



Stock Code: 6799

M3 Technology Inc.

**2025 Annual Shareholders' Meeting
Meeting Handbook**

Time: May 22, 2025 (Thursday) 9:00A.M.

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

Meeting Type: Physical Meeting

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M3 Technology Inc.

Meeting Procedure

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

M3 Technology Inc.

Agenda of 2025 Annual Shareholders' Meeting

Time: May 22, 2025 (Thursday) 9:00 A.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
2. Chairman's Address
3. Report Matters
 - (1) Business Report for 2024 of the Company.
 - (2) Audit Committee's Review Report on 2024 Financial Statements.
 - (3) Distribution of 2024 Employee and Directors Remuneration.
 - (4) Distribution of Cash Dividends of 2024.
 - (5) The Details and Amount of the Remuneration Received by Individual Directors.
4. Acknowledged Matters
 - (1) 2024 Business Report, Parent Company Only Financial Statements and Consolidated Financial Statements.
 - (2) The Company's 2024 Earnings Distribution Proposal.
5. Discussion Matters: Amendment to the Company's" Articles of Incorporation."
6. Election Matters: Election of Director.
7. Other motions: Release the Restriction on the Director from Participation in Competitive Business.
8. Extempore Motions.
9. Adjournment.

Report Matters

Proposal 1: To Report the Business of 2024.

Explanation: The Company's 2024 Business Report is attached herein (Please refer to page 9-10 of attachment 1 in this Handbook).

Proposal 2: The 2024 Audit Committee's Review Report.

Explanation: Audit Committee's Review Report on 2024 Financial Statements is attached herein (Please refer to page 33 of attachment 4 in this Handbook).

Proposal 3: To Report 2024 Employees and Directors Remuneration.

Explanation: 1. In accordance with Article 25 of the Articles of Incorporation, at least 6% of the company's surplus must be allocated as employees' compensation. Considering capital structure, shareholder interests, and the Articles of Incorporation, the company distributes remuneration of employees in the amount of NT\$11,117,333 from the 2024 earnings as employee's compensation expense. The remuneration of employees in 2024 is distributed in cash. This amount represents 6% of net income before tax and before deducting employees and directors' compensation, in compliance with company regulations.

2. According to the same regulation, up to 2% of the company's surplus must be allocated as director's compensation. Considering capital structure, shareholder interests, and the Articles of Incorporation, the company distributes remuneration of directors in the amount of NT\$1,852,888 from the 2024 earnings as director's compensation expense. The remuneration of directors in 2024 is distributed in cash. This amount represents 1% of net income before tax and before deducting employees and directors' compensation, in compliance

with company regulations.

3. There is no difference between the above allocation and the estimated remuneration expense for employees and directors in 2024.

Proposal 4: To Report 2024 Earnings Distribution.

Explanation: 1. The cash dividends total NT\$85,126,266 through a board resolution on February 26, 2025. Based on the total outstanding shares of 42,563,133 as of December 31, 2024, this equates to a cash dividend of NT\$2 per share will be distributed. The actual dividend per share will be calculated based on the total number of issued and outstanding shares on the ex-dividend date.

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. 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. Also, 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.

Proposal 5: To Report the Details and Amount of the Remuneration Received by Individual Directors.

Explanation: The board of directors' compensation allocation for 2024 is attached herein (Please refer to page 11 of attachment 2 in this Handbook).

Acknowledged Matters

Proposal 1: To Acknowledge 2024 Business Report, Parent Company Only Financial Statements and Consolidated Financial Statements. (Proposed by the Board of Directors)

Explanation: 1. The company's 2024 parent company only financial statements and consolidated financial statements have been resolved and audited by CPA Ming-Yen Chien, CPA Cheng-Chun Chiu from Deloitte Taiwan. The above-mentioned financial statements along with the 2024 business report were submitted to the audit committee for review. The review report shall be presented to request acknowledged at the shareholders' meeting.

2. Please refer to page 9-10, 12-33 of attachments 1, 3 and 4 in this handbook for the 2024 business report, the 2024 parent company only financial statements, consolidated financial statements and the audit committee's review report.

Resolution:

Proposal 2: To acknowledge the Company's 2024 earnings distribution proposal. (Proposed by the Board of Directors)

Explanation: 1. At the beginning of the 2024 fiscal year, the company's undistributed retained earnings in the previous year is NT\$383,116,654, plus the 2024 net income after tax of the Company is NT\$121,557,413, the provision of legal reserve by law is NT\$12,155,741, along with NT\$130,775 recovered from share-based compensation, so the total distributable earnings for the current period amount to NT\$492,649,101.

2. The cash dividends total NT\$85,126,266. Based on the total outstanding shares of 42,563,133 as of December 31, 2024, this

equates to a cash dividend of NT\$2 per share will be distributed. The actual dividend per share will be calculated based on the total number of issued and outstanding shares on the ex-dividend date.

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. 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. Also, 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. 2024 Earnings Distribution Table is attached herein (Please refer to page 34 of attachment 5 in this Handbook).

