as the “Rules”) is adopted pursuant to Article 5 of the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.”

#### Article 2

The rules of procedures for the company’s shareholders’ meeting, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in the “Rules.”

#### Article 3 (Convening shareholders’ meetings and shareholders’ meeting notices)

Unless otherwise provided by law or regulation, the company’s shareholders’ meetings shall be convened by the board of directors.

When the company convenes a video meeting of shareholders, unless it is otherwise specified in the “Regulations Governing the Administration of Shareholder Services of Public Companies,” it should be stated in the articles of incorporation and resolved by the board of directors. Also, the video meeting of shareholders should be resolved with the consent of the majority board directors in the board meeting that is attended by more than two-thirds of the directors.

Changes to how the company convenes the shareholders’ meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders’ meeting notice.

The company shall prepare electronic versions of the shareholders’ meeting notice, proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders’ meeting or 15 days before the date of a special shareholders’ meeting. The company shall prepare electronic versions of the shareholders’ meeting agenda handbook and supplemental meeting materials and upload them to the Market Observation Post System (MOPS) 21 days before the date of the regular shareholders’ meeting or 15 days before the date of the special shareholders’ meeting. However, when the aggregated shareholding ratio of foreign investors and mainland Chinese investors reaches 30% or more as recorded in the shareholders’ register at the time of holding the regular shareholders’ meeting in the most recent fiscal year, the company shall upload the aforementioned electronic file by 30 days prior to the day on which the regular shareholders’ meeting is to be held. The company shall have prepared the shareholders’ meeting agenda and supplemental meeting materials and made them available for review by shareholders

at any time 15 days before the date of the shareholders' meeting, which shall also be displayed at the company, the professional shareholder services agent designated by the company.

The company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For physical shareholders' meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. The meeting notice may be given in electronic form with the consent of the addressee.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extemporary motion.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extemporary motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to the company a proposal for discussion at a regular shareholders' meeting. It is limited to only one proposal, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Shareholders may submit constructive proposals to urge the company to enhance public interests or fulfill social responsibilities. The said proposal is limited to one item in accordance with the procedures defined in Article 172-1 of the Company Act. If more than one proposal is submitted, it will not be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and not a proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

#### Article 4 (Attending shareholders' meetings by proxy and scope of authorization)

For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the company 5 days before the date of the shareholders' meeting. When proxy forms are delivered in duplication, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the company, if the shareholder intends to attend the meeting by correspondence or a virtual mode, a written notice of proxy cancellation shall be submitted to the company 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After a proxy form has been delivered to the company, if the shareholder intends to attend the meeting electronically, a written notice of proxy cancellation shall be submitted to the company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

#### Article 5 (Principles determining the time and place of a shareholders' meeting)

The venue for a shareholders' meeting shall be the premises of the company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

#### Article 6 (Preparation of documents such as the attendance book)

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding

paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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

In the event of a virtual shareholders' meeting, the company shall upload the meeting agenda handbooks, annual report, and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1 (Convening virtual shareholders' meetings and particulars to be included in shareholders' meeting notice)

To convene a virtual shareholders' meeting, the company shall include the follow particulars in the shareholders' meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events, at least covering the following particulars:
  - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
  - (2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
  - (3) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the quorum for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of

shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

(4) Actions to be taken if the outcome of all proposals has been announced and extemporary motion has not been carried out.

3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified. Except for the circumstances stipulated in Paragraph 6 of Article 44-9 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," shareholders should at least be provided with connection equipment and necessary assistance, and should be informed of the period during which shareholders can apply to the company and other relevant matters.

#### Article 7 (The chairman and non-voting participants of a shareholders' meeting)

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairman of the board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

The company may appoint its attorneys, certified public accountants, or related persons retained by it to attend the shareholders' meeting in a non-voting capacity.

#### Article 8 (Documentation of a shareholders' meeting by audio or video)



The company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders' meeting is held online, the company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast, and results of votes counted by the company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

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

In case of a virtual shareholders' meeting, the company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9 (Calculation of the number of shares representing by the shareholders present at the shareholders' meeting)

Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the company in accordance with Article 6.

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

#### Article 10 (Discussion of proposals)

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extemporary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chairman may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporary motions), except by a resolution of the shareholders' meeting. If the chairman declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chairman in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extemporary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

#### Article 11 (Shareholder speech)

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

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

Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman may terminate the speech.

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

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

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

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

#### Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders' meeting shall be calculated based on the number of voting rights.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

Except for a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that threshold is exceeded, the voting rights in excess of that threshold shall not be included in the calculation.

#### Article 13 (Proposal voting, scrutiny, and counting of votes)

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting

notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but has waived his/her rights with respect to the extemporary motions and amendments to original proposals of that meeting. It is therefore advisable that the company avoids the submission of extemporary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the company in the same way by which the voting rights were exercised two days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote; also, if one of them is passed, the other proposals will then be deemed rejected without the need of further voting.

The chairman shall appoint the vote monitoring and counting personnel for the voting on a proposal, provided that all monitoring personnel shall be shareholders of the Company.

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

When the company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual

meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

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

When the company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extemporary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

#### Article 14 (Election related matters)

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel 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 15 (Meeting minutes and signature matters)

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The company may distribute the meeting minutes referred to in the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the company.

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

When convening a virtual-only shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

#### Article 16 (Public disclosure)

On the day of a shareholders' meeting, the company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, the company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the company shall upload the content of such resolution to the MOPS within the prescribed time period.

#### Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

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

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the one set up by the company, the chairman may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

#### Article 18 (Recess and resumption of a shareholders' meeting)

When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule to suspend the meeting temporarily and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continuing use and not all the proposal (including extemporary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at the shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

#### Article 19 (Disclosure of information at virtual meetings)

In the event of a virtual shareholders' meeting, the company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

#### Article 20 (Location of the chair and secretary of virtual-only shareholders' meeting)

When the company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

#### Article 21 (Handling of disconnection)

In the event of a virtual shareholders' meeting, the company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders' meeting, when calling the meeting to order, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed 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 resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights, and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the quorum for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the "Regulations Governing the Administration of Shareholder Services of Public Companies."

