

# AMICCOM Electronics Corporation (The “Company”)

## Board of Directors Annual Operations Status for the Year 2025

The company's board of directors held a total of 6 meetings in the year 2025(A), with the attendance of directors as follows.

Title	Name	Attendance in Person (B)	By Proxy	Attendance Rate (%) 【B/A】	Remarks
Chairman	San-Tan, Tzeng	5	0	100	Re-election
Director	Top Taiwan XII Venture Capital Co., Ltd., Representative : Andy Chiu	5	0	100	Re-election
Director	Taiheyi Investment Co., Ltd., Representative : Ho-Chang, Tsai	5	0	100	Re-election
Director	Lanyun Investment Co., Ltd., Representative : Fang-Lih, Lin	5	0	100	Re-election
Independent Director	Yih-Lang, Li	5	0	100	Re-election
Independent Director	Hsu-Tong, Deng	5	0	100	Re-election
Independent Director	Chih-Hao, Kao	5	0	100	Re-election
Independent Director	Pei-Yu, Cheng	4	1	80	New Appointment

Note: The date for the re-election of directors is June 7, 2023.

## I. Important Resolutions of the Board of Directors for the Year 2025

### The 12th Board Meeting of the 7th Session on Feb 26, 2025

Content of the proposal is as follows :

1. Approved the company's non-distribution of employee compensation and directors' remuneration case for the year 2024.
2. Approved the company's 2024 business report.
3. Approved the company's 2024 financial report.
4. Approved the company's 2024 deficit compensation statement.
5. Approved the proposed amendments of the company's "Articles of Incorporation".
6. Approved the definition and scope of the company's grassroots employees.
7. Approved the company's proposal to release the prohibition on directors from participation in competitive business.
8. Approved the matters related to proposals from shareholders holding more than 1% of shares through the receiving party.
9. To set the company's date, time, location, and agenda for 2025 annual shareholders' meeting, and to allow the exercise of voting rights through electronic means.
10. Approved the company's report on the results of the self-assessment of the internal control system for the year 2024, requesting the board of directors to evaluate the effectiveness of the internal control system for the year 2024 in order to discuss and issue the "Internal Control System Declaration" document.
11. Approved the company's 2025 assessment of the independence and performance of the CPA appointed by the company.
12. Approved the company's 2025 professional fees for CPA.

### The 13th Board Meeting of the 7th Session on Apr 30, 2025

Content of the proposal is as follows :

1. Approved the company's 2025 first quarter financial report.
2. Approved the company's 2025 first employee stock option certificate issuance and stock subscription plan.

### The 14th Board Meeting of the 7th Session on July 29, 2025

Content of the proposal is as follows :

1. Approved the company's 2025 second quarter financial report.
2. Approved the company's 2024 ESG report.
3. Approved the company's proposed application for a forward foreign exchange hedging credit line to mitigate the risk of exchange rate fluctuations.
4. Approved the company's 2025 first issuance of employee stock option certificates, and the list and the number of employees allocated.
5. Approved the revision of the company's " Compensation Guidelines for Directors and Managers ".

### The 15th Board Meeting of the 7th Session on Oct 29, 2025

Content of the proposal is as follows :

1. Approved the allocation ratio for employee compensation and director remuneration expenses for the year 2025.
2. Approved the company's 2025 third quarter financial report.
3. Approved the proposed amendments of the company's "Articles of Incorporation".
4. Approved the amendment to the company's internal control system and internal audit system.
5. Approved the proposed amendments of the company's "Sustainable Development Practice Guidelines".
6. Approved the company's application for a financing loan limit and a forward foreign exchange hedging credit line from Changhua Bank for the year 2026.

### The 16th Board Meeting of the 7th Session on Dec 24, 2025

Content of the proposal is as follows :

1. Approved the company's budget for the year 2026.
2. Approved the content of the company's audit plan for the year 2026.
3. Approved the amendment to the company's internal control system.
4. Approved the proposed amendments of the company's "Rules of Procedure for Acquisition or Disposal of Assets".

