

***M3TEK***

**Stock Symbol: 6799**

**M3 Technology Inc.**

**2024 Annual Shareholders' Meeting  
Meeting Handbook**

**Time: May 24, 2024 (Friday) 9:00A.M.**

**Place: 1F., No. 399, Ruiguang Rd., Neihu Dist., Taipei City**

**(Liberty Square Convention Center)**

**Meeting Type: Physical Shareholders' Meeting**

# Table of Contents

<b>Meeting Procedure</b>	<b>1</b>
<b>Meeting Agendas</b>	<b>2</b>
<b>Report Items</b>	<b>3</b>
<b>Ratification Items</b>	<b>5</b>
<b>Election Matters</b>	<b>7</b>
<b>Other Motions</b>	<b>8</b>
<b>Extempore Motions</b>	<b>8</b>
<b>Attachments</b>	
Attachment 1: 2023 Annual Business Report	9
Attachment 2: 2023 Audit Committee Review Report	11
Attachment 3: 2023 Parent Company only Financial Statements	12
Attachment 4: 2023 Consolidated Financial Statements	22
Attachment 5: 2023 Earnings Distribution Table	32
Attachment 6: List of Director Candidate	33
Attachment 7: Details of Release the Restriction on Directors from Participation in Competitive Business	34
<b>Appendices</b>	
Appendix 1: Articles of Incorporation	35
Appendix 2: Rules and Procedures of Shareholders Meeting	42
Appendix 3: Procedures for Election of Directors	64
Appendix 4: Status of Director Shareholding	69

# **M3 Technology Inc.**

## **Procedure for the 2024 Annual Shareholders' Meeting**

- I. Call meeting to order
- II. Chairman's Address
- III. Report Items
- IV. Ratification Items
- V. Election Matters
- VI. Other Motions
- VII. Extempore Motions
- VIII. Adjournment

# **M3 Technology Inc.**

## **Agenda of 2024 Annual Shareholders' Meeting**

Time: May 24, 2024 (Friday) 9:00A.M.

Place: 1F., No. 399, Ruiguang Rd., Neihu Dist., Taipei City  
(Liberty Square Convention Center)

Meeting Type: Physical Shareholders' Meeting

1. The chairman calls the meeting to order (report on the number of attending shares)
2. Chairman's Address
3. Report Items
  - (1) Business Report in 2023 of the Company.
  - (2) Audit Committee Review Report on 2023 Financial Statements.
  - (3) Distribution of 2023 Directors Remuneration.
  - (4) Distribution of 2023 Employees Remuneration.
  - (5) Distribution of Cash Dividends of 2023.
4. Ratification Items
  - (1) 2023 Parent company only financial statements, consolidated financial statements and business report of the Company.
  - (2) The Company's 2023 earnings distribution proposal.
5. Election Items: Election of Director.
6. Other motions: Release the Restriction on Directors (Including its Representative) from Participation in Competitive Business.
7. Extempore Motions
8. Adjournment.

## **[Report Items]**

**Proposal 1: Business Report in 2023 of the Company is hereby presented for your review.**

Explanation: The Company's 2023 Business Report is attached herein (Please refer to Attachment 1 of this Handbook).

**Proposal 2: Audit Committee Review Report on 2023 Financial Statements is hereby presented for your review.**

Explanation: Audit Committee Review Report on 2023 Financial Statements is attached herein (Please refer to Attachment 2 of this Handbook).

**Proposal 3: Distribution of 2023 Directors Remuneration is hereby presented for your review.**

Explanation: 1. In accordance with Article 25 of Articles of Incorporation and the recommendations of the Remuneration Committee, the Company distribute remuneration of directors in the amount of NT\$2,927,220, is in 1% contribution rate. These amounts are the same as the estimated remuneration of directors in 2023.

2. Remuneration of directors of 2023 is distributed in cash.

**Proposal 4: Distribution of 2023 Employees Remuneration is hereby presented for your review.**

Explanation: 1. In accordance with Article 25 of Articles of Incorporation and the recommendations of the Remuneration Committee, the Company distribute remuneration of employees in the amount of NT\$17,563,325, is in 6% contribution rate. These amounts are the same as the estimated remuneration of employees in 2023.

2. Remuneration of employees of 2023 is distributed in cash.

**Proposal 5: Distribution of Cash Dividends of 2023 is hereby presented for your review.**

Explanation: 1. The cash dividends is total NT\$125,697,006, and for common shares at NT\$3.05 per share will be distributed.

2. Distribute cash according to the proportion of shares held by shareholders recorded on the Shareholders List as of ex-dividend date. Cash dividends distributed to each shareholder will be rounded down to the nearest dollar (if it is less than NT\$1, round it off). The total amount under NT\$1 due to the rounding off will be recognized as the Company's other income.
3. If there is a subsequent change in the number of outstanding shares of the Company due to the issuance of new shares, stock buyback, or the exercise of the employee stock option, the chairman is authorized to make proportional adjustments.
4. Upon the approval of the Annual Shareholders' Meeting, it is proposed that the chairman be authorized to resolve the ex-dividend date, ex-rights date and other relevant issues.

## **[Ratification Items]**

**Proposal 1: 2023 Parent company only financial statements, consolidated financial statements and business report of the Company are hereby submitted for your adoption. (Proposed by the Board of Directors)**

Explanation: 1. The Company's 2023 Parent Company only Financial Statements and Consolidated Financial Statements have been resolved and passed by the board of director and audited by CPA Ming-Yen Chien, CPA Cheng-Chun Chiu from Deloitte Taiwan.

2. The above-mentioned financial statements along with the business report were submitted to the Audit Committee for review. The review report shall be presented to request ratification at the shareholders' meeting. (Please refer to Attachments 3 and 4 of this Handbook for the 2023 Parent Company Only Financial Statements and Consolidated Financial Statements. Refer to Attachment 1 of this Handbook for the business report)

Resolution:

**Proposal 2: The Company's 2023 earnings distribution proposal is hereby submitted for your adoption. (Proposed by the Board of Directors)**

Explanation: 1. The 2023 net income after tax of the Company is NT\$218,475,873, the provision of legal reserve by law is NT\$21,847,587, plus NT\$312,185,374 of the undistributed retained earnings in the previous year, so the current period's distributable earnings amount to NT\$508,813,660.

2. The cash dividends amount is NT\$125,697,006, and for common shares at NT\$3.05 per share will be distributed.

3. Distribute cash according to the proportion of shares held by

shareholders recorded on the Shareholders List as of ex-dividend date. Cash dividends distributed to each shareholder will be rounded down to the nearest dollar (if it is less than NT\$1, round it off). The total amount under NT\$1 due to the rounding off will be recognized as the Company's other income.

4. If there is a subsequent change in the number of outstanding shares of the Company due to the issuance of new shares, stock buyback, or the exercise of the employee stock option, the chairman is authorized to make proportional adjustments.
5. 2023 Earnings Distribution Table is attached herein (Please refer to Attachment 5 of this Handbook).

Resolution:



## **[Election Items]**

### **Election of Director (Proposed by the Board of Directors)**

- Explanation:
1. In response to the operational needs of the company, it is proposed to add one director seat at the annual shareholders' meeting.
  2. The newly added director will assume office immediately after being elected at the shareholders' meeting, with a term identical to the current directors. The term will begin on May 24, 2024, and end on May 23, 2026, the same expiration date as the current directors. According to Article 16 of Articles of Incorporation, the election shall adopt a candidate nomination system, and shareholders shall elect from the list of director nominees.
  3. Procedures for Election of Directors is attached herein (Please refer to Appendix 3 of this Handbook).
  4. List of Director Candidates is attached herein (Please refer to Attachment 6 of this Handbook).