According to the dates or period set forth under the last paragraph of Article 12 and Article 13, paragraph 3 of the "Regulations Governing the Use of Proxies for Attendance at Shareholders' meetings of Public Companies," and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," the company should handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

## Article 22 (Handling of digital divide)

When convening a virtual-only shareholders' meeting, the company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online. Except for the circumstances stipulated in Paragraph 6 of Article 44-9 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," shareholders should at least be provided



with connection equipment and necessary assistance, and should be informed of the period during which shareholders can apply to the company and other relevant matters.

#### Article 23

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

#### Article 24

These Rules were formulated on October 17, 2012.

The 1st amendment was made on April 25, 2013.

The 2nd amendment was made on June 8, 2017.

The 3rd amendment was made on June 10, 2020.

The 4th amendment was made on June 6, 2022.

The 5th amendment was made on May 27, 2024.

## Appendix 2

### AMICCOM Electronics Corporation Articles of Incorporation (Before Amendments)

#### Chapter 1 General Provisions

Article 1 The company is organized in accordance with the provisions of the Company Act and named “笙科電子股份有限公司” in the Chinese language, “AMICCOM Electronics Corporation” in the English language.(Referred to as “AMICCOM” hereinafter).

Article 2 The business of the company is as follows:

- 1.CC01070 Wireless communication machinery and equipment manufacturing industry
- 2.CC01080 Electronic component manufacturing industry
- 3.CC01101 Telecommunications control radio frequency equipment manufacturing industry
- 4.F601010 Intellectual property rights
- 5.I501010 Product design industry
- 6.CC01110 Computer and peripheral equipment manufacturing industry
- 7.ZZ99999 Except for chartered businesses, businesses that are not prohibited or restricted by laws and regulations may be operated

Article 3 The company shall have it's head-office in Hsinchu County and, if necessary, may set up branches or business offices in Taiwan and abroad upon a resolution of its board of directors and approval from the competent government authority.

The company's reinvestment is not subject to the restrictions on the total amount of reinvestment in Article 13 of the Company Act, and shall be handled in accordance with relevant laws and regulations and the company's articles of incorporation.

Article 3-1 The company may make external guarantees, which should be handled in accordance with the company's “Procedures for Endorsements/Guarantees.”

Article 3-2 The company's announcement is made in accordance with Article 28 of the Company Act and other relevant laws and regulations.

#### Chapter 2 Shares

Article 4 The total capital amount of the company is NT\$800 million with 80 million shares (it includes 2,350,000 shares appropriated for the issuance of employee stock option certificates to exercise stock options.) issued at a par value of NT\$10 per share; also, the board of directors is authorized to make multiple issuances for the stock shares yet to be issued.

Article 5 The company's stock shares are ordered shares. The company is exempted from printing certificates for the shares issued, but shall contact the centralized securities custody institution for registration.

Article 6 Unless otherwise provided by laws and regulations, the company's stock affairs are handled in accordance with the provisions of the “Regulations Governing the Administration of Shareholder Service of Public Companies.”

Article 7 The entries in the shareholders' roster shall not be altered within 60 days prior to the convening

date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders meeting, or within 5 days prior to the base date scheduled by the company for distribution of dividends, bonus, or other benefits.

## Chapter 3 Shareholders Meeting

Article 8 Shareholders meetings include both regular shareholders' meeting that is to be held at least once a year within 6 months after the fiscal year and special shareholders meeting that is to be held when necessary.

Article 8-1 The shareholders meeting can be held virtually or other methods announced by the central competent authority.

A video conference at a shareholders meeting should be conducted in accordance with the conditions, operating procedures, and other matters that should be complied with, unless it is otherwise regulated by the competent authority.

Article 9 The shareholders meeting is to be convened by the board of directors and chaired by the chairman of the board. The chairman who cannot hold the meeting in person shall designate a director to act as his/her agent. If no such appointment is made, the directors shall elect a person to act as his/her agent. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

Article 10 The shareholder who cannot attend the shareholders meeting for reasons may appoint a proxy to attend the meeting instead by providing the proxy form issued by the company and stating the scope of the proxy's authorization. In addition to the provisions of Article 177 of the Company Act, the rules for shareholders to attend by proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders Meetings of Public Companies" announced by the competent authorities.

Article 11 The company's shareholders shall have one voting right in respect of each share held, unless otherwise regulated in Article 179 of the Company Act.

Article 12 Resolutions at a shareholders meeting shall, unless otherwise provided for in this Act, be adopted by a majority vote of the shareholders or their representatives present at a meeting attended by majority of the shareholders who represent more than one-half of the total number of voting shares.

Article 12-1 When the company holds a shareholders meeting, shareholders may adopt exercise of voting rights by correspondence or electronic means. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but has waived his/her rights with respect to the extemporary motions and amendments to original proposals of that meeting. Also, such intent of the said shareholder should be expressed in accordance with the provision of Article 177-2 of the Company Act.

Article 13 The date, place, and reason for convening the meeting shall be notified to all shareholders 30 days before the regular meeting of shareholders and 15 days before the extemporary meeting convened. The shareholders meeting notice may be given in electronic form with the consent of the addressee. The meeting convening notice to be given by an issuer to shareholders who own less than 1,000 ordered stock shares may be given in the form of a public announcement.

Article 13-1 When the company intends to have the stocks withdrawn from public issuance, it must be presented in the shareholders meeting for resolution before the decision can be made, and this

provision cannot be changed during the emerging stock period and the listing (OTC) period.

## Chapter 4 Directors

Article 14 The company has five to nine directors and at least three independent directors appointed for a 3-year term and eligible for re-election. Liability insurance policies shall be acquired for directors according to their lawful responsibilities for compensation within the scope of their business execution during their term of office.