Resolution:

Discussion Matters

Amendment to the Company's" Articles of Incorporation" (Proposed by the Board of Directors)

Explanation: 1. Considering the Company's operational practices and complying with Article 14, Paragraph 6 of the Securities and Exchange Act, the companies require to specify a certain ratio of annual earnings to be allocated for salary adjustments or remuneration distribution to basic-level employees in their Articles of Incorporation. The Company proposes to amend certain provisions of its Articles of

Incorporation.

2. Please refer to Page 35-36 of attachment 6 in this handbook for the comparison table of the amended provisions.

Resolution:

Election Matters

Election of Director (Proposed by the Board of Directors)

- Explanation: 1. According to Article 16 of the Company's Articles of Incorporation, the Board shall consist of seven to nine directors, each serving a three-year term.
2. To respond to the Company's operational needs, it is proposed to add one director to the annual shareholders' meeting.
 3. The Company adopts a candidate nomination system for the election of directors, and shareholders shall elect directors from the list of nominated candidates. 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 22, 2025, and end on May 23, 2026.
 4. The Company's Board of Directors nominated and approved the list of director candidates on February 26, 2025. For details regarding the list of the director candidate and the director's election procedures, please refer to page 37, 64-67 of attachment 7 and appendix 3 in this handbook.

Election results:

Other Motions

To Release the Restriction on Directors 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 matters within the Company's business scope, it is proposed to release the non-competition restrictions on directors. The details of releasing the restriction on the director from participation in competitive business are attached herein (Please refer to page 38 of attachment 8 in this handbook).

Resolution:

Exemplary Motion

Adjournment

Attachment 1 、 2024 Annual Business Report

M3 Technology Inc.

2024 Annual Business Report

Since the beginning of 2024, with the escalating geopolitical conflicts, the rise of protectionism, the technology decoupling, and the restructuring of the supply chain, the industry where M3 Technology operates has experienced a deep reformation. In 2024, M3 Technology benefited from the gradual improvement of the end-market demands, the orders from downstream customers increased, and thus the inventory of manufacturers has recovered to a healthy level. However, the limited improvement of the end-market and the fierce price competition in the industry have presented a huge challenge to the Company's business growth.

The consolidated operating revenue in 2024 was NTD 907,178 thousand, a decrease of NTD 115,386 thousand or 11.3% compared to NTD 1,022,564 thousand in the previous year. The net operating profit was NTD 139,781 thousand, a decrease of NTD 123,622 thousand or 46.9% from NTD 263,403 thousand in the previous year. The total operating expense was NTD 287,284 thousand, an increase of NTD 79,497 thousand or 38.3% from NTD 207,787 thousand in the previous year. The net profit after tax was NTD 121,558 thousand, with the net margin was 13.4%, and the earnings per share was NTD 2.94. Based on the long-term development strategy, the Company maintains the spirit of stable growth, actively invests in the research and development of new products and new markets, to respond to the changes in the industrial structure, demands at the markets and customers, and thus promotes the Company's subsequent growth.

In 2024, the proportion of the Company's revenue from information and communication products and consumer electronics products is approximately 79.2% and 20.8%, respectively. The main markets are the US, Taiwan, China, and Korea, and the Company has been gradually expanding markets to other regions in Europe and Asia. In 2024, the new WiFi-7 products have been massively produced at customers' ends. Based on the long-term development goal, the Company is devoted to developing new PMIC control technology and upgrade the advanced BCD process technology, to support the future new needs of customers with continuous new product launches. With the rapid development of AI technology, AI applications will further penetrate from large-scale data centers (e.g. data cloud, and data center...) to small edge computing (e.g. edge computing, AI PC and AI smartphone). For new application fields of AI

edge computing, M3 Technology will continuously launch PMIC high-performance products with low power consumption. While the market effect may emerge gradually at different points of time, but the Company is highly convinced for the secular growth of this emerging fields.

Looking ahead to 2025, the booming development of emerging technologies such as AI will drive the upgrade of data centers and network equipment specifications, and thus the increased demand. The AI functions are also gradually introduced to terminal devices, promoting the product specifications upgrade, and the demand is gradually improved, helpful to boost sales momentum. However, subject to the weak demand in the industrial and automotive fields, the market competition continues to intensify, causing the Company to face greater pressure on price competition. Meanwhile, the geopolitics, US-China technology war, and Trump 2.0 policy will bring more uncertainties, and result in greater challenge to the Company's operation in the future. M3 Technology will insist the spirit of sustainable operation and steady growth, to actively expand the new fields with continuous technology innovation and R&D investment while exploiting the existing market advantages, to maintain its competition edges in the industry.

As the emerging applications such as Wi-Fi 7, AIoT and AI PC are developing rapidly, M3 Technology is at a critical point of product transformation and upgrade. It is expected that M3 Technology will embrace new growth momentums for the next few years, and further enhance the competitive position in the global PMIC market. M3 Technology will continuously uphold the philosophy of integrity and sustainable operation, maintain the innovative spirit since long time ago, and continue to pursue high-standard products, and reduce energy consumption, to create value for shareholders.