Election results:

## **[Other Motions]**

### **Release the Restriction on Directors (Including its Representative) from Participation in Competitive Business. (Proposed by the Board of Directors)**

- Explanation: 1. In accordance with Article 209 of the Company Act, the director must explain the significance of their actions that fall within the scope of the Company's business at the shareholders' meeting and obtain approval for the actions whether for themselves or for others.
2. In view of the operational needs of the Company and those directors might act in their own interests on matter within the Company's business scope, it is proposed to release the non-competition restrictions on directors.
3. Details of Release the Restriction on Directors from Participation in Competitive Business is attached herein (Please refer to Attachment 7 of this Handbook).

Resolution:

## **[Exemplary Motion]**

## **[Adjournment]**

## Business Report

2023 has been an extremely challenging year for M3 Technology Inc. Since the beginning of 2023, following the reopening after the COVID-19 pandemic, increased geopolitical tensions have imposed more trade restrictions, the conflict between Ukraine and Russia as well as the Israel-Arab conflict have not eased, inflationary pressures and interest rates continue to climb, affecting consumer confidence and leading to a slowdown in end-market demand. Under the uncertain overall operating environment, our clients have continued to make inventory adjustments. Guided by long-term development goals, M3 Technology Inc. focuses on enhancing our R&D and advanced manufacturing technologies based on our existing technological capabilities, continuously launching new products to support our clients' growth.

The consolidated operating revenue for 2023 was NTD 1,022,564 thousand, a decrease of about 13.3% compared to NTD 1,179,809 thousand in the previous year. The net operating income was NTD 263,403 thousand, compared to NTD 353,703 thousand in the previous year, decreasing by NTD 90,300 thousand, which is a decline of approximately 25.5%. The total operating expenses were NTD 207,787 thousand, a decrease of NTD 7,079 thousand, or about 3.3% from NTD 214,866 thousand in the previous year. The after-tax net profit was NTD 218,476 thousand, with a net profit margin of 21.4%, and earnings per share of approximately NTD 5.42. Guided by a long-term development strategy and a spirit of stable growth, the company will actively invest in the research and development of new products and the exploration of new markets to respond to changes in industry structure, market, and customer demands, thereby continuously promoting the company's growth. Therefore, expenses in manpower, research and development, and sales are increasing within a reasonable range.

The products of terminal applications on the market continue to expand. Simultaneously, new product lines and new customers continue to be developed to fuel revenue growth. Buck Converters, Boost Converters, and Controllers, PMUs, Chargers, Linear Regulators, and Load Switches are the primary categories of the company's products. The primary markets consist of the United States, Taiwan, China, and South Korea, with gradual expansion into Europe and other Asian regions. Communication products accounted for approximately 80% of total revenue in 2023, while consumer products accounted for approximately 20%.

Continued investment in new product development, with new products for next-generation WiFi-7 already under development in 2023, and testing and certification processes at customer sites planned for 2024. In terms of R&D technology development, we continue to integrate 200mm wafer foundry Power IC process technology from a second provider, effectively increasing supply capacity, which contributed 15% to overall wafer capacity in 2023 and is estimated to reach over 21% by the end of 2024. We are continually assessing collaborations with other wafer foundries to initiate the development of next-generation BCD65nm/BCD50nm advanced processes, to be applied in the development of our new products, thereby enhancing our technological capabilities and product competitiveness. Our R&D technology also continues to increase in the number of patents, with 36 patent rights obtained by the end of 2023, covering regions including the United States, Taiwan, and China.

Looking ahead to 2024, the global landscape continues to face severe challenges due to war, pandemics, inflation, interest rate hikes, and supply chain issues. We remain committed to sustainable operation and stable growth, continuously investing in R&D for product design and manufacturing technology, and recruiting top talent to maintain our competitive edge in the industry. We offer high-quality power management solutions for various end applications including network communications equipment, consumer electronics, industrial products, computer peripherals, and AIoT, thereby enhancing customer satisfaction. To meet the demands of emerging fields such as WiFi-7 and AI applications, we actively collaborate with customers on development, continuously launching new products to meet market and customer needs.

M3 Technology Inc. will continue to uphold its longstanding spirit of innovation, striving for high-standard products that reduce energy consumption, fulfilling its corporate social responsibility to protect the planet. At the same time, adhering to the principles of integrity and sustainable operation, the company aims to maximize value for shareholders and achieve mutual growth with customers, employees, and shareholders.

Chairman of the Board: AP Memory Technology Corporation  
Representative: Wen-Liang Chen

CEO: David Da Meng

CFO: Shu-Hui Huang

**M3 Technology Inc.**  
**Audit Committee Review Report**

The Board of Directors has prepared the 2023 financial statements (including parent company only and consolidated financial statements), and the business report, and earning distribution proposal have been prepared and submitted by the Board of Directors. The financial statements (including parent company only and consolidated financial statements) have been audited by CPA Ming-Yen Chien and CPA Cheng-Chun Chiu of Deloitte Taiwan, and an audit report has been issued. The aforementioned reports and statements prepared by the Board of Directors have been reviewed completely and determined to be correct and accurate by the Audit Committee. In accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report for review.

To:

M3 Technology Inc.

2024 Annual Shareholders Meeting

Audit Committee Convener: Zhi-Feng Jiang

February 29, 2024

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
M3 Technology Inc.

### **Opinion**

We have audited the accompanying parent company only financial statements of M3 Technology Inc. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the "parent company only financial statements").

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

### **Basis for Opinion**

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

### **Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter of the Company's financial statements for the year ended December 31, 2023 is stated as follows:

Recognition of revenue from the specific customer

The revenue from specific customer which engaged in the distribution and agency of electronic components amounted to NT\$469,542 thousand in 2023; such amount which accounted for 46% of sales revenue is a significant amount of the Company's financial statements. Therefore, recognition of revenue from the specific customer was deemed to be a key audit matter.

For the accounting policy on recognition of revenue from the specific customer, refer to Note 4 (1).

The audit procedures for the abovementioned key audit matter were as follows:

1. We understood the design and tested the effectiveness of the internal controls with respect to recognition of revenue from specific customer.
2. We sent out confirmation request to specific customer; we requested confirmation of the total amount of revenue for the year.
3. We selected samples of sales to specific customer and validated the details against the supporting documents, including sales orders, delivery documents and cash received from customer to verify the occurrence of sales transactions.
4. We validated selected samples of sales returns and collection of trade receivables after the year-end against the data as of December 31, 2023.

**Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements**

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

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

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

## **Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements**

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
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 parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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



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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2023, 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 Ming-Yen Chien and Cheng-Chun Chiu.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 29, 2024

#### Notice to Readers

*The accompanying parent company only 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 parent company only financial statements are those generally applied in the Republic of China.*

*For the convenience of readers, the independent auditors' report and the accompanying parent company only 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 parent company only financial statements shall prevail.*

# M3 TECHNOLOGY INC.

## BALANCE SHEETS

DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 213,049	14	\$ 1,028,986	68
Financial assets at amortized cost - current (Notes 4, 7 and 26)	827,091	52	13,863	1
Notes receivable (Notes 4, 8 and 17)	995	-	641	-
Trade receivables (Notes 4, 8, 17 and 25)	163,670	10	184,383	12
Other receivables (Notes 4 and 25)	612	-	52	-
Inventories (Notes 4, 5 and 9)	180,988	12	194,324	13
Prepayments	2,819	-	975	-
Total current assets	1,389,224	88	1,423,224	94
NON-CURRENT ASSETS				
Investments accounted for using the equity method (Notes 4 and 10)	14,813	1	7,429	1
Property, plant and equipment (Notes 4 and 11)	155,104	10	32,975	2
Right-of-use assets (Notes 4 and 12)	4,514	-	1,153	-
Intangible assets (Notes 4 and 13)	9,177	-	10,990	1
Deferred tax assets (Notes 4 and 19)	11,839	1	7,130	-
Prepayments for equipment	619	-	167	-
Refundable deposits	280	-	24,506	2
Total non-current assets	196,346	12	84,350	6
TOTAL	\$ 1,585,570	100	\$ 1,507,574	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current (Notes 4 and 17)	\$ 652	-	\$ 609	-
Notes payable	5	-	-	-
Accounts payable	55,851	4	54,763	4
Other payables (Notes 14 and 25)	109,573	7	124,676	8
Current tax liabilities (Notes 4 and 19)	19,994	1	44,867	3
Provisions - current (Note 4)	10,996	1	11,157	1
Lease liabilities - current (Notes 4 and 12)	2,623	-	1,217	-
Other current liabilities	754	-	743	-
Total current liabilities	200,448	13	238,032	16
NON-CURRENT LIABILITIES				
Lease liabilities - non-current (Notes 4 and 12)	2,009	-	-	-
Total non-current liabilities	2,009	-	-	-
Total liabilities	202,457	13	238,032	16
EQUITY (Notes 4, 16 and 21)				
Share capital				
Ordinary share	425,421	27	412,161	27
Share capital awaiting retirement	( 540)	-	-	-
Total share capital	424,881	27	412,161	27
Capital surplus	565,381	36	494,954	33
Retained earnings				
Legal reserve	62,506	4	32,904	2
Unappropriated earnings	530,661	33	463,605	31
Total retained earnings	593,167	37	496,509	33
Other equity				
Exchange differences on translation of foreign financial statements	464	-	753	-
Unearned compensation	( 65,945)	( 4)	-	-
Total other equity	( 65,481)	( 4)	753	-
Treasury shares	( 134,835)	( 9)	( 134,835)	( 9)
Total equity	1,383,113	87	1,269,542	84
TOTAL	\$ 1,585,570	100	\$ 1,507,574	100

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

# M3 TECHNOLOGY INC.

## STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 17 and 25)				
Sales revenue	\$ 1,023,972	100	\$ 1,184,416	101
Sales returns and discounts	(1,437)	-	(7,691)	(1)
Sales revenue, net	1,022,535	100	1,176,725	100
Other operating revenue	29	-	3,084	-
Total operating revenue, net	1,022,564	100	1,179,809	100
OPERATING COSTS (Notes 4, 5, 9 and 18)	548,047	54	610,743	52
GROSS PROFIT	474,517	46	569,066	48
OPERATING EXPENSES (Notes 4, 18 and 25)				
Selling and marketing expenses	29,930	3	47,916	4
General and administrative expenses	39,688	4	44,839	4
Research and development expenses	144,761	14	133,690	11
Total operating expenses	214,379	21	226,445	19
PROFIT FROM OPERATIONS	260,138	25	342,621	29
NON-OPERATING INCOME AND EXPENSES				
Share of profit (loss) of subsidiaries (Notes 4 and 10)	3,504	-	12,528	1
Interest income	11,210	1	1,359	-
Other income	109	-	710	-
Gains on disposals of property, plant and equipment	-	-	465	-
Other gains and losses	161	-	470	-
Financial costs	(55)	-	(268)	-
Foreign exchange gains, net (Notes 4 and 18)	-	-	15,729	2
Foreign exchange loss, net (Notes 4 and 18)	(2,835)	-	-	-
Total non-operating income and expenses	12,094	1	30,993	3
PROFIT BEFORE INCOME TAX	272,232	26	373,614	32
INCOME TAX EXPENSE (Notes 4 and 19)	(53,756)	(5)	(77,595)	(7)
NET PROFIT FOR THE YEAR	218,476	21	296,019	25

(Continued)

# M3 TECHNOLOGY INC.

## STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	\$ (289)	-	\$ (416)	-
Other comprehensive income for the year	(289)	-	(416)	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 218,187	21	\$ 295,603	25
EARNINGS PER SHARE (Note 20)				
Basic	\$ 5.42		\$ 7.58	
Diluted	\$ 5.19		\$ 7.01	

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

(Concluded)

### M3 TECHNOLOGY INC.

**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**  
(In Thousands of New Taiwan Dollars)

	Ordinary Shares (Notes 4 ,16 and 21)				Capital Surplus (Notes 4, 16 and 21)	Retained Earnings (Note 16)			Other Equity (Notes 4 ,16 and 21)			Treasury Shares (Notes 4 and 16)	Total Equity
	Number of Shares (In Thousands)	Amount	Share capital awaiting retirement	Total		Legal Reserve	Unappropriated Earnings	Total	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unearned Compensation	Total		
BALANCE AT JANUARY 1, 2022	36,729	\$ 367,291	\$ -	\$ 367,291	\$ 4,144	\$ 5,309	\$ 305,369	\$ 310,678	\$ 1,169	\$ -	\$ 1,169	\$ -	\$ 683,282
Appropriation of the 2021 earnings													
Legal reserve	-	-	-	-	-	27,595	(27,595)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(110,188)	(110,188)	-	-	-	-	(110,188)
Employee compensation cost for employee share options	-	-	-	-	821	-	-	-	-	-	-	-	821
Employee compensation cost for issuance of ordinary shares options	-	-	-	-	260	-	-	-	-	-	-	-	260
Net profit for the year ended December 31, 2022	-	-	-	-	-	-	296,019	296,019	-	-	-	-	296,019
Other comprehensive income for the year ended December 31, 2022	-	-	-	-	-	-	-	-	(416)	-	(416)	-	(416)
Total comprehensive income for the year ended December 31, 2022	-	-	-	-	-	-	296,019	296,019	(416)	-	(416)	-	295,603
Issuance of ordinary shares for cash	3,655	36,550	-	36,550	486,459	-	-	-	-	-	-	-	523,009
Issuance of ordinary shares under employee share options	832	8,320	-	8,320	3,270	-	-	-	-	-	-	-	11,590
Buy-back of ordinary shares	-	-	-	-	-	-	-	-	-	-	-	(134,835)	(134,835)
BALANCE AT DECEMBER 31, 2022	41,216	412,161	-	412,161	494,954	32,904	463,605	496,509	753	-	753	(134,835)	1,269,542
Appropriation of the 2022 earnings													
Legal reserve	-	-	-	-	-	29,602	(29,602)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(121,818)	(121,818)	-	-	-	-	(121,818)
Employee compensation cost for employee share options	-	-	-	-	202	-	-	-	-	-	-	-	202
Net profit for the year ended December 31, 2023	-	-	-	-	-	-	218,476	218,476	-	-	-	-	218,476
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	-	-	-	-	(289)	-	(289)	-	(289)
Total comprehensive income for the year ended December 31, 2023	-	-	-	-	-	-	218,476	218,476	(289)	-	(289)	-	218,187
Issuance of ordinary shares under employee share options	644	6,440	-	6,440	3,029	-	-	-	-	-	-	-	9,469
Issuance of employee restricted shares and recognition of compensation cost	682	6,820	-	6,820	72,974	-	-	-	-	(72,263)	(72,263)	-	7,531
Cancellation of employee restricted shares	-	-	(540)	(540)	(5,778)	-	-	-	-	6,318	6,318	-	-
BALANCE AT DECEMBER 31, 2023	42,542	\$ 425,421	\$ (540)	\$ 424,881	\$ 565,381	\$ 62,506	\$ 530,661	\$ 593,167	\$ 464	\$ (65,945)	\$ (65,481)	\$ (134,835)	\$ 1,383,113