The election of directors is handled in accordance with the candidate nomination system; also, they are elected from the candidate list accordingly in the shareholders meeting. A cumulative voting system is adopted for the election of directors, which should be handled in accordance with the Company Act, Securities and Exchange Act, and other relevant regulations. Independent directors and non-independent directors shall be elected together with the voting rights calculated separately for independent and non-independent director seats.

The professional qualifications, shareholding and part-time restrictions of independent directors, determination of independence, nomination methods, and other matters that should be complied with should be handled in accordance with the relevant regulations of the security regulatory authority.

Article 15 The total number of registered shares held by all directors of the company is determined in accordance with the standards set by the competent authority.

Article 16 When the number of vacancies in the board of directors equals to one third of the total number of directors, the board of directors shall call, within 60 days, the special shareholders meeting to elect succeeding directors to fill the vacancies for the remaining service time of the dismissed directors.

Article 17 When a director's term of office expires without a re-election held in time, his/her executive duties shall be extended until the re-elected director takes office. However, the competent authority may order the company to hold a re-election within a time limit. If the company fails to hold the re-election as instructed within the time limit, he/she will be automatically dismissed at the end of the term of office.

Article 18 The board of directors is organized by the directors. A chairman and a vice chairman shall be elected among the directors by a majority vote at a meeting attended by over two-thirds of the directors. Elect a chairman to execute all affairs of the company in accordance with the laws and regulations, articles of incorporation, resolutions of the shareholders meeting and the board of directors. One vice chairman of the board of directors can be elected in the same way, when necessary.

Article 19 The company's operating policies and other important matters are handled in accordance with the resolution of the board of directors. Except for the first board meeting of each term of office is convened in accordance with the provisions of Article 203 of the Company Act, the chairman is to convene and chair the rest of the board meetings. The agent of the chairman who is to chair the meeting in the absence of the chairman should have it handled in accordance with Article 208 of the Company Act.

The company may have the board of directors' meetings convened with all directors notified in writing, or via E-mail or fax.

Article 20 Unless otherwise provided for in the Company Act, resolutions of the board of directors shall be adopted by majority of the directors at a meeting attended by majority of the directors. The

director who cannot attend the board meeting for reasons may appoint a proxy to attend the meeting instead with the scope of the proxy's authorization indicated. A director may issue only one proxy form and appoint only one proxy for any given board meeting. For a video conference of board meetings, directors who participate in the meeting via video conference are deemed to be present in person. The powers of the board of directors are as follows:

1. Review the annual business plan and supervise the implementation of the business plan.
2. Review the earnings distribution or deficit compensation.
3. Review the capital increase or decrease proposals.
4. Draft up the addition and amendments to the company's articles of incorporation, and approve the organizational charters.
5. Review and approve important external contracts.
6. Review the budgets and final accounts.
7. Establish and dissolve branches.
8. Review material capital expenditure plans.
9. Approve real estate trades and investment in other enterprises.
10. Select and contract certified public accounts and legal consultants.
11. Convene shareholders meetings and present business reports.
12. Approve the company's applications to financial institutions for financing, guarantees, acceptances, and other external advances, loans, and borrowings.
13. Approve the endorsements, acceptances, and commitments in the name of the company.
14. Handle the appointment, dismissal, and remuneration of the company's president and managerial officers.
15. Exercise the powers vested in accordance with the laws and regulations, articles of incorporation, and resolutions of the shareholders meeting.

Article 21 Board meeting minutes shall be prepared for the signature or seal of the chairman, which should be reserved within the company along with the attendance book of directors and the proxies of the representative of directors.

Article 22 The company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, and the Audit Committee is responsible for executing the supervisors' powers stipulated in the Company Act, the Securities and Exchange Act, and other laws.

Article 23 The board of directors is authorized to determine the remuneration of the directors with reference to their participation in the business operation and the value they have contributed, and the standards of the relevant peers.

## Chapter 5 Management

Article 24 The company has several managerial officers appointed with their appointments, dismissal, and remunerations processed in accordance with Article 29 of the Company Act.

## Chapter 6 Accounting

Article 25 The Board of Director shall prepare the following statements and submit them to the regular shareholders' meeting for ratification at the end of each fiscal year: 1. Business report. 2. Financial statements. 3. Proposals for earnings distribution or deficit compensation.

Article 26 If the company makes profits for the year, an amount not less than 15%~20% of the profits

should be appropriated as remuneration to employees; which is to be distributed in shares or cash by the resolution of the board of directors, and the recipients of the distribution may include the employees of affiliated companies who meet certain conditions; also, an amount not more than 3% of the profits should be appropriated as remuneration to directors. The distribution of remuneration to employees and directors should be resolved by the board of directors with the approval of more than one-half of the directors present in the meeting that is attended by more than two-thirds of the directors; also, it shall be reported in the shareholders meeting.

However, if the company still has accumulated losses, an amount should be reserved to make up for the losses with the remaining amount distributed to employees and directors according to the percentage stated in the preceding paragraph.

Article 26-1 The earnings in the company's annual final accounts, if any, should be applied for distribution as follows:

1. Tax withholding.
2. Make up for accumulated losses (including the adjustments made to the unappropriated amount).
3. Appropriate an amount equivalent to 10% of the earnings as legal reserve, until the amount of legal reserve equals to the company's additional paid-in capital.
4. Appropriate or reverse the special reserve in accordance with the laws and regulations or the requirements of the competent authority.
5. The remaining amount after the appropriation specified in paragraphs 1~4 is added to the accumulated unappropriated earnings of the previous period for the distribution of shareholder dividends. The board of directors is to prepare a profit distribution or retention proposal with new shares issued, which should be proposed to the shareholders meeting for resolution before distribution.

The company may authorize the board of directors to have the dividends distributed in the form of cash in whole or in part by a resolution reached by a majority of the board directors present at the meeting that is attended by two-thirds or more of the directors; also, it should be reported to the shareholders meeting in accordance with the provision of Article 240, paragraph 5 of the Company Act.