Chairman of the Board: AP Memory Technology Corporation

Representative: Wen-Liang Chen

CEO: Robbins Yeh

President: David Meng

Finance Manager: Ellie Jheng

Attachment 2 、 2024 the Details and Amount of the Remuneration Received by Individual Director (In Thousands of New Taiwan Dollars ； %)

Title	Name	Remuneration to the Directors								Total amount of A+B+C+D and as a Percentage of Net Income (%)				Remuneration to Directors who are also employees								Total amount of A+B+C+D+E+F+G and as a Percentage of Net Income (%)				Receives remuneration from non-subsidiary investments
		Remuneration (A)		Pension and severance pay (B)		Remuneration of directors (C)		Expenses for execution of business (D)						Salary, bonus and special disbursement (E)		Pension and severance pay (F)		Remuneration of employees (G)								
		The Company	All companies listed in the financial statements	The Company	All companies listed in the financial statements	The Company	All companies listed in the financial statements	The Company	All companies listed in the financial statements	The Company		All companies listed in the financial statements		The Company	All companies listed in the financial statements	The Company	All companies listed in the financial statements	The Company		All companies listed in the financial statements						
										Amount	%	Amount	%					Amount	%	Amount	%	Amount	%			
Chairman	AP Memory Technology Corp.	-	-	-	-	618	618	-	-	618	0.51	618	0.51	-	-	-	-	-	-	-	-	618	0.51	618	0.51	-
	Wen-Liang Chen	-	-	-	-	-	-	21	21	21	0.02	21	0.02	-	-	-	-	-	-	-	-	21	0.02	21	0.02	-
Director	ITE Tech. Inc.	-	-	-	-	309	309	24	24	333	0.27	333	0.27	-	-	-	-	-	-	-	-	333	0.27	333	0.27	-
	Hsiu-Che Lin	-	-	-	-	309	309	21	21	330	0.27	330	0.27	12,467	12,467	108	108	870	-	870	-	13,775	11.3	13,775	11.3	-
Director	Chang-Yong Chen	-	-	-	-	309	309	-	-	309	0.25	309	0.25	-	-	-	-	-	-	-	-	309	0.25	309	0.25	-
Director	David Meng	-	-	-	-	-	-	21	21	21	0.02	21	0.02	-	-	-	-	-	-	-	-	21	0.02	21	0.02	-
Director	Wei-Tse Hung	-	-	-	-	309	309	3	3	312	0.26	312	0.26	-	-	-	-	-	-	-	-	312	0.26	312	0.26	-
Independent Director	Zhi-Feng Jiang	816	816	-	-	-	-	24	24	840	0.69	840	0.69	-	-	-	-	-	-	-	-	840	0.69	840	0.69	-
Independent Director	Zu-Ming Bi	816	816	-	-	-	-	27	27	843	0.69	843	0.69	-	-	-	-	-	-	-	-	843	0.69	843	0.69	-
Independent Director	Hsieh-Ju Peng	816	816	-	-	-	-	27	27	843	0.69	843	0.69	-	-	-	-	-	-	-	-	843	0.69	843	0.69	-

1. Independent Director Remuneration Policy and Structure : Independent directors receive fixed compensation regardless of company performance, as approved by the Board and in accordance with the Company's remuneration policy. They are also entitled to a transportation allowance of NT\$3,000 per meeting for attending board or shareholders' meetings. Independent directors do not participate in the annual profit-based remuneration and their compensation is not linked to performance.

2. Additional Compensation Disclosure : In the most recent fiscal year, no directors received remuneration for services (e.g., as consultants) to the Company or its consolidated entities beyond what is disclosed above.

3. Board Remuneration for FY2024 : The director's remuneration for 2024 was approved by the Board on February 26, 2025, and will be paid in cash.

Attachment 3 、 2024 Financial Statements

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, 2024 and 2023, 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, 2024 and 2023, 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, 2024. 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, 2024 is stated as follows:

Recognition of revenue from the specific customer

The revenue from specific customer amounted to NT\$356,662 thousand in 2024; such amount which accounted for 39% 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 (I).

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, 2024.

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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Ming-Yen Chien and Cheng-Chun Chiu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 26, 2025