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

# M3 TECHNOLOGY INC.

## STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 272,232	\$ 373,614
Adjustments for		
Depreciation expense	27,774	23,797
Amortization expense	11,479	10,156
Financial costs	55	268
Interest income	(11,210)	(1,359)
Compensation cost of employee share options	106	789
Compensation cost of employee restricted shares	5,192	-
Share of (profit) loss of subsidiaries	(3,504)	(12,528)
Gain on disposal of property, plan and equipment	-	(465)
Write-down of inventories	21,530	18,422
Unrealized loss on foreign currency exchange	8,405	1,517
Reversal of provisions	(161)	(470)
Changes in operating assets and liabilities		
Notes receivable	(354)	4,933
Trade receivables	16,999	(8,099)
Other receivables	(15)	(15)
Inventories	15,572	(35,179)
Prepayments	(1,610)	4,932
Contract liabilities	43	(471)
Notes payable	5	-
Accounts payable	2,321	(23,096)
Other payables	(24,408)	38,067
Other current liabilities	11	48
Net cash generated from operations	340,462	394,861
Interest received	10,662	1,334
Interest paid	(55)	(329)
Income tax paid	(83,338)	(104,895)
Net cash generated from operating activities	267,731	290,971
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial assets at amortized cost	(1,360,800)	-
Proceeds from disposal of financial assets at amortized cost	541,400	-
Acquisition of property, plant and equipment	(140,143)	(38,435)
Proceeds from disposal of property, plant and equipment	-	465
Decrease in refundable deposits	226	-
Acquisition of intangible assets	(9,492)	(8,745)
Increase in prepayments for equipment	(619)	(167)
Net cash used in investing activities	(969,428)	(46,882)

(Continued)

## M3 TECHNOLOGY INC.

### STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

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	2023	2022
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term loans	\$ -	\$ 18,967
Decrease in short-term loans	-	(88,048)
Repayment of the principal portion of lease liabilities	(1,891)	(2,531)
Cash dividend paid	(121,818)	(110,188)
Proceeds from issuing shares	-	523,009
Exercise of employee share options	9,469	11,590
Payments for buy-back of ordinary shares	<u>-</u>	<u>(134,835)</u>
Net cash (used in) generated from financing activities	<u>(114,240)</u>	<u>217,964</u>
NET (DECREASE) INCREASE IN CASH	(815,937)	462,053
CASH AT THE BEGINNING OF THE YEAR	<u>1,028,986</u>	<u>566,933</u>
CASH AT THE END OF THE YEAR	<u>\$ 213,049</u>	<u>\$1,028,986</u>
The accompanying notes are an integral part of the financial statements.		(Concluded)

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
M3 Technology Inc.

### **Opinion**

We have audited the accompanying consolidated financial statements of M3 Technology Inc. (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and 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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Key audit matter of the Group's consolidated financial statements for the year ended December 31, 2023 is stated as follows:

Recognition of revenue from the specific customer

The revenue from specific customer which engaged in the distribution and agency of electronic components amounted to NT\$469,542 thousand in 2023; such amount which accounted for 46% of sales revenue is a significant amount of the Group's consolidated financial statements. Therefore, recognition of revenue from the specific customer was deemed to be a key audit matter.

For the accounting policy on recognition of revenue from the specific customer, refer to Note 4 (1).

The audit procedures for the abovementioned key audit matter were as follows:

1. We understood the design and tested the effectiveness of the internal controls with respect to recognition of revenue from specific customer.
2. We sent out confirmation request to specific customer; we requested confirmation of the total amount of revenue for the year.
3. We selected samples of sales to specific customer and validated the details against the supporting documents, including sales orders, delivery documents and cash received from customer to verify the occurrence of sales transactions.
4. We validated selected samples of sales returns and collection of trade receivables after the year-end against the data as of December 31, 2023.

**Other Matter**

We have also audited the parent company only financial statements of the Company as of and for the years ended December 31, 2023 and 2022, on which we have issued an unmodified opinion.

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

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

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

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

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group'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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2023, 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 Ming-Yen Chien and Cheng-Chun Chiu.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 29, 2024

#### Notice to Readers

*The accompanying consolidated financial statements are intended only to present the consolidated 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 consolidated financial statements are those generally applied in the Republic of China.*

*For the convenience of readers, the independent auditors' report and the accompanying consolidated 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 consolidated financial statements shall prevail.*

## M3 TECHNOLOGY INC. AND SUBSIDIARIES

### CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023		2022	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 226,392	14	\$ 1,036,230	69
Financial assets at amortized cost - current (Notes 4, 7 and 26)	827,091	52	13,863	1
Notes receivable (Notes 4, 8 and 17)	995	-	641	-
Trade receivables (Notes 4, 8, 17 and 25)	163,670	10	184,383	12
Other receivables (Note 4)	583	-	35	-
Inventories (Notes 4, 5 and 9)	180,988	12	194,324	13
Prepayments	3,960	-	1,424	-
Total current assets	1,403,679	88	1,430,900	95
NON-CURRENT ASSETS				
Property, plant and equipment (Notes 4 and 11)	157,842	10	36,249	2
Right-of-use assets (Notes 4 and 12)	7,970	-	2,861	-
Intangible assets (Notes 4 and 13)	9,221	1	11,049	1
Deferred tax assets (Notes 4 and 19)	11,839	1	7,130	-
Prepayments for equipment	619	-	167	-
Refundable deposits	519	-	24,715	2
Total non-current assets	188,010	12	82,171	5
TOTAL	\$ 1,591,689	100	\$ 1,513,071	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current (Notes 4 and 17)	\$ 652	-	\$ 609	-
Notes payable	5	-	-	-
Accounts payable	55,851	4	54,763	4
Other payables (Note 14)	112,228	7	128,533	8
Current tax liabilities (Notes 4 and 19)	19,994	1	44,867	3
Provisions - current (Note 4)	10,996	1	11,157	1
Lease liabilities - current (Notes 4 and 12)	3,614	-	2,565	-
Other current liabilities	1,125	-	1,035	-
Total current liabilities	204,465	13	243,529	16
NON-CURRENT LIABILITIES				
Lease liabilities - non-current (Notes 4 and 12)	4,111	-	-	-
Total non-current liabilities	4,111	-	-	-
Total liabilities	208,576	13	243,529	16
EQUITY (Notes 4, 16 and 21)				
Share capital				
Ordinary share	425,421	27	412,161	27
Share capital awaiting retirement	( 540)	-	-	-
Total share capital	424,881	27	412,161	27
Capital surplus	565,381	35	494,954	33
Retained earnings				
Legal reserve	62,506	4	32,904	2
Unappropriated earnings	530,661	33	463,605	31
Total retained earnings	593,167	37	496,509	33
Other equity				
Exchange differences on translation of foreign financial statements	464	-	753	-
Unearned compensation	( 65,945)	( 4)	-	-
Total other equity	( 65,481)	( 4)	753	-
Treasury shares	( 134,835)	( 8)	( 134,835)	( 9)
Total equity	1,383,113	87	1,269,542	84
TOTAL	\$ 1,591,689	100	\$ 1,513,071	100