II. The execution of the board members' recusal from matters involving conflicts of interest should specify the names of the directors, the content of the proposal, the reasons for the required recusal, and the circumstances of their participation in the voting.

Feb 26, 2025

The proposed to release the prohibition on directors from participation in competitive business: Directors with a conflict of interest had already left the meeting to avoid any conflict and a vote was taken individually. The chairman has consulted with other attending directors to obtain their consent for the proposal to be passed which will be submitted for discussion at the 2025 Regular Shareholders' Meeting.

July 29, 2025

1. Approved the company's 2025 first issuance of employee stock option certificates, and the list and the number of employees allocated: Chairman San-Tan Tzeng, Director Fang-Lih Lin, and Director Ho-Chang, Tsai have abstained from the meeting. Independent Director Hsu-Tong, Deng will serve as acting chairman. After the acting chairman consulted with the other attending directors, all agreed to pass the resolution in accordance with the results of the Salary and Compensation Committee meeting and Audit Committee meeting held on July 29, 2025.
2. The proposed amendment to the company's "Compensation Guidelines for Directors and Managers": Chairman San-Tan Tzeng, Director Fang-Lih Lin, and Director Ho-Chang, Tsai have abstained from the meeting. Independent Director Hsu-Tong, Deng will serve as acting chairman. After the acting chairman consulted with the other attending directors, all agreed to pass the resolution in accordance with the results of the Salary and Compensation Committee meeting held on July 29, 2025.

III. Listed companies should disclose information regarding the evaluation cycle and period of the board of directors' self (or peer) assessment, the scope, methods, and content of the assessment, as well as fill in the execution status of the board evaluation.

Evaluation Cycle	Evaluation Period	Scope of evaluation	Evaluation Method	Evaluation Items
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	<p>Once a year.</p> <p>Evaluate the performance of the board of directors from January 1, 2025, to December 31, 2025.</p>	<p>Overall board of directors and functional committees, and individual board members.</p>	<p>Board self-assessment, functional committee self-assessment, and individual director self-assessment.</p>	<p>(1) Board Performance Evaluation:</p> <ol style="list-style-type: none"> <li>1. The level of participation in the company's operations.</li> <li>2. Improve the quality of board decision-making.</li> <li>3. Composition and Structure of the Board of Directors.</li> <li>4. Appointment of directors and continuing education.</li> <li>5. Internal Control.</li> </ol> <p>(2) Performance Evaluation of Board directors:</p> <ol style="list-style-type: none"> <li>1. Understanding the company's goals and mission.</li> <li>2. Awareness of the responsibilities of directors.</li> <li>3. Level of participation in company operations.</li> <li>4. Internal relationship management and communication.</li> <li>5. The professionalism and continuing education of directors.</li> <li>6. Internal Control.</li> </ol> <p>(3) Performance Evaluation of Audit Committee:</p> <ol style="list-style-type: none"> <li>1. The level of participation in the company's operations.</li> <li>2. Awareness of the responsibilities of functional committees.</li> <li>3. Enhance the quality of decision-making in functional committees.</li> <li>4. Composition of Functional Committees and Selection of Members.</li> <li>5. Internal Control.</li> </ol> <p>(4) Performance Evaluation of Salary Compensation Committee:</p> <ol style="list-style-type: none"> <li>1. The level of participation in the company's operations.</li> <li>2. Awareness of the responsibilities of functional committees.</li> <li>3. Enhance the quality of decision-making in functional committees.</li> <li>4. Composition of Functional Committees and Selection of Members.</li> <li>5. Internal Control.</li> </ol>
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The performance evaluation results of the Company's Board of Directors and functional committees will serve as a reference for the selection or nomination of directors, and the performance evaluation results of individual directors will be used as a reference for determining their individual remuneration.