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, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 306,001	18	\$ 213,049	14
Financial assets at amortized cost - current (Notes 4, 7 and 26)	848,037	49	827,091	52
Notes receivable (Notes 4, 8 and 17)	6,391	-	995	-
Trade receivables (Notes 4, 8, 17 and 25)	158,082	9	163,670	10
Other receivables (Notes 4 and 25)	20,777	1	612	-
Inventories (Notes 4, 5 and 9)	139,749	8	180,988	12
Prepayments	1,686	-	2,819	-
Other current assets (Note 19)	<u>64,522</u>	<u>4</u>	<u>-</u>	<u>-</u>
Total current assets	<u>1,545,245</u>	<u>89</u>	<u>1,389,224</u>	<u>88</u>
NON-CURRENT ASSETS				
Investments accounted for using the equity method (Notes 4 and 10)	11,730	1	14,813	1
Property, plant and equipment (Notes 4 and 11)	159,323	9	155,104	10
Right-of-use assets (Notes 4 and 12)	1,934	-	4,514	-
Intangible assets (Notes 4 and 13)	9,127	-	9,177	-
Deferred tax assets (Notes 4 and 19)	12,763	1	11,839	1
Prepayments for equipment	1,764	-	619	-
Refundable deposits	<u>952</u>	<u>-</u>	<u>280</u>	<u>-</u>
Total non-current assets	<u>197,593</u>	<u>11</u>	<u>196,346</u>	<u>12</u>
TOTAL	<u>\$ 1,742,838</u>	<u>100</u>	<u>\$ 1,585,570</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current (Notes 4 and 17)	\$ 7	-	\$ 652	-
Notes payable	3	-	5	-
Accounts payable	46,562	3	55,851	4
Other payables (Notes 14 and 25)	97,634	6	109,573	7
Current tax liabilities (Notes 4 and 19)	10,796	1	19,994	1
Provisions - current (Note 4)	9,649	-	10,996	1
Lease liabilities - current (Notes 4 and 12)	2,009	-	2,623	-
Other current liabilities	<u>1,060</u>	<u>-</u>	<u>754</u>	<u>-</u>
Total current liabilities	<u>167,720</u>	<u>10</u>	<u>200,448</u>	<u>13</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 19)	4,747	-	-	-
Lease liabilities - non-current (Notes 4 and 12)	-	-	2,009	-
Credit balance on the carrying value of investments accounted for using the equity method (Notes 4 and 10)	<u>14,867</u>	<u>1</u>	<u>-</u>	<u>-</u>
Total non-current liabilities	<u>19,614</u>	<u>1</u>	<u>2,009</u>	<u>-</u>
Total liabilities	<u>187,334</u>	<u>11</u>	<u>202,457</u>	<u>13</u>
EQUITY (Notes 4, 16 and 21)				
Share capital				
Ordinary share	428,321	25	425,421	27
Share capital awaiting retirement	-	-	(540)	-
Total share capital	<u>428,321</u>	<u>25</u>	<u>424,881</u>	<u>27</u>
Capital surplus	<u>591,465</u>	<u>34</u>	<u>565,381</u>	<u>36</u>
Retained earnings				
Legal reserve	84,354	5	62,506	4
Unappropriated earnings	<u>504,805</u>	<u>29</u>	<u>530,661</u>	<u>33</u>
Total retained earnings	<u>589,159</u>	<u>34</u>	<u>593,167</u>	<u>37</u>
Other equity				
Exchange differences on translation of foreign financial statements	877	-	464	-
Unearned compensation	(25,893)	(2)	(65,945)	(4)
Total other equity	<u>(25,016)</u>	<u>(2)</u>	<u>(65,481)</u>	<u>(4)</u>
Treasury shares	<u>(28,425)</u>	<u>(2)</u>	<u>(134,835)</u>	<u>(9)</u>
Total equity	<u>1,555,504</u>	<u>89</u>	<u>1,383,113</u>	<u>87</u>
TOTAL	<u>\$ 1,742,838</u>	<u>100</u>	<u>\$ 1,585,570</u>	<u>100</u>

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

M3 TECHNOLOGY INC.

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

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 17 and 25)				
Sales revenue	\$ 910,129	100	\$ 1,023,972	100
Sales returns	(1,299)	-	(1,437)	-
Sales discounts	(1,652)	-	-	-
Sales revenue, net	907,178	100	1,022,535	100
Other operating revenue	-	-	29	-
Total operating revenue, net	907,178	100	1,022,564	100
OPERATING COSTS (Notes 4, 5, 9 and 18)	476,292	52	548,047	54
GROSS PROFIT	430,886	48	474,517	46
OPERATING EXPENSES (Notes 4, 18, 19 and 25)				
Selling and marketing expenses	37,064	4	29,930	3
General and administrative expenses	61,217	7	39,688	4
Research and development expenses	163,069	18	144,761	14
Total operating expenses	261,350	29	214,379	21
PROFIT FROM OPERATIONS	169,536	19	260,138	25
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 4 and 25)	25,738	3	11,210	1
Other income	138	-	109	-
Other gains and losses	1,339	-	161	-
Financial costs	(1,942)	-	(55)	-
Share of profit (loss) of subsidiaries (Notes 4 and 10)	(49,850)	(6)	3,504	-
Foreign exchange gains, net (Notes 4 and 18)	27,360	3	-	-
Foreign exchange loss, net (Notes 4 and 18)	-	-	(2,835)	-
Total non-operating income and expenses	2,783	-	12,094	1
PROFIT BEFORE INCOME TAX	172,319	19	272,232	26
INCOME TAX EXPENSE (Notes 4 and 19)	(50,761)	(6)	(53,756)	(5)
NET PROFIT FOR THE YEAR	121,558	13	218,476	21

(Continued)

M3 TECHNOLOGY INC.