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

# M3 TECHNOLOGY INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 17 and 25)				
Sales revenue	\$ 1,023,972	100	\$ 1,184,416	101
Sales returns and discounts	(1,437)	-	(7,691)	(1)
Sales revenue, net	1,022,535	100	1,176,725	100
Other operating revenue	29	-	3,084	-
Total operating revenue, net	1,022,564	100	1,179,809	100
OPERATING COSTS (Notes 4, 5, 9 and 18)	551,374	54	611,240	52
GROSS PROFIT	471,190	46	568,569	48
OPERATING EXPENSES (Notes 4 and 18)				
Selling and marketing expenses	44,263	4	57,891	5
General and administrative expenses	45,659	5	50,316	4
Research and development expenses	117,865	12	106,659	9
Total operating expenses	207,787	21	214,866	18
PROFIT FROM OPERATIONS	263,403	25	353,703	30
NON-OPERATING INCOME AND EXPENSES				
Interest income	11,224	1	1,372	-
Other income	543	-	2,121	-
Gains on disposals of property, plant and equipment	-	-	465	-
Other gains and losses	154	-	470	-
Financial costs	(83)	-	(309)	-
Foreign exchange gains, net (Notes 4 and 18)	-	-	15,792	2
Foreign exchange losses, net (Notes 4 and 18)	(3,009)	-	-	-
Total non-operating income and expenses	8,829	1	19,911	2
PROFIT BEFORE INCOME TAX	272,232	26	373,614	32
INCOME TAX EXPENSE (Notes 4 and 19)	(53,756)	(5)	(77,595)	(7)
NET PROFIT FOR THE YEAR	218,476	21	296,019	25

(Continued)

# M3 TECHNOLOGY INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	<u>2023</u>		<u>2022</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
OTHER COMPREHENSIVE INCOME				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	\$ <u>(289)</u>	<u>-</u>	\$ <u>(416)</u>	<u>-</u>
Other comprehensive income for the year	<u>(289)</u>	<u>-</u>	<u>(416)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ <u>218,187</u>	<u>21</u>	\$ <u>295,603</u>	<u>25</u>
EARNINGS PER SHARE (Note 20)				
Basic	\$ <u>5.42</u>		\$ <u>7.58</u>	
Diluted	\$ <u>5.19</u>		\$ <u>7.01</u>	

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

(Concluded)

M3 TECHNOLOGY INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022  
(In Thousands of New Taiwan Dollars)

	Other Equity (Notes 4 ,16 and 21)												
	Ordinary Shares (Notes 4 ,16 and 21)				Capital Surplus (Notes 4, 16 and 21)	Retained Earnings (Note 16)			Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unearned Compensation	Total	Treasury Shares (Notes 4 and 16)	Total Equity
	Number of Shares (In Thousands)	Amount	Share capital awaiting retirement	Total		Legal Reserve	Unappropriated Earnings	Total					
BALANCE AT JANUARY 1, 2022	36,729	\$ 367,291	\$ -	\$ 367,291	\$ 4,144	\$ 5,309	\$ 305,369	\$ 310,678	\$ 1,169	\$ -	\$ 1,169	\$ -	\$ 683,282
Appropriation of the 2021 earnings													
Legal reserve	-	-	-	-	-	27,595	(27,595)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(110,188)	(110,188)	-	-	-	-	(110,188)
Employee compensation cost for employee share options	-	-	-	-	821	-	-	-	-	-	-	-	821
Employee compensation cost for issuance of ordinary shares options	-	-	-	-	260	-	-	-	-	-	-	-	260
Net profit for the year ended December 31, 2022	-	-	-	-	-	-	296,019	296,019	-	-	-	-	296,019
Other comprehensive income for the year ended December 31, 2022	-	-	-	-	-	-	-	-	(416)	-	(416)	-	(416)
Total comprehensive income for the year ended December 31, 2022	-	-	-	-	-	-	296,019	296,019	(416)	-	(416)	-	295,603
Issuance of ordinary shares for cash	3,655	36,550	-	36,550	486,459	-	-	-	-	-	-	-	523,009
Issuance of ordinary shares under employee share options	832	8,320	-	8,320	3,270	-	-	-	-	-	-	-	11,590
Buy-back of ordinary shares	-	-	-	-	-	-	-	-	-	-	-	(134,835)	(134,835)
BALANCE AT DECEMBER 31, 2022	41,216	412,161	-	412,161	494,954	32,904	463,605	496,509	753	-	753	(134,835)	1,269,542
Appropriation of the 2022 earnings													
Legal reserve	-	-	-	-	-	29,602	(29,602)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(121,818)	(121,818)	-	-	-	-	(121,818)
Employee compensation cost for employee share options	-	-	-	-	202	-	-	-	-	-	-	-	202
Net profit for the year ended December 31, 2023	-	-	-	-	-	-	218,476	218,476	-	-	-	-	218,476
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	-	-	-	-	(289)	-	(289)	-	(289)
Total comprehensive income for the year ended December 31, 2023	-	-	-	-	-	-	218,476	218,476	(289)	-	(289)	-	218,187
Issuance of ordinary shares under employee share options	644	6,440	-	6,440	3,029	-	-	-	-	-	-	-	9,469
Issuance of employee restricted shares and recognition of compensation cost	682	6,820	-	6,820	72,974	-	-	-	-	(72,263)	(72,263)	-	7,531
Cancellation of employee restricted shares	-	-	(540)	(540)	(5,778)	-	-	-	-	6,318	6,318	-	-
BALANCE AT DECEMBER 31, 2023	42,542	\$ 425,421	\$ (540)	\$ 424,881	\$ 565,381	\$ 62,506	\$ 530,661	\$ 593,167	\$ 464	\$ (65,945)	\$ (65,481)	\$ (134,835)	\$ 1,383,113

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

# M3 TECHNOLOGY INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 272,232	\$ 373,614
Adjustments for		
Depreciation expense	30,453	26,541
Amortization expense	11,494	10,171
Financial costs	83	309
Interest income	(11,224)	(1,372)
Compensation cost of employee share options	202	1,081
Compensation cost of employee restricted shares	7,531	-
Gain on disposal of property, plan and equipment	-	(465)
Write-down of inventories	21,530	18,422
Unrealized loss on foreign currency exchange	8,519	1,494
Reversal of provisions	(161)	(470)
Changes in operating assets and liabilities		
Notes receivable	(354)	4,933
Trade receivables	16,999	(8,099)
Inventories	15,572	(35,179)
Prepayments	(2,302)	5,072
Contract liabilities	43	(471)
Notes payable	5	-
Accounts payable	2,321	(23,096)
Other payables	(23,993)	29,693
Other current liabilities	90	240
Net cash generated from operations	349,040	402,418
Interest received	10,676	1,347
Interest paid	(83)	(370)
Income tax paid	(83,338)	(104,895)
Net cash generated from operating activities	<u>276,295</u>	<u>298,500</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial assets at amortized cost	(1,360,800)	-
Proceeds from disposal of financial assets at amortized cost	541,400	-
Acquisition of property, plant and equipment	(141,327)	(41,400)
Proceeds from disposal of property, plant and equipment	-	465
Decrease in refundable deposits	126	50
Acquisition of intangible assets	(9,492)	(8,819)
Increase in prepayments for equipment	(619)	(167)
Net cash used in investing activities	<u>(970,712)</u>	<u>(49,871)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in short-term loans	-	18,967
Decrease in short-term loans	-	(88,048)