The 2025 Board of Directors performance evaluation was conducted by the Board's executive unit, with all directors completing questionnaires; the directors conducted self-evaluations; and the Audit Committee and the Remuneration Committee were evaluated by independent directors.

The 2025 performance evaluation of the Company's Board of Directors, directors, Audit Committee, and Remuneration Committee has been completed by all directors and functional committee members through self-evaluation. After the performance evaluation execution unit calculated the achievement rate based on quantitative indicators, the performance evaluation results were all "exceeding the standard," which sufficiently demonstrates the Company's achievements in strengthening the effectiveness of the Board of Directors and functional committees and individual directors. The aforementioned internal performance evaluation results are expected to be approved by the Board of Directors in March 2026.

IV. Goals for strengthening the functions of the board of directors for the current and recent years (such as establishing an audit committee, enhancing information transparency, etc.) and evaluation of implementation status:

1. Strengthen corporate governance

(1) The company has established the "Rules of Procedure for Board of Directors Meetings" in accordance with the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" and conducts the functions of the board in accordance with relevant regulations.

(2) The company established an audit committee on June 10, 2020, to strengthen the internal control mechanisms.

(3) Independent directors maintain close communication with accountants and auditors.

2. Enhance Information Transparency

The company's financial information, significant resolutions, and other information have been published in accordance with regulations on MOPS. The company's website has dedicated sections for "Investor Relations" and "Stakeholders Concerns" which disclose the informations related to finance, business, and corporate governance, allowing the investing public to access information in a timely manner.

3. Evaluation of Implementation Status

In reference to the "Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies", the company has established its own "Corporate Governance Best Practice Principles" and approved the "Rules for Performance Evaluation of Board of Directors and Functional Committees". This aims to implement corporate governance, assist the members of Directors and functional committees in understanding their performance, and enhance their operational efficiency. Use performance evaluation as a reference for performance, remuneration and nomination for renewal of individual directors and functional committee members.

## V. Board Diversity and Independence

1. Board Diversity: The company's " Corporate Governance Best Practice Principles " has established a diversity policy regarding the composition of the board of directors, which should include but is not limited to the following two major aspects:

(1) Basic conditions and values: gender, age, nationality, and culture, etc.

(2) Professional Knowledge and Skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience, etc.

Board members should generally possess the knowledge, skills, and competencies necessary to perform their duties. To achieve the ideal goals of corporate governance, the overall capabilities that the board should possess are as follows:

(1) Operational judgment ability.

(2) Accounting and financial analysis skills.

(3) Management and operational capabilities.

(4) Crisis management ability.

(5) Industry knowledge.

(6) International Market Perspective.

(7) Leadership ability.

(8) Decision-making ability.

2. The company has established eight board seats based on the operational scale and development needs. Board members with relevant experience in the IC design industry, business management, medical fields, and other business-related areas provide appropriate advice on the company's operating strategies and direction. Those with experience in accounting and corporate governance provide appropriate advice on the company's operating strategies, direction, and corporate governance. Independent directors diligently fulfill their duties, actively participate in meeting discussions, and express their opinions and provide valuable suggestions on board resolutions in a timely manner. Currently, women do not comprise one-third of the board seats, mainly because in the past, the selection of directors primarily considered professional competence and experience, without setting specific gender ratio requirements. In the future, the goal for nominated directors will be one-third of the board seats, with priority given to female candidates.