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

	<u>2024</u>		<u>2023</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	\$ 413	-	(\$ 289)	-
Other comprehensive income for the year	<u>413</u>	<u>-</u>	<u>(289)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 121,971</u>	<u>13</u>	<u>\$ 218,187</u>	<u>21</u>
EARNINGS PER SHARE (Note 20)				
Basic	<u>\$ 2.94</u>		<u>\$ 5.42</u>	
Diluted	<u>\$ 2.84</u>		<u>\$ 5.19</u>	

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, 2024 AND 2023
(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 ,16 and 21)	Total Equity
	Number of Shares (In Thousands)	Amount	Share capital awaiting retirement	Total		Legal Reserve	Unappropriated Earnings	Total					
BALANCE AT JANUARY 1, 2023	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
Employee compensation cost for restricted employee shares	-	-	-	-	-	-	-	-	-	7,531	7,531	-	7,531
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	682	6,820	-	6,820	72,974	-	-	-	-	(79,794)	(79,794)	-	-
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
Appropriation of the 2023 earnings													
Legal reserve	-	-	-	-	-	21,848	(21,848)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(125,697)	(125,697)	-	-	-	-	(125,697)
Employee compensation cost for employee share options	-	-	-	-	37	-	-	-	-	-	-	-	37
Cash dividend redemption for share-based payment	-	-	-	-	-	-	131	131	-	-	-	-	131
Employee compensation cost for restricted employee shares	-	-	-	-	-	-	-	-	-	38,186	38,186	-	38,186
Net profit for the year ended December 31, 2024	-	-	-	-	-	-	121,558	121,558	-	-	-	-	121,558
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	-	-	-	413	-	413	-	413
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	-	-	121,558	121,558	413	-	413	-	121,971
Gain on disgorgement	-	-	-	-	380	-	-	-	-	-	-	-	380
Issuance of ordinary shares under employee share options	362	3,620	-	3,620	2,081	-	-	-	-	-	-	-	5,701
Issuance of employee restricted shares	32	320	-	320	3,664	-	-	-	-	(3,984)	(3,984)	-	-
Cancellation of employee restricted shares	(104)	(1,040)	540	(500)	(5,350)	-	-	-	-	5,850	5,850	-	-
Treasury shares transferred to employees for share-based payment	-	-	-	-	25,272	-	-	-	-	-	-	106,410	131,682
BALANCE AT DECEMBER 31, 2024	42,832	\$ 428,321	\$ -	\$ 428,321	\$ 591,465	\$ 84,354	\$ 504,805	\$ 589,159	\$ 877	(\$ 25,893)	(\$ 25,016)	(\$ 28,425)	\$ 1,555,504

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

M3 TECHNOLOGY INC.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 172,319	\$ 272,232
Adjustments for		
Depreciation expense	32,584	27,774
Amortization expense	10,638	11,479
Financial costs	1,942	55
Interest income	(25,738)	(11,210)
Compensation cost of treasury shares	6,849	-
Compensation cost of employee share options	21	106
Compensation cost of employee restricted shares	25,448	5,192
Loss on disposal of property, plant and equipment	8	-
Share of loss (profit) of subsidiaries	49,850	(3,504)
Write-down of inventories	11,939	21,530
Unrealized (gain) loss on foreign currency exchange	(19,957)	8,405
Reversal of provisions	(1,347)	(161)
Changes in operating assets and liabilities		
Notes receivable	(5,396)	(354)
Trade receivables	12,728	16,999
Other receivables	(19,522)	(15)
Inventories	29,300	15,572
Prepayments	1,133	(1,610)
Other current assets	(64,522)	-
Contract liabilities	(645)	43
Notes payable	(2)	5
Accounts payable	(11,399)	2,321
Other payables	(20,610)	(24,408)
Other current liabilities	306	11
Net cash generated from operations	185,927	340,462
Interest received	25,415	10,662
Interest paid	(1,942)	(55)
Income tax paid	(56,136)	(83,338)
Net cash generated from operating activities	<u>153,264</u>	<u>267,731</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(1,787,538)	(1,360,800)
Proceeds from disposal of financial assets at amortized cost	1,781,680	541,400
Acquisition of property, plant and equipment	(31,492)	(140,143)
Increase in refundable deposits	(672)	-
Decrease in refundable deposits	-	226
Acquisition of intangible assets	(4,518)	(9,492)
Increase in prepayments for equipment	(1,764)	(619)
Net cash used in investing activities	<u>(44,304)</u>	<u>(969,428)</u>

(Continued)

M3 TECHNOLOGY INC.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	(\$ 2,623)	(\$ 1,891)
Cash dividend paid	(125,697)	(121,818)
Exercise of employee share options	5,701	9,469
Treasury shares sold to employees	106,100	-
Cash dividend redemption for share-based payment	131	-
Imposition of disgorgement	<u>380</u>	<u>-</u>
Net cash used in financing activities	(<u>16,008</u>)	(<u>114,240</u>)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	92,952	(815,937)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>213,049</u>	<u>1,028,986</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 306,001</u>	<u>\$ 213,049</u>
The accompanying notes are an integral part of the financial statements.		(Concluded)

REPRESENTATION LETTER

The entities that are required to be included in the combined financial statements of M3 Technology Inc. as of and for the year ended December 31, 2024, under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standard 10, “Consolidated Financial Statements”. In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, M3 Technology Inc. and subsidiaries do not prepare a separate set of combined financial statements.

Very truly yours,

M3 TECHNOLOGY INC.

By

AP Memory Technology Corporation
Representative: Wen-Liang Chen
Chairman

February 26, 2025

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, 2024 and 2023, 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, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and 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, 2024. 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, 2024 is stated as follows:

Recognition of revenue from the specific customer

The revenue from specific customer amounted to NT\$356,662 thousand in 2024; such amount which accounted for 39% 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, 2024.