(Continued)



# M3 TECHNOLOGY INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
Repayment of the principal portion of lease liabilities	\$ (2,913)	\$ (3,821)
Cash dividend paid	(121,818)	(110,188)
Proceeds from issuing shares	-	523,009
Exercise of employee share options	9,469	11,590
Payments for buy-back of ordinary shares	<u>-</u>	<u>(134,835)</u>
Net cash (used in) generated from financing activities	<u>(115,262)</u>	<u>216,674</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH	<u>(159)</u>	<u>(451)</u>
NET (DECREASE) INCREASE IN CASH	(809,838)	464,852
CASH AT THE BEGINNING OF THE YEAR	<u>1,036,230</u>	<u>571,378</u>
CASH AT THE END OF THE YEAR	<u>\$ 226,392</u>	<u>\$1,036,230</u>
The accompanying notes are an integral part of the consolidated financial statements.		(Concluded)

M3 Technology Inc.  
Earnings Distribution Table  
2023

	Unit: NTD
Net profit for 2023	218,475,873
Deductions:	
-Provision of legal reserve	(21,847,587)
Distributable earnings for 2023	196,628,286
Additions:	
+Undistributed retained earnings	312,185,374
Distributable retained earnings as of the end of 2023	508,813,660
Scope of allocation (Note):	
-Cash dividends for common shares of 2023 (NT\$3.05 per share)	(125,697,006)
Undistributed retained earnings at the end of the period	383,116,654

Note: Cash dividend is determined by a resolution of the Company's board of directors and is a matter to be reported to the shareholders' meeting.

Chairman of the Board: AP Memory Technology Corporation  
Representative: Wen-Liang Chen

CEO: David Da Meng

CFO: Shu-Hui Huang

## M3 Technology Inc.

## List of Director Candidate

Title	Name	Select Education	Select Experiences	Current Positions	Current Shareholding
Director	Wei-Tse Hung	Bachelor of Economics, Tsing Hua University	Director of M3 Technology Inc. Director of Gear Radio Electronics Corp.	Senior Manager of H.K Investment Co., Ltd. Director of Taiwan Chi Yuan Culture Foundation	8,000

M3 Technology Inc.  
Details of Release the Restriction on Directors from  
Participation in Competitive Business

Name	Title and Company name of Competitive Business	
AP Memory Technology Corporation Representative: Wen-Liang Chen	AP Memory Technology Corporation	Chairman, CEO and CTO
	VIVR Corporation	Chairman
	VIVR Corporation Taiwan Branch	Person in charge
	Lyontek Inc.	Director
	AI Memory Corporation	Director
	AP Memory Technology (Hangzhou) Co. Limited.	Supervisor
	Onecent Technology Ltd.	Director
Wei-Tse Hung	H.K Investment Co., Ltd.	Senior Manager

# **M3 Technology Inc.**

## **Articles of Incorporation**

Appendix 1

### **Chapter 1 General Provisions**

- Article 1      The Company is incorporated as a company limited by shares under the Company Act of the Republic of China and named 來頡科技股份有限公司 in Chinese.
- The English name of the Company is M3 Technology Inc.
- Article 2      The Company's scope of business is as follows:
1. CC01080 Electronics Components Manufacturing
  2. F119010 Wholesale of Electronic Materials
  3. F219010 Retail Sale of Electronic Materials
  4. F401010 International Trade
  5. F601010 Intellectual Property Rights
  6. I301010 Information Software Services
  7. I501010 Product Designing
  8. JA02010 Electric Appliance and Electronic Products Repair
  9. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3      The Company may provide guarantees to external parties as needed for its business activities.
- Article 4      The total amount of the Company's reinvestment is not subject to the restriction of Article 13 of the Company Act.
- Article 5      The Company is headquartered in Taipei City and when necessary may establish domestic or foreign branches upon approval of the Board of Directors.
- Article 6      Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

### **Chapter 2 Shares**

- Article 7      The Company has an authorized capital of NT600 million in 60 million shares with a par value of NTD 10 per share, which may be issued in installments. For the unissued shares, the Board of Directors is authorized to issue ordinary shares in installments.
- The Company may reserve and issue employee stock options in the amount of NT60 million in 6 million shares with a par value of NTD 10 per share. The Board of Directors is authorized to issue these options in installments.

The subjects for the transfer of shares acquired by the Company in accordance with the Company Act or the laws and regulations of the competent authority of securities, subjects for employee stock options, subjects for issuance of new shares with restricted stock award, and subjects for whom new shares are reserved for subscription by employees for cash capital increase, may include the employees of subsidiaries who meet certain criteria. The certain criteria are to be determined by the Board of Directors.

- Article 7-1 If the Company issues employee stock options at prices not subject to the restrictions specified in Article 53 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, or if the treasury stock is transferred to employees at a price lower than the average repurchase price, it can be executed only when more than two-thirds of the shareholders vote for approval in the shareholders' meeting with a majority of the shareholders present at the meeting.
- Article 8 The Company's share certificates are registered, which are issued after being authenticated by the Directors representing the Company with the signature or seal of the Director affixed in accordance with the laws.
- The shares issued by the Company may be exempted from printing share certificates and shall be registered with a centralized securities depository enterprise.
- Article 9 No change may be made in the shareholder register within 60 days prior to a regular shareholders' meeting, within 30 days prior to an extraordinary shareholders' meeting, or within 5 days prior to the target date for the distribution of dividends and bonuses or other benefits by the Company.
- Article 10 The stock affairs of the Company shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" unless otherwise provided by laws and regulations or by the securities competent authority.

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

- Article 11 The shareholders' meeting is divided into regular shareholders' meetings and extraordinary shareholders' meetings. The regular shareholders' meeting shall be convened at least once a year and shall be convened by the Board of Directors in accordance with the laws within six months after the close of each fiscal year. The extraordinary shareholders' meetings shall be convened according to the laws as necessary.
- The shareholders' meeting may be held via virtual shareholders'

meetings or in any other manner as announced by the competent authority, the conditions, procedures, and other matters for conducting a shareholders' meeting shall comply with any additional regulations stipulated by the securities competent authority, if applicable.

Article 12 If a shareholder for any reasons cannot attend the shareholders' meeting in person, the shareholder may appoint a proxy to attend the meeting by executing a power of attorney, stating the scope of power authorized to the proxy.

The regulations governing the appointment of proxies for attendance and the use of proxy form shall comply with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 13 The Company's shareholders are entitled to one vote per share, except where the shares are restricted or without voting rights under the situations as set out in The Company Act.