Article 26-2 The company is in the growth stage. The board of directors should consider the company's long-term financial planning, future investment plans, capital budget, and other factors, and appropriately distribute stock dividends or cash dividends, of which, the proportion of cash dividends shall not be less than 10% of the total shareholder dividends, to respond to future business expansion plans.

Article 26-3 The company will distribute all or part of the legal reserve and additional paid-in capital to shareholders in the form of new shares or cash proportionally to their original shares in accordance with the provision of Article 241 of the Company Act. The company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as shareholder dividends distributed in the form of cash; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting; also, for the shareholder dividends distributed in the form of shares, it should be submitted to the shareholders meeting for resolution before distribution.

## Chapter 7 Supplemental Provisions

Article 27 The company's organizational chart and enforcement rules shall be formulated separately by the board of directors.

Article 28 The matters not addressed in the company's articles of incorporation shall be handled in accordance with the Company Act and other related laws and regulations.

Article 29 The article of incorporation was enacted on September 15, 2005.

The 1<sup>st</sup> amendment was made on October 25, 2005.

The 2<sup>nd</sup> amendment was made on June 26, 2006.

The 3<sup>rd</sup> amendment was made on March 30, 2007.

The 4<sup>th</sup> amendment was made on June 25, 2007.

The 5<sup>th</sup> amendment was made on June 25, 2008.

The 6<sup>th</sup> amendment was made on June 25, 2009.

The 7<sup>th</sup> amendment was made on November 29, 2010.

The 8<sup>th</sup> amendment was made on May 31, 2011.

The 9<sup>th</sup> amendment was made on April 12, 2012.

The 10<sup>th</sup> amendment was made on October 17, 2012.

The 11<sup>th</sup> amendment was made on June 11, 2014.

The 12<sup>th</sup> amendment was made on June 2, 2015.

The 13<sup>th</sup> amendment was made on June 6, 2016.

The 14<sup>th</sup> amendment was made on June 8, 2017.

The 15<sup>th</sup> amendment was made on June 8, 2018.

The 16<sup>th</sup> amendment was made on June 5, 2019.

The 17<sup>th</sup> amendment was made on June 10, 2020.

The 18<sup>th</sup> amendment was made on June 6, 2022.

AMICCOM Electronics Corporation

Chairman: San Tan, Tzeng

## Appendix 3      AMICCOM Electronics Corporation (the “Company”)

### Rules of Procedure for Acquisition or Disposal of Assets (Before Amendments)

Article 1: This procedure is established in accordance with the Securities Exchange Act and the guidelines for the acquisition or disposal of assets by publicly listed companies. The Company shall handle the acquisition or disposal of assets in accordance with this procedure, in addition to complying with the law.

Article 2: The scope of assets referred to in this procedure is as follows:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities of recognition funds, depositary receipts, warrants, beneficiary securities, and asset-backed securities, etc.
2. Real estate (including land, houses and buildings, and investment properties) and equipment.
3. Memberships.
4. Intangible assets such as patent rights, copyright, trademark rights, and licensing rights.
5. Right-of-use assets.
6. The claims of financial institutions (including receivables, foreign exchange purchases and discounts, loans, and collection of payments).
7. Derivative products.
8. Assets acquired or disposed of through legal mergers, divisions, acquisitions, or share transfers.
9. Other major assets.

Article 3: Definitions of Terms:

1. Derivative products: Refers to forward contracts, options contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the aforementioned contracts, or structured products that embed derivative products, whose value is derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indices, credit ratings or credit indices, or other variables. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sale) contracts.
2. Assets obtained or disposed of through legal mergers, splits, acquisitions, or share transfers: This refers to assets obtained or disposed of through mergers, splits, or acquisitions conducted in accordance with the Business Merger Act, Financial Holding Company Act, Financial Institution Merger Act, or other laws, or through the issuance of new shares to acquire shares of another company as stipulated in Article 156-3 of the Company Act (hereinafter referred to as share transfers).
3. related parties and subsidiaries: should be determined in accordance with the financial reporting standards for securities issuers.
4. professional appraisers: Refers to real estate appraisers or others who are legally permitted



to engage in real estate and equipment appraisal business.

5. Date of occurrence of the event: Refers to the earlier date among the transaction signing date, payment date, entrusted transaction date, transfer date, board resolution date, or any other date that can sufficiently determine the transaction counterpart and transaction amount. However, for investors who require approval from the competent authority, the earlier date among the aforementioned dates or the date of receiving approval from the competent authority shall prevail.
6. Investment in Mainland China: Refers to investments or technology cooperation in the Mainland area conducted in accordance with the regulations set forth by the Ministry of Economic Affairs' Investment Review Committee regarding investment or technology cooperation permits in the Mainland.
7. The term "most recent financial statements" in this procedure refers to the financial statements that the Company has publicly disclosed and which have been audited or reviewed by an accountant in accordance with the law, prior to the acquisition or disposal of assets.

In this program, any terms not defined herein shall be governed by the provisions of the "Guidelines for the Acquisition or Disposal of Assets by Publicly Issued Companies" as established by the competent authority.

#### Article 4: Evaluation Procedures for Acquiring and Disposing of Assets:

- I. When the Company acquires or disposes of assets, the responsible unit should conduct a feasibility assessment of the reasons for the acquisition or disposal, the subject matter, the counterparty, the transfer price, the payment terms, and the basis for price reference, and then submit it for decision by the responsible authority.