Other Matter

We have also audited the parent company only financial statements of the Company as of and for the years ended December 31, 2024 and 2023, 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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Ming-Yen Chien and Cheng-Chun Chiu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 26, 2025

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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024		2023	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 340,932	20	\$ 226,392	14
Financial assets at amortized cost - current (Notes 4, 7 and 26)	848,037	48	827,091	52
Notes receivable (Notes 4, 8 and 17)	6,391	-	995	-
Trade receivables (Notes 4, 8, 17 and 25)	158,082	9	163,670	10
Other receivables (Note 4)	1,835	-	583	-
Inventories (Notes 4, 5 and 9)	139,749	8	180,988	12
Prepayments	5,178	-	3,960	-
Other current assets (Note 19)	<u>64,522</u>	<u>4</u>	<u>-</u>	<u>-</u>
Total current assets	<u>1,564,726</u>	<u>89</u>	<u>1,403,679</u>	<u>88</u>
NON-CURRENT ASSETS				
Property, plant and equipment (Notes 4 and 11)	161,743	9	157,842	10
Right-of-use assets (Notes 4 and 12)	2,086	-	7,970	-
Intangible assets (Notes 4 and 13)	9,157	1	9,221	1
Deferred tax assets (Notes 4 and 19)	12,763	1	11,839	1
Prepayments for equipment	1,764	-	619	-
Refundable deposits	<u>1,177</u>	<u>-</u>	<u>519</u>	<u>-</u>
Total non-current assets	<u>188,690</u>	<u>11</u>	<u>188,010</u>	<u>12</u>
TOTAL	<u>\$ 1,753,416</u>	<u>100</u>	<u>\$ 1,591,689</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current (Notes 4 and 17)	\$ 7	-	\$ 652	-
Notes payable	3	-	5	-
Trade payables	46,562	3	55,851	4
Other payables (Note 14)	114,015	6	112,228	7
Current tax liabilities (Notes 4 and 19)	10,796	1	19,994	1
Provisions - current (Note 4)	9,649	-	10,996	1
Lease liabilities - current (Notes 4 and 12)	2,117	-	3,614	-
Other current liabilities	<u>9,989</u>	<u>1</u>	<u>1,125</u>	<u>-</u>
Total current liabilities	<u>193,138</u>	<u>11</u>	<u>204,465</u>	<u>13</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 19)	4,747	-	-	-
Lease liabilities - non-current (Notes 4 and 12)	<u>27</u>	<u>-</u>	<u>4,111</u>	<u>-</u>
Total non-current liabilities	<u>4,774</u>	<u>-</u>	<u>4,111</u>	<u>-</u>
Total liabilities	<u>197,912</u>	<u>11</u>	<u>208,576</u>	<u>13</u>
EQUITY (Notes 4, 16 and 21)				
Share capital				
Ordinary share	428,321	24	425,421	27
Share capital awaiting retirement	-	-	(540)	-
Total share capital	<u>428,321</u>	<u>24</u>	<u>424,881</u>	<u>27</u>
Capital surplus	<u>591,465</u>	<u>34</u>	<u>565,381</u>	<u>35</u>
Retained earnings				
Legal reserve	84,354	5	62,506	4
Unappropriated earnings	<u>504,805</u>	<u>29</u>	<u>530,661</u>	<u>33</u>
Total retained earnings	<u>589,159</u>	<u>34</u>	<u>593,167</u>	<u>37</u>
Other equity				
Exchange differences on translation of foreign financial statements	877	-	464	-
Unearned compensation	(25,893)	(1)	(65,945)	(4)
Total other equity	<u>(25,016)</u>	<u>(1)</u>	<u>(65,481)</u>	<u>(4)</u>
Treasury shares	<u>(28,425)</u>	<u>(2)</u>	<u>(134,835)</u>	<u>(8)</u>
Total equity	<u>1,555,504</u>	<u>89</u>	<u>1,383,113</u>	<u>87</u>
TOTAL	<u>\$ 1,753,416</u>	<u>100</u>	<u>\$ 1,591,689</u>	<u>100</u>

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, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 17 and 25)				
Sales revenue	\$ 910,129	100	\$ 1,023,972	100
Sales returns	(1,299)	-	(1,437)	-
Sales discounts	(1,652)	-	-	-
Sales revenue, net	907,178	100	1,022,535	100
Other operating revenue	-	-	29	-
Total operating revenue, net	907,178	100	1,022,564	100
OPERATING COSTS (Notes 4, 5, 9 and 18)	480,113	53	551,374	54
GROSS PROFIT	427,065	47	471,190	46
OPERATING EXPENSES (Notes 4 and 18)				
Selling and marketing expenses	50,067	6	44,263	4
General and administrative expenses	71,044	8	45,659	5
Research and development expenses	166,173	18	117,865	12
Total operating expenses	287,284	32	207,787	21
PROFIT FROM OPERATIONS	139,781	15	263,403	25
NON-OPERATING INCOME AND EXPENSES				
Interest income	25,667	3	11,224	1
Other income	150	-	543	-
Other gains and losses	1,297	-	154	-
Financial costs	(2,118)	-	(83)	-
Foreign exchange gains, net (Notes 4 and 18)	27,028	3	-	-
Foreign exchange losses, net (Notes 4 and 18)	-	-	(3,009)	-
Total non-operating income and expenses	52,024	6	8,829	1
PROFIT BEFORE INCOME TAX	191,805	21	272,232	26
INCOME TAX EXPENSE (Notes 4 and 19)	(70,247)	(8)	(53,756)	(5)
NET PROFIT FOR THE YEAR	121,558	13	218,476	21