When the Company convenes the shareholders' meeting, it shall exercise voting rights by electronic transmission and may elect to exercise voting rights by correspondence. A shareholder who exercises his/her right to vote by way of electronic transmission shall be deemed to attend the meeting in person. Related matters shall be processed in accordance with the laws.

Article 13-1 The Chairman of the Board shall preside over the meeting. If the Chairman of the Board is unable to attend the meeting for any reasons, he or she may nominate a director to act as the acting chairperson. If no such appointment is made, the Directors shall nominate one among themselves to preside over the meeting. For the meeting that is convened by the ones with the convening authority outside of the board, the meeting should be chaired by convening authority. When there are two or more parties with the convening right, one of them shall be elected from among themselves to preside over the meeting.

Article 14 Unless otherwise specified in the Company Law, resolutions of the shareholders' meeting shall be adopted by the majority of shareholders present in the meeting who represent half or more of the total number of the Company's outstanding shares. Shareholders' meetings shall be conducted in accordance with the Rules of Procedure for Shareholders Meeting.

Article 14-1 The Company's application for public offering and cancellation of public offering shall be handled in accordance with the relevant provisions of the Company Act.

Article 15 In the process of electing directors at a shareholders' meeting, the

number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect.

- Article 15-1 All resolutions reached at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the Chairman and shall be distributed to all shareholders within twenty days after the meeting. The distribution of the meeting minutes may be effected by public announcement.

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

- Article 16 The Company shall appoint 7 to 9 directors with the term of office of three years and the shareholders' meeting shall elect the persons with disposing capacity, and shall be eligible for re-elections. If a director does not have a new director elected for his/her term of office, the term of office of the director is extended until the new director is elected and takes office.

In the number of directors referred to above, the number of independent directors shall not be less than three and shall not be less than one-fifth of the total number of directors. The candidate nomination system is used which the election of independent directors will be held during the shareholders' meeting from the candidate list. The professional qualifications, shareholdings, non-competition restrictions, nomination and election methods, and other compliance matters are handled in accordance with the relevant regulations of the securities competent authority.

The candidate nomination system shall be adopted for the election of directors. The election of directors and independent directors shall be held at the same time and the elected seats shall be counted separately. Related matters shall be handled in accordance with the laws and regulations.

Where the seats of directors are vacated by one-third, a shareholders' meeting shall be duly held to elect ones supplementary to serve the tenure of office remaining by the predecessors.

- Article 17 The Board of Directors is formed by the Directors. A Chairman of the Board shall be elected from among the Directors with the attendance of more than two-thirds of the Directors and the consents of a majority of the attending Directors. The Chairman of the Board represents the Company.

- Article 18 (deleted)



- Article 19-1 The Company may appoint functional committees under the Board of Directors. The appointment and powers of relevant committees shall be carried out in accordance with the regulations established by the competent authority.
- Article 19-2 The Company has appointed an Audit Committee in accordance with the Securities and Exchange Act. The Audit Committee shall be composed of all of the independent directors, with a minimum of three members. The size, term of office, powers, and procedure of the Auditing Committee are in accordance with the “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies”, and these matters shall be stipulated in the Audit Committee Procedures.
- Article 19-3 (deleted)
- Article 20 Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be made with the attendance of a majority of the directors and the consent of a majority of the directors present. If a director is unable to attend the board meeting for any cause, he/she may appoint another director to attend the board meeting by issuing a power of attorney, citing the scope of the authorization, and each appointment is limited to one director. The Company’s Board of Directors meeting may be convened by correspondence, E-mail or fax.
- Article 21 The Board of Directors meeting is convened by the director who receives the votes with the most voting rights during the first meeting of each term. The remaining meetings are to be convened and presided over by the Chairman. In the event that the Chairman of the Board is unable to exercise his or her power for any cause, the matter shall be handled in accordance with Article 208 of the Company Act.
- Article 21-1 All resolutions reached at a board meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the Chairman and shall be distributed to each of the director within twenty days after the meeting. The distribution of the meeting minutes may be effected by electronic means.
- Article 21-2 The Company may purchase liability insurances for the directors’ liabilities within the business execution scope for compensation pursuant to law.
- Article 22 The Company may compensate all the directors whether the Company operate at a profit or loss. The board of directors is authorized to determine the level of compensation based on individual directors’ participation and contribution to the Company’s operations, and with reference to industry standard.

## **Chapter 5 Managerial Officers**

- Article 23      The Company may have a manager appointed, and the appointment, discharge and the remuneration of the manager shall be handled in accordance with Article 29 of the Company Act.

## **Chapter 6 Accounting**

- Article 24      The fiscal year of the Company is from January 1 to December 31. At the end of each fiscal year, the Board of Directors prepares the (I) Business report, (II) Financial statements, and (III) Proposal for the distribution of surplus profits or make-up for the losses and submit to the Shareholders' Meeting for ratification.
- Article 25      When the Company has a profit after the final account of a fiscal year, it shall appropriate not less than 6% of the profit as remuneration of employees and no more than 2% of the profit as the remuneration of directors. However, when the Company still has accumulated losses, the amount shall be reserved for making up the accumulated loss first.
- The remuneration of employees may be made in the form of shares or cash, and the subjects for receiving the shares or cash may include employees of controlling or affiliates satisfying certain criteria, and the board of directors is authorized to specify said certain criteria.
- Article 25-1    The Company may allocate earnings or offset losses at the end of each quarter. If there is net profit in the final accounts of each quarter, the profit shall be applied for taxation and offset of the accumulated losses first, and then appropriate 10% as the legal reserve. When the legal reserve reaches the amount of the Company's paid-in capital, this restriction does not apply.
- Proposals for distribution of earnings or loss covering in the first three quarters shall be submitted to the Audit Committee for review together with the business report and financial statements before the end of the next quarter and submitted to the board of directors for resolution.
- If there is net profit in the final accounts of the year for the Company, the profit shall be applied for taxation and offset of the accumulated losses first, and then appropriate 10% as the legal reserve. When the legal reserve reaches the amount of the Company's paid-in capital, this restriction does not apply. Then, the special reserve shall be appropriated or reversed according to the relevant laws and regulations. If there is still surplus, the balance shall be summed up with the accumulated undistributed earnings of each quarter as shareholder bonus, and the distribution proposal shall be proposed by the Board of Directors.

The Company's dividend policy shall be in line with the Company's current and future development plans, and shall take domestic industry competition, the investment environment, and capital needs into consideration, and shall not violate the Company Act, this Article, or any power or restriction attached to the shares. The amount of dividends distributed may not be less than 15% of the distributable earnings of the year, and may be distributed in the form of stock dividends or cash dividends, of which, cash dividends distribution may not be less than 10% of the total dividends.

The distribution of dividends or legal reserve and capital reserve in whole or in part by cash must be resolved at a board meeting with more than two-thirds of the directors present and with the consent of a majority of the directors present and reported to the shareholders' meeting. If the share issuance is in the form of new shares, the motion shall be submitted to the shareholders' meeting for resolution and distribution.

### **Chapter 7 Supplementary Provisions**

Article 26      The matters that are not properly addressed in this Article of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 26-1    The organizational regulations and operational rules of the Company shall be stipulated by the Board of Directors.