The principles for determining prices and reference criteria are as follows:

1. The acquisition or disposal of securities traded on a centralized exchange or at a securities dealer's business location shall be determined based on the prevailing stock or bond prices at that time.
  2. When acquiring or disposing of securities that are not traded on centralized exchanges or at brokerage offices, one should consider factors such as net asset value per share, profitability, future development potential, market interest rates, bond coupon rates, the creditworthiness of the debtor, and the agreed transaction price at that time.
  3. Acquire or dispose of other assets not covered in the previous two items by choosing one of the following methods: price comparison, negotiation, or bidding. This should be determined with reference to the announced present value, assessed present value, actual
- II. The valuation reports or opinions obtained by the Company from accountants, lawyers, or securities underwriters must comply with the following requirements for the professional valuers and their valuation personnel, accountants, lawyers, or securities underwriters:
    1. Has not been definitively sentenced to more than one year of imprisonment for violating the Securities Exchange Act, Company Act, Banking Act, Insurance Act, Financial Holding Company Act, Business Accounting Act, or for fraud, breach of trust, embezzlement, forgery, or any criminal acts related to business. However, this does not apply if the sentence

has been served, the probation period has expired, or if three years have passed since a pardon was granted.

2. The parties involved in the transaction must not be related parties or have a substantial relationship with related parties.
3. If the Company is to obtain valuation reports from more than two professional appraisers, the different professional appraisers or valuers must not be related parties or have substantial relationships with each other.

The personnel mentioned above, when issuing valuation reports or opinions, should act in accordance with the self-regulatory standards of their respective industry associations. Their declarations should include statements regarding the professionalism and independence of the relevant personnel, that the information used has been assessed as appropriate and reasonable, and that they have complied with relevant laws and regulations.

#### Article 5: Procedures for Acquiring and Disposing of Assets:

##### I. Authorization limits and levels:

1. The acquisition or disposal of the Company's assets must be proposed by the executing unit in the annual budget and approved by the board of directors. Once approved, the acquisition or disposal within the budgetary limit for that fiscal year is authorized to be decided by the chairman.
2. If there is a temporary need for the acquisition or disposal of assets outside the annual budget, and the amount is below NT\$100 million (inclusive), the chairman is authorized to make the decision. For amounts exceeding NT\$100 million, approval from the board of directors is required.

##### II. Execution Unit:

1. Stocks, government bonds, corporate bonds, financial bonds, securities of recognition funds, depositary receipts, warrants (for purchase/sale), beneficiary securities, asset-backed securities, investments, claims of financial institutions, and derivative financial products: The finance department is responsible for execution.
2. Other assets aside from item 1: to be executed by the using department and relevant responsible units.

##### III. Transaction Process:

1. The Company shall obtain a professional appraisal report issued by a qualified appraiser prior to the occurrence of the transaction for the acquisition or disposal of real estate, equipment, or their usage rights assets, except for transactions with domestic government agencies, self-commissioned construction, land leasing for construction, or the acquisition or disposal of equipment or their usage rights assets for business use, when the transaction amount reaches twenty percent of the Company's paid-in capital or exceeds three hundred million New Taiwan Dollars, and must comply with the following regulations:
  - (1) If a transaction price needs to be referenced based on a limited price, specific price, or special price due to special reasons, the transaction must first be approved by a resolution of the board of directors; the same applies if there are subsequent changes to the

transaction conditions.

- (2) If the transaction amount exceeds NT\$1 billion, it is required to have the valuation conducted by two or more professional appraisers.
  - (3) If the valuation results of a professional appraiser fall into any of the following situations, except when the valuation results for the acquired assets are all higher than the transaction amount, or the valuation results for the disposed assets are all lower than the transaction amount, an accountant should be consulted to provide specific opinions on the reasons for the discrepancies and the appropriateness of the transaction prices:
    - ① The difference between the estimated value and the transaction amount exceeds twenty percent of the transaction amount.
    - ② The valuation results of two or more professional appraisers differ by more than ten percent of the transaction amount.
  - (4) The date of the report issued by the professional appraiser and the date of the contract establishment shall not exceed three months. However, if the same announcement of present value applies and has not exceeded six months, the original professional appraiser may issue an opinion letter.
2. When the Company acquires or disposes of securities, it should obtain the most recent financial statements of the target company that have been audited or reviewed by an accountant prior to the occurrence of the event as a reference for assessing the transaction price. Additionally, if the transaction amount reaches twenty percent of the Company's paid-in capital or exceeds three hundred million New Taiwan Dollars, the Company should consult an accountant for an opinion on the reasonableness of the transaction price prior to the occurrence of the event. However, this requirement does not apply if the securities have a publicly quoted price in an active market or if there are other regulations set by the Financial Supervisory Commission.
  3. If the Company acquires or disposes of intangible assets or their usage rights, or membership certificates with a transaction amount reaching twenty percent of the Company's paid-in capital or exceeding three hundred million New Taiwan Dollars, except for transactions with domestic government agencies, it should consult an accountant for an opinion on the reasonableness of the transaction price prior to the occurrence of the event.

The calculation of the transaction amounts for the first to third items shall be conducted in accordance with the provisions of Article 6, Paragraph 1, Item 7. The valuation report issued by a professional appraiser obtained in accordance with these regulations or the opinion of an accountant shall not be included again.

4. The company that acquires or disposes of assets through court auction procedures may use the certification documents issued by the court in place of the valuation report or accountant's opinion.
5. Related party transactions:
  - (1) When the company acquires or disposes of assets with related parties, in addition to following the prescribed procedures for relevant resolutions and assessing the reasonableness of transaction terms, if the transaction amount exceeds ten percent of the

company's total assets, a valuation report issued by a professional appraiser or an accountant's opinion must also be obtained as required. The calculation of the transaction amount shall be conducted in accordance with the provisions of Article 6, Paragraph 1, Item 7. When determining whether the transaction counterpart is a related party, in addition to considering its legal form, the substantive relationship should also be taken into account.

(2) The company shall obtain the approval of the audit committee and submit it to the board of directors for approval before signing a transaction contract and making payments when acquiring or disposing of real estate or its usage rights from related parties, or acquiring or disposing of other assets from related parties, and the transaction amount reaches 20% of the company's paid-in capital, 10% of total assets, or exceeds NT\$300 million. This does not apply to the purchase and sale of domestic government bonds, bonds with buyback conditions, or the subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.