3. The basic composition of the board of directors is as follows:

Director	Nationality/ Gender/ Ages	Professional qualifications and experience	Employee	Independent Director Term of Office in years	
				Within 3 years	More than 9 years
San Tan, Tzeng	R.O.C. Male 61~70	<p>Master's Degree in Department of Electrical Engineering from National Taiwan University.</p> <p>Previously served as senior director of Wireless Products Department at AMIC Electronics Co., Ltd.</p> <p>Currently serves as Chairman of the company.</p> <p>Chairman Tzeng has over 30 years of industry experience and possesses professional backgrounds including leadership decision-making and crisis management abilities.</p>	v	-	-
Top Taiwan XII Venture Capital Co., Ltd. Representative: Andy Chiu	R.O.C. Male 61~70	<p>Master's Degree in Institute of Business Administration from National Chengchi University.</p> <p>Currently serves as the directors of several investment companies and listed companies.</p> <p>Mr. Chiu has over 30 years of practical experience in industry and possesses professional backgrounds in business management and financial analysis.</p>	-	v	-
Taiheyi Investment Co., Ltd. Representative: Ho-Chang, Tsai	v 61~70	<p>Bachelor's Degree in Department of Electrical Engineering from National Taiwan Ocean University.</p> <p>Previously served as Senior Manager of Wireless Products Department at AMIC Electronics Co., Ltd.</p> <p>Currently serves as the Executive Vice President of the company.</p> <p>Mr. Tsai has more than 30 years of industry experience and has professional backgrounds such as leadership decision-making and crisis management capabilities.</p>	v	v	-
Lanyun Investment Co., Ltd. Representative: Fang-Lih Lin	R.O.C. Male 51~60	<p>PhD in Electrical Engineering from National Taiwan University.</p> <p>Previously served as project manager of Wireless Products Department at AMIC Electronics Co., Ltd. and is currently the company's general manager.</p> <p>Dr. Lin possesses industry expertise and practical experience.</p>	v	v	-

Hsu-Tong, Deng Independent Director	R.O.C. Male 61~70	<p>PhD in Business Administration from the University of Arcadia, Florida, USA.</p> <p>Previously served as an assistant professor at the Institute of International Business Studies at Ming Chuan University and is currently an assistant professor in the Department of Food and Beverage Management at Jinwen University of Science and Technology.</p> <p>The conveners of Audit committee and the Salary and Remuneration Committee.</p> <p>Dr. Deng possesses background in accounting and finance.</p>	-	v	v
Yih-Lang, Lee Independent Director	R.O.C. Male 61~70	<p>PhD in the Department of Computer Science from National Tsing Hua University.</p> <p>Previously served as Deputy Manager of Siyuan Technology and is currently a Professor of the Department of Computer Science and Engineering at National Yang Ming Chiao Tung University.</p> <p>Dr. Li possesses industry expertise and practical experience.</p>	-	v	v
Chih-Hao, Kao Independent Director	R.O.C. Male 61~70	<p>PhD in the Department of Radiochemistry from Johns Hopkins University, USA.</p> <p>Previously served as Associate Professor in the Department of Neurology at the University of Southern California School of Medicine and Director of the Department of Nuclear Medicine and Pharmaceutical at Hualien Tzu Chi Hospital.</p> <p>Currently serving as the Chief Technology Officer at Pet Pharm Biotech Co., Ltd.</p> <p>Legal representative director of Lemen Bioscientific Co., Ltd.</p> <p>Dr. Kao possesses industry expertise and practical experience.</p>	-	v	v
Pei-Yu, Cheng Independent Director	R.O.C. Male 51~60	<p>Master's Degree in the Department of Engineering and Systems Science from National Tsing Hua University.</p> <p>Mr. Cheng Currently serves on the board of directors of several companies and possesses industry expertise and practical experience.</p>	-	v	v

4. Specific management objectives and achievement status of board member diversity:

Management objectives	Achievement status
One-third of the board members are of different genders.	Although the goal has not yet been achieved, the company has planned to elect at least one director of a different gender in accordance with the year 2026 term of the board of directors, and will gradually move toward the goal of having one-third of the directors of different genders in the future.

5. Independence of the Board of Directors: The Company has four independent directors, which constitute more than half of the total number of directors. All board members have extensive industry experience and professional academic backgrounds and are independent. They meet the requirements of the Securities and Futures Bureau of the Financial Supervisory Commission for independent directors. There are no circumstances as required by Article 26-3, Paragraph 3 and Paragraph 4 of the Securities and Exchange Act, and there are no spouses or relatives within the second degree of kinship among the directors.