(Continued)

M3 TECHNOLOGY INC. AND SUBSIDIARIES

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

	<u>2024</u>		<u>2023</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>413</u>	<u>-</u>	(\$ <u>289</u>)	<u>-</u>
Other comprehensive income for the year	<u>413</u>	<u>-</u>	(<u>289</u>)	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ <u>121,971</u>	<u>13</u>	\$ <u>218,187</u>	<u>21</u>
EARNINGS PER SHARE (Note 20)				
Basic	\$ <u>2.94</u>		\$ <u>5.42</u>	
Diluted	\$ <u>2.84</u>		\$ <u>5.19</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, 2024 AND 2023
(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			Treasury Shares (Notes 4 ,16 and 21)	Total Equity
	Number of Shares (In Thousands)	Amount	Share capital awaiting retirement	Total		Legal Reserve	Unappropriated Earnings	Total		Unearned Compensation	Total		
BALANCE AT JANUARY 1, 2023	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
Employee compensation cost for restricted employee shares	-	-	-	-	-	-	-	-	-	7,531	7,531	-	7,531
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	682	6,820	-	6,820	72,974	-	-	-	-	(79,794)	(79,794)	-	-
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
Appropriation of the 2023 earnings													
Legal reserve	-	-	-	-	-	21,848	(21,848)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(125,697)	(125,697)	-	-	-	-	(125,697)
Employee compensation cost for employee share options	-	-	-	-	37	-	-	-	-	-	-	-	37
Cash dividend redemption for share-based payment	-	-	-	-	-	-	131	131	-	-	-	-	131
Employee compensation cost for restricted employee shares	-	-	-	-	-	-	-	-	-	38,186	38,186	-	38,186
Net profit for the year ended December 31, 2024	-	-	-	-	-	-	121,558	121,558	-	-	-	-	121,558
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	-	-	-	413	-	413	-	413
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	-	-	121,558	121,558	413	-	413	-	121,971
Gain on disgorgement	-	-	-	-	380	-	-	-	-	-	-	-	380
Issuance of ordinary shares under employee share options	362	3,620	-	3,620	2,081	-	-	-	-	-	-	-	5,701
Issuance of employee restricted shares	32	320	-	320	3,664	-	-	-	-	(3,984)	(3,984)	-	-
Cancellation of employee restricted shares	(104)	(1,040)	540	(500)	(5,350)	-	-	-	-	5,850	5,850	-	-
Treasury shares transferred to employees for share-based payment	-	-	-	-	25,272	-	-	-	-	-	-	106,410	131,682
BALANCE AT DECEMBER 31, 2024	42,832	\$ 428,321	\$ -	\$ 428,321	\$ 591,465	\$ 84,354	\$ 504,805	\$ 589,159	\$ 877	(\$ 25,893)	(\$ 25,016)	(\$ 28,425)	\$ 1,555,504

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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 191,805	\$ 272,232
Adjustments for		
Depreciation expense	35,354	30,453
Amortization expense	10,653	11,494
Financial costs	2,118	83
Interest income	(25,667)	(11,224)
Compensation cost of treasury shares	25,582	-
Compensation cost of employee share options	37	202
Compensation cost of employee restricted shares	38,186	7,531
Loss on disposal of property, plan and equipment	8	-
Gain on lease modifications	(38)	-
Write-down of inventories	11,939	21,530
Unrealized (gain) loss on foreign currency exchange	(19,750)	8,519
Reversal of provisions	(1,347)	(161)
Changes in operating assets and liabilities		
Notes receivable	(5,396)	(354)
Trade receivables	12,728	16,999
Other receivables	(929)	-
Inventories	29,300	15,572
Prepayments	(1,218)	(2,302)
Other current assets	(64,522)	-
Contract liabilities	(645)	43
Notes payable	(2)	5
Accounts payable	(11,399)	2,321
Other payables	(6,771)	(23,993)
Other current liabilities	8,864	90
Net cash generated from operations	228,890	349,040
Interest received	25,344	10,676
Interest paid	(2,118)	(83)
Income tax paid	(75,622)	(83,338)
Net cash generated from operating activities	<u>176,494</u>	<u>276,295</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(1,787,538)	(1,360,800)
Proceeds from disposal of financial assets at amortized cost	1,781,680	541,400
Acquisition of property, plant and equipment	(32,642)	(141,327)
Increase in refundable deposits	(650)	-
Decrease in refundable deposits	-	126
Acquisition of intangible assets	(4,518)	(9,492)
Increase in prepayments for equipment	(1,764)	(619)
Net cash used in investing activities	<u>(45,432)</u>	<u>(970,712)</u>

(Continued)

M3 TECHNOLOGY INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	(\$ 3,434)	(\$ 2,913)
Cash dividend paid	(125,697)	(121,818)
Exercise of employee share options	5,701	9,469
Treasury shares sold to employees	106,100	-
Cash dividend redemption for share-based payment	131	-
Imposition of disgorgement	<u>380</u>	<u>-</u>
Net cash used in financing activities	(<u>16,819</u>)	(<u>115,262</u>)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>297</u>	(<u>159</u>)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	114,540	(809,838)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>226,392</u>	<u>1,036,230</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 340,932</u>	<u>\$ 226,392</u>
The accompanying notes are an integral part of the consolidated financial statements.		(Concluded)

Attachment 4 、 Audit Committee Review Report

M3 Technology Inc.