- ① The purpose, necessity, and expected benefits of acquiring or disposing of assets.
- ② The reason for selecting related parties as transaction counterparts.
- ③ Obtain relevant information to assess the reasonableness of the proposed transaction conditions for real estate or its usage rights from related parties in accordance with the provisions of 5.(4) to 5.(7) of this section.
- ④ The original acquisition date and price of related parties, the trading counterparties, and their relationship with the Company and related parties, among other matters.
- ⑤ Projected cash flow forecast for each month in the year following the start of the contract, and an assessment of the necessity of the transaction and the reasonable
- ⑥ The appraisal report issued by a professional appraiser obtained in accordance with the previous provisions, or the opinion of an accountant.
- ⑦ The restrictions and other important agreements for this transaction.

The calculation of the transaction amount mentioned in the previous paragraph shall be conducted in accordance with the provisions of Article 6, Paragraph 1, Item 7. The term "within one year" refers to the date of the occurrence of this transaction, counting backward for one year. The portion that has been approved by the audit committee in accordance with the regulations of this procedure and submitted to the board of directors for approval shall not be recalculated.

The company and its parent company, subsidiaries, or subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital engage in the following transactions with each other. The board of directors may authorize the President to proceed with the transactions within a certain limit, and subsequently report to the most recent board meeting for ratification.

- ① Acquire or dispose of equipment for business use or the rights to use such assets.
  - ② Acquire or dispose of real estate or usage rights assets for business use.
- (3) The company shall obtain the approval of more than half of the members of the audit committee before submitting asset acquisition or disposal transactions for discussion by

the board of directors, in accordance with the provisions of item 5.(2), and then present it for a resolution by the board of directors.

If the company or its subsidiaries that are not publicly listed companies in the country engage in transactions under item 5.(2) with a transaction amount exceeding ten percent of the Company's total assets, the Company must submit the information listed in item 5.(2) to the shareholders' meeting for approval before signing the transaction contract and making payments. However, transactions between the Company and its parent company, subsidiaries, or between subsidiaries are not subject to this limitation.

The calculation of the transaction amount shall be conducted in accordance with the provisions of Article 6, Paragraph 1, Item 7. It has been approved by the Audit Committee in accordance with the regulations of this procedure and submitted to the shareholders' meeting, board of directors, and the Audit Committee for approval, and the portion that has been approved does not need to be recalculated.

- (4) The company shall assess the reasonableness of the transaction costs when acquiring real estate or its usage rights from related parties, according to the following methods, and shall consult with an accountant for review and to express specific opinions:
  - ① The necessary capital interest and costs that the buyer is legally obligated to bear should be added to the transaction price between related parties. The necessary capital interest cost is calculated based on the weighted average interest rate of the loans borrowed by the company in the year of asset acquisition, but it must not exceed the maximum borrowing interest rate for non-financial industries published by the Ministry of Finance.
  - ② If a related party has previously used the subject property to secure a loan from a financial institution, the total assessed value of the loan against the subject property by the financial institution must be considered. However, the actual cumulative loan value against the subject property by the financial institution should reach at least 70% of the assessed total value, and the loan period must exceed one year. This does not apply if the financial institution and one party to the transaction are related parties.
- (5) For those who merge the purchase or lease of the same property, including land and buildings, they may assess the transaction costs separately for the land and buildings according to any method listed in item 5.(4) of this section, and consult with an accountant for review and to express specific opinions.
- (6) If the Company acquires real estate or its usage rights from related parties, it shall handle it in accordance with the provisions of 5.(2) to 5.(3) in the preceding section if any of the following circumstances apply.
  - ① The related party acquires real estate or its usage rights through inheritance or gift.
  - ② The time since the related party entered into a contract to acquire real estate or its usage rights has exceeded five years from the date of this transaction contract.
  - ③ Sign a joint construction contract with related parties, or obtain real estate by commissioning related parties to build on land through land commission or lease land commission.

- ④ The Company and its parent company, subsidiaries, or subsidiaries in which it directly or indirectly holds 100% of the issued shares or total capital, acquire real estate usage rights assets for business use among each other.
- (7) When the Company acquires real estate or its usage rights from related parties, and the evaluation results according to sections 5.(4) and 5.(5) are lower than the transaction price, it should be handled according to section 5.(8). However, if there are the following circumstances and objective evidence is provided along with specific reasonable opinions from professional appraisers and accountants, this limitation does not apply:
- ① A related party that acquires land or leases land for further construction may provide evidence that meets one of the following conditions:
- A. The assessment of the property shall be conducted according to the methods specified in the previous regulations, where the construction cost incurred by related parties is added to a reasonable construction profit. If the total exceeds the actual transaction price, it will be considered. The term "reasonable construction profit" shall be based on the lower of the average gross profit margin of the construction sector of related parties over the past three years or the most recent gross profit margin published by the Ministry of Finance for the construction industry.
- B. Other transactions involving non-related parties for the same property in other floors or nearby areas within one year, which have similar areas and whose transaction conditions are assessed to be comparable after considering the reasonable price differences based on customary practices in real estate sales or leases.
- ② The company provides evidence that the real estate purchased from related parties or the lease obtained for the use rights of real estate has transaction conditions comparable to other non-related party transactions in the neighboring area within one year and with similar area. The so-called neighboring area transaction cases are based on the same or adjacent blocks and within a radius of no more than 500 meters from the transaction object, or those with similar public valuation; the term "similar area" means that the area of other non-related party transaction cases is not less than 50% of the area of the transaction object; the term "within one year" is based on the date when the acquisition of the real estate or its use rights asset occurs, counting backward for one year.
- (8) If the Company acquires real estate or its usage rights from related parties, and the evaluation results according to sections 5.(4) to 5.(7) are lower than the transaction price, the following matters should be handled:
- ① According to Article 41, Paragraph 1 of the Securities and Exchange Act, a special surplus reserve must be set aside for the difference between the transaction price of real estate or its usage rights and the assessed cost, and this amount cannot be distributed or used for capital increase stock allocation. For investors who evaluate their investments in this company using the equity method and are publicly listed companies, they must also set aside a special surplus reserve based on their shareholding ratio according to the same provision.
- ② The audit committee shall act in accordance with the provisions of Article 218 of the Company Act.