Article 27      These Articles of Incorporation are enacted on August 27, 2010.  
The first amendment was made on February 8, 2011.  
The second amendment was made on August 12, 2011.  
The third amendment was made on June 15, 2012.  
The fourth amendment was made on September 12, 2012.  
The fifth amendment was made on March 21, 2014.  
The sixth amendment was made on July 25, 2014.  
The seventh amendment was made on May 25, 2016.  
The eighth amendment was made on June 27, 2018.  
The ninth amendment was made on December 18, 2019.  
The tenth amendment was made on June 24, 2020.  
The eleventh amendment was made on November 6, 2020.  
The twelfth amendment was made on May 17, 2021.  
The thirteenth amendment was made on May 26, 2022.  
The fourteenth amendment was made on May 24, 2023.  
The fifteenth amendment was made on Jan 31, 2024.

It shall take effect immediately after the report is submitted to the competent authority for approval and registration. The same applies for any changes.

## M3 Technology Inc.

### Rules of Procedure for Shareholders Meetings

Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules. This Rules is revised under the responsibility of the financial department.

Article 2 (Convening shareholders meetings and shareholders meeting notices)

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

Unless there are other provisions stipulated in the “Regulations Governing the Administration of Shareholder Services of Public Companies”, this Corporation holds the virtual shareholder meetings should be specified in the Articles of Incorporation and approved by the Board of Directors. Moreover, the virtual shareholders meetings should be held with a resolution passed by the attendance of more than two-thirds of the directors and the consent of more than half of the attending directors.

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

This Corporation shall prepare electronic versions of the shareholders meeting notice and 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) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

This Corporation 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. With the consent of the addressee, the meeting notice may be given in electronic form.

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 corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities 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 extraordinary 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 extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation 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 no 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, this Corporation 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 3 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation 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 this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, 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 this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business 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 4 (Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, 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 this Corporation convenes a virtual-only shareholders meeting.

#### Article 5 (Preparation of documents such as the attendance book)

This Corporation 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. This Corporation 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.

This Corporation 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.

This Corporation 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 wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, 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 5-1 (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

To convene a virtual shareholders meeting, this Corporation 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:
  - A.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.
  - B.Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
  - C.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 minimum legal requirement for a shareholder 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.
  - D.Actions to be taken if the outcome of all proposals have been announced and extraordinary 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 Article 44-9, Paragraph 6 of the “Regulations Governing the Administration of Shareholder Services of Public Companies”, this Corporation should at least provide shareholders with the connection equipment and necessary assistance. Furthermore, this corporation should specify the application period for shareholders and other relevant matters to be noted.

#### Article 6 (The chair 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 chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

When a director serves as chair, as referred to in the preceding paragraph, the 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 chairperson 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 chair from among themselves.

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

#### Article 7 (Documentation of a shareholders meeting by audio or video)

This Corporation shall record the entire process of the shareholders meeting by audio or video.

The recorded materials shall be retained for at least one 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, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, 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 this Corporation 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, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 8 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, this Corporation 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 this Corporation in accordance with Article 5.

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 9 (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. 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 chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair 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 chair 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 extraordinary 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 10 (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 chair.

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

Except with the consent of the chair, 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 chair 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 chair and the shareholder that has the floor; the chair 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 chair 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 11 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

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 this Corporation, 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.

With the exception of 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 three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 12 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 this Corporation holds a shareholder 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 to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary 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 this Corporation before two 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 this Corporation, by the same means by which the voting rights were exercised, before two business 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 this Corporation'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, there is 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 chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

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 this Corporation 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 this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 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 extraordinary 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 13 (Election of directors)

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, 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 and 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 14 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.

This Corporation may distribute the meeting minutes of 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 their 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 this Corporation.

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 shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

## Article 15 (Public disclosure)

On the day of a shareholders meeting, this Corporation 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, this Corporation 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 this Corporation'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, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

## Article 16 (Maintaining order at the meeting place)

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

The chair 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 public address equipment set up by this Corporation, the chair 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 17 (Recess and resumption of a shareholders meeting)

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

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary 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 a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

#### Article 18 (Disclosure of information at virtual meetings)

In the event of a virtual shareholders meeting, this Corporation 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 19 (Location of the chair and secretary of virtual-only shareholders meeting)

When this Corporation 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 20 (Handling of disconnection)

In the event of a virtual shareholders meeting, this Corporation 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 declaring the meeting open, 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 and supervisors.

When this Corporation 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 minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not 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, this Corporation 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.



For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder 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, this Corporation shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

#### Article 21 (Handling of digital divide)

When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except for the circumstances stipulated in Article 44-9, Paragraph 6 of the “Regulations Governing the Administration of Shareholder Services of Public Companies”, this Corporation should at least provide shareholders with the connection equipment and necessary assistance. Furthermore, this corporation should specify the application period for shareholders and other relevant matters to be noted.

Article 22 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner. These Rules were formulated on December 18, 2019, through the resolution of the shareholders meeting.  
The 1st amendment was made on June 24, 2020.  
The 2nd amendment was made on November 6, 2020.  
The 3rd amendment was made on May 17, 2021.  
The 4th amendment was made on May 26, 2022.  
The 5th amendment was made on May 24, 2023.

## M3 Technology Inc.

### Procedures for Election of Directors

Article 1 To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 2 The financial department is responsible for the formulation and amendment of these procedures.

Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

- 1.The ability to make judgments about operations.
- 2.Accounting and financial analysis ability.
- 3.Business management ability.
- 4.Crisis management ability.
- 5.Knowledge of the industry.
- 6.An international market perspective.
- 7.Leadership ability.
- 8.Decision-making ability.

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

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

Article 4 The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 5 Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6 The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9 Before the election begins, the chair shall appoint a number of counting personnel and persons with shareholder status to perform the respective duties of vote monitoring personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 A ballot is invalid under any of the following circumstances:

- 1.The ballot was not prepared by a person with the right to convene.
- 2.A blank ballot is placed in the ballot box.
- 3.The writing is unclear and indecipherable or has been altered.
- 4.The candidate whose name is entered in the ballot does not conform to the director candidate list.
- 5.Other words or marks are entered in addition to the number of voting rights allotted.

Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair or other designated personnel on the site.

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 12 The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 13 These Procedures, and any amendments hereto, shall be implemented after approval by the board of directors and a shareholders meeting.

These Procedures were formulated on November 6, 2020, through the resolution of the shareholders meeting.

The 1st amendment was made on May 24, 2023.

## Status of Director Shareholding

- I. The Company's paid-in capital is NT\$426,201,330 and 42,620,133 shares have been issued (including 132,000 shares which have been issued through employee stock options but have not yet been registered to the competent authority).
- II. Pursuant to Article 26 of the Securities and Exchange Act and the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by the Securities and Futures Bureau of the Financial Supervisory Commission, the minimum shareholdings of all directors of the Company shall be 3,600,000 shares.
- III. The shareholdings of individual directors and the directors as a whole as of the transfer suspension date (Mar 26, 2024) is as follows:

Job title	Name	Number of shares held	Ratio of shareholding
Chairman	AP Memory Technology Corporation Representative: Wen-Liang Chen	4,000,000	9.39%
Director	Chang-Yong Chen	4,266,666	10.01%
Director	David Da Meng	190,000	0.45%
Director	ITE Tech. Inc. Representative: Hsiu-Che Lin	1,084,000	2.54%
Independent Director	Zhi-Feng Jiang	-	-
Independent Director	Zu-Ming Bi	-	-
Independent Director	Hsieh-Ju Peng	-	-
Total shareholdings of all Directors		9,540,666	22.39%