- ③ Actions taken pursuant to sections 5.(8) ① and ② shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.
- ④ The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.
- ⑤ When the company obtains real property or right-of-use assets thereof from a related party, it shall also comply with sections 5.(8) ① to 5.(8)② if there is other evidence indicating that the acquisition was not an arms length transaction.

## 6. Engaging in Derivatives Trading:

### (1) Trading principles and strategies:

- ① Operation or hedging strategy: The responsible units of the Company shall engage in various derivative product transactions within the authorized limits of this processing procedure in order to fully utilize excess funds and avoid the reduction of asset value caused by fluctuations in exchange rates and interest rates. The Company's strategy should be based on the avoidance of operational risks, and the operating currency should be limited to foreign exchange income, expenditure, assets or liabilities generated by the Company's business operations. In addition, the transaction counterparty should, as far as possible, choose a financial institution that has business dealings with the Company to avoid credit risk.
- ② Division of responsibilities and performance evaluation guidelines: Only financial department personnel who have been authorized by the board of directors and approved by the President can engage in derivative commodity transactions. Approved financial department personnel must submit an evaluation report on the proposed transaction items, purposes, amounts, deadlines, and estimated gains and losses, and submit it to the President for approval before implementation.
- ③ Cap on the total amount of trading contracts: The total amount of derivative trading contracts of this company shall not exceed 20% of the company's paid-in capital or NT\$100 million in one year.
- ④ Closing of positions due to trading contract losses: For derivative commodity transactions that are not for hedging purposes (i.e. for trading purposes), except for risk-free arbitrage transactions, in order to avoid major losses caused by drastic changes in trading uncertainties, if the loss amount of an individual contract exceeds 10% of the trading contract or the cumulative loss amount of all contracts within one year exceeds US\$100,000, the position must be closed immediately within two days of the trading time to stop the loss, and a special report must be signed immediately. The term "within one year" mentioned in the above clauses refers to the date on which the current transaction occurs, and is calculated back one year.

(2) Transaction risk management measures:

- ① Credit risk management: The company's trading partners are limited to well-known domestic and foreign financial institutions and the products they provide.
- ② Market risk management: Mainly based on the public foreign exchange market provided by banks, and not considering the futures market for the time being.
- ③ Liquidity risk management: To ensure market liquidity, financial products with high liquidity (i.e., able to be flattened in the market at any time) are selected. Financial institutions entrusted with transactions must have sufficient information and the ability to trade in any market at any time.
- ④ Cash flow risk management: To ensure the stability of working capital turnover, the company's source of funds for derivative commodity transactions is limited to its own funds, and the amount of its operations should take into account the funding needs of the cash receipts and payments forecast for the next three months.
- ⑤ Operational risk management: The company's derivatives trading personnel and confirmation, delivery and other operational personnel shall not hold concurrent positions; risk measurement, supervision and control personnel shall belong to different departments from the personnel in the preceding paragraph and shall report to the board of directors or to senior executives who are not responsible for trading or position decisions; when trading personnel engage in derivatives trading, they shall establish a reference book and record in detail the type of derivatives trading, amount, date of approval by the board of directors and matters that should be carefully evaluated in accordance with this handling procedure.
- ⑥ Commodity risk management: Internal traders should have complete and correct professional knowledge of financial products and require banks to fully disclose risks to avoid misuse of financial product risks.
- ⑦ Legal risk management: Documents signed with financial institutions should be reviewed by specialized legal advisors before they can be formally signed to avoid legal risks.

(3) Internal Audit System

The company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, Audit committee shall be notified in writing.

(4) Regular evaluation methods and abnormal handling situations

- ① For derivative commodity trading contracts, the finance department should calculate the net profit and loss based on the market price every week and submit it to the President for review. For the positions held, it should be evaluated at least once a week and submitted to the President for review. However, for hedging transactions for business transactions, it should be evaluated at least twice a month, and the evaluation report should be submitted to the President for review, so as to determine whether to make offsetting transactions in advance.



- ②The finance department should pay attention to market changes at all times. When it finds abnormal market prices or the loss amount of the positions held reaches the standard for stop loss, it should formulate necessary response measures and report to the President immediately.

(5) Supervision and Management

The board of directors authorizes the financial department personnel approved by the President to engage in derivative commodity transactions in accordance with the relevant provisions of this handling procedure and shall report to the most recent board of directors afterwards.

The President shall always pay attention to the supervision and control of derivatives trading risks, and regularly evaluate whether the risk management procedures currently in use are appropriate and whether they are in compliance with the company's established transaction processing procedures; and shall always pay attention to market changes. When any abnormality is found in the evaluation report, or the amount of loss on the position held reaches the standard for stop loss, the President shall take necessary response measures and report to the board of directors immediately. The board of directors shall have independent directors present and express their opinions.

During the board of directors meeting, directors shall have necessary discussions on whether the performance of the company's derivatives trading is in line with the established business strategy and whether the risks assumed are within the company's tolerance.

7. Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

- (1) The company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by a public company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.
- (2) The company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in 7.(1) when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger,

demerger, or acquisition, this restriction shall not apply.

- (3) Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.
- (4) A company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.
- (5) A company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.
- (6) When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:
  - ① Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
  - ② Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
  - ③ Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of director meetings.
- (7) When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in 7.(6) ① and ② to the FSC for recordation.
- (8) Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of 7.(6) and 7.(7).
- (9) Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in

their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

- (10) The company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to their shareholders' meeting. The companies participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:
- ① Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
  - ② An action, such as a disposal of major assets, that affects the company's financial operations.
  - ③ An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
  - ④ An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
  - ⑤ An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
  - ⑥ Other terms/conditions that the contract stipulates may be altered and that have been publicly
- (11) The contract for participation by the companies in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:
- ① Handling of breach of contract.
  - ② Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
  - ③ The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
  - ④ The manner of handling changes in the number of participating entities or companies.
  - ⑤ Preliminary progress schedule for plan execution, and anticipated completion date.
  - ⑥ Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
- (12) After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies

shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

- (13) Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the public company(s) shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of 7.(4) to 7.(9) and 7.(12).

#### Article 6: Public Announce and Report Procedures:

- I. Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:
1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
  2. Merger, demerger, acquisition, or transfer of shares.
  3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
  4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
    - (1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
    - (2) For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
  5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
  6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million;

provided, this shall not apply to the following circumstances:

- (1) Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
    - (2) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
  7. The calculation method of the transaction amount in the preceding paragraph is as follows, and "Within the preceding year" as used in the paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.
    - (1) The amount of any individual transaction.
    - (2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
    - (3) The cumulative transaction amount of acquisitions and disposals of real property or right-of-use assets thereof within the same development project within the preceding year.
    - (4) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.
  8. The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.
  9. When the company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.
  10. The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.
- II. Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the regulations, a public report of relevant information shall be made on the information reporting website designated by the Financial Supervisory Commission within 2 days counting inclusively from the date of occurrence of the event:
1. Change, termination, or rescission of a contract signed in regard to the original transaction.
  2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
  3. Change to the originally publicly announced and reported information.
- III. The format of public announcements shall be in accordance with the public announcement

format prescribed by the Financial Supervisory Commission.

Article 7: In addition to acquiring assets for business use, the Company and its subsidiaries may also invest in the purchase of real estate and its right-to-use assets or securities not for business use, and the limits on the amounts are as follows:

- I. The total amount of real estate and its right-to-use assets purchased by the company and its subsidiaries individually shall be limited to 20% of the paid-in capital of the company and its subsidiaries individually.
- II. The total amount of investment (excluding the assessment of loss allowance) in long-term and short-term securities made by the company and its subsidiaries individually shall not exceed the total amount of shareholders' equity in the most recent financial statements, unless approved by the company and its subsidiaries' individual shareholders' meetings. The total amount of short-term investment in a single security (excluding the assessment of loss allowance) shall not exceed 50% of the total amount of shareholders' equity in the most recent financial statements.

Article 8: The control procedures for the acquisition or disposal of assets by the company's subsidiaries:

- I. In addition to complying with the limit in the previous article, the company's subsidiaries shall establish asset acquisition or disposal procedures in accordance with the regulations of the Financial Supervisory Commission and shall follow the relevant procedures when acquiring or disposing of assets.
- II. Where a subsidiary of the company is not a domestic public company and acquires or disposes of assets that meet the standards for public announcement and reporting prescribed in these procedures, the company shall do so.
- III. The paid-in capital or total assets of the subsidiaries of the company shall be based on the paid-in capital or total assets of the company.

Article 9: When the managers and handling personnel of the company violate the provisions of this procedure, they will be punished according to the severity of the circumstances and the relevant regulations of the company.

Article 10: Matters not covered in this procedure shall be handled in accordance with relevant laws and regulations and the Company's relevant regulations.

Article 11: This operating procedure must be agreed by the audit committee, and be approved by the board of directors, and it shall be implemented upon the consent of the shareholders' meeting. The same applies to amendments.

If the resolution is not approved by more than half of all members of the audit committee, it may be implemented by the approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The total number of members of the audit committee and the total number of directors referred to in the preceding paragraph shall be calculated based on those actually in office.

Article 12: This procedure was established on November 29, 2010.

The 1<sup>st</sup> amendment was made on April 12, 2012.

The 2<sup>nd</sup> amendment was made on June 11, 2014.

The 3<sup>rd</sup> amendment was made on June 2, 2015.

The 4<sup>th</sup> amendment was made on June 6, 2016.

The 5<sup>th</sup> amendment was made on June 8, 2017.

The 6<sup>th</sup> amendment was made on June 5, 2019.

The 7<sup>th</sup> amendment was made on June 10, 2020.

The 8<sup>th</sup> amendment was made on June 6, 2022.

## Appendix 4

### AMICCOM Electronics Corporation Shareholdings of Directors

1. The company's paid-in capital is NT\$552,761,180 with a total of 55,276,118 shares issued.
2. According to the provision of Article 26 of the Securities and Exchange Act, the total shareholding of all directors of the company shall not be less than 4,422,090 shares.
3. The number of shares as recorded in the shareholder register as of the book-entry closing date (April 6, 2025) of this regular shareholders' meeting is as follows:

April 6, 2025

Position	Name	The number of shares	Shareholding ratio
Chairman	San Tan, Tzeng	1,523,967	2.76%
Director	Top Taiwan XII Venture Capital Co., Ltd.	1,350,000	2.44%
Director	Taiheyi Investment Co., Ltd.	677,341	1.23%
Director	Lanyun Investment Co., Ltd.	737,011	1.33%
Independent Director	Yih-Lang, Lee	0	0%
Independent Director	Hsu-Tong, Deng	0	0%
Independent Director	Chih-Hao, Kao	0	0%
Independent Director	Pei-Yu, Cheng	0	0%
Number of shares held by all directors		4,288,319	7.76%

Note: The 4,288,319 shares held by all directors, plus the 395,000 shares held by the representative, Ho-Chang, Tsai, of Taiheyi Investment Co., Ltd. for a total of 4,683,319 shares, so it meets the requirement that the total shareholding of all directors must not be less than 4,422,090 shares issued.



## Appendix 5. Other instructions

The reason why the proposal proposed by a shareholder holding 1% or more of the total number of issued shares is excluded from the agenda:

The company did not receive any application filed for proposals from the shareholder during the period of accepting shareholder proposals (March 28, 2025 ~ April 7, 2025).