Audit Committee Review Report

The Board of Directors has prepared the 2024 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.

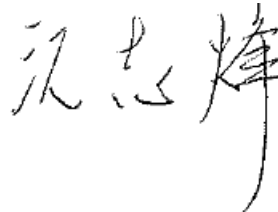
To:

M3 Technology Inc.

2025 Annual Shareholders Meeting

Audit Committee Convener: Zhi-Feng Jiang

February 26, 2025



Attachment 5 、2024 Earnings Distribution Table

M3 Technology Inc. Earnings Distribution Table 2024

Unit: NTD

Items	Amount	Notes
Undistributable retained earnings in the previous year	383,116,654	
Additions:		
Net income after tax for 2024	121,557,413	
Recovered from share-based compensation	130,775	
Deductions:		
Provision of legal reserve	(12,155,741)	
Distributable earnings for 2024	492,649,101	
Scope of allocation :		
Cash dividends for common shares of 2024Q1	-	
Cash dividends for common shares of 2024Q2	-	
Cash dividends for common shares of 2024Q3	-	
Cash dividends for common shares of 2024Q4	(85,126,266)	NT\$2 per share
Undistributed retained earnings at the end of the period	407,522,835	

Chairman of the Board: AP Memory Technology Corporation

Representative: Wen-Liang Chen

CEO: Robbins Yeh 、President: David Meng

Finance Manager: Ellie Jheng

Attachment 6 、Amendment to the Company's "Articles of Incorporation"

M3 Technology Inc.

Comparison Table of Amendment to the Articles of Incorporation

Article No.	Amended Article	Current Article	Description
Article 25	<p><u>If the Company has earnings in a fiscal year, the Company shall contribute no less than 1% of the net profit before tax before deducting employees' remuneration and directors' remuneration as remuneration to employees (of which no less than 1% of the total remuneration to employees shall be the remunerations to mid- and low-level employees), and no more than 2% as remuneration to directors. However, when the Company still has accumulated losses, the amount shall be set aside for making up the accumulated loss first.</u></p> <p><u>The remuneration of employees in the preceding paragraph may be made in the form of shares or cash, and the recipients may include employees of controlling or affiliates satisfying certain criteria in Taiwan area, and the board of directors is authorized to specify said certain criteria. The remuneration to directors in the preceding paragraph shall be paid in cash only.</u></p> <p><u>The distribution of remuneration to employees and directors in the preceding two paragraphs shall be approved by a majority of the directors present at a board meeting attended by two-thirds of the total directors and shall be reported to the shareholders' meeting.</u></p>	<p>When the Company makes a profit after the final account of a fiscal year, it shall appropriate no 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 set aside for making up the accumulated loss first.</p> <p>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 paid certain criteria.</p>	<p>(1) Amended the percentage of contribution and the recipients of remuneration and the scope of payment to employees.</p> <p>(2) Pursuant to Paragraph 6, Article 14 of the Securities and Exchange Act, "A company referred to in the preceding paragraph shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees. Established the remuneration to non-executive employees.</p> <p>(3) Amended some wording.</p> <p>(4) Added the date of this amendment.</p>
Article 27	<p>These Articles of Incorporation are enacted on August 27, 2010.</p> <p>The first amendment was made</p>	<p>These Articles of Incorporation are enacted on August 27, 2010.</p> <p>The first amendment was made</p>	<p>The current amendment date has been added.</p>

Article No.	Amended Article	Current Article	Description
	<p>on February 8, 2011.</p> <p>The second amendment was made on August 12, 2011.</p> <p>The third amendment was made on June 15, 2012.</p> <p>The fourth amendment was made on September 12, 2012.</p> <p>The fifth amendment was made on March 21, 2014.</p> <p>The sixth amendment was made on July 25, 2014.</p> <p>The seventh amendment was made on May 25, 2016.</p> <p>The eighth amendment was made on June 27, 2018.</p> <p>The ninth amendment was made on December 18, 2019.</p> <p>The tenth amendment was made on June 24, 2020.</p> <p>The eleventh amendment was made on November 6, 2020.</p> <p>The twelfth amendment was made on May 17, 2021.</p> <p>The thirteenth amendment was made on May 26, 2022.</p> <p>The fourteenth amendment was made on May 24, 2023.</p> <p>The fifteenth amendment was made on Jan 31, 2024.</p> <p><u>The sixth amendment was made on May 22, 2025.</u></p>	<p>on February 8, 2011.</p> <p>The second amendment was made on August 12, 2011.</p> <p>The third amendment was made on June 15, 2012.</p> <p>The fourth amendment was made on September 12, 2012.</p> <p>The fifth amendment was made on March 21, 2014.</p> <p>The sixth amendment was made on July 25, 2014.</p> <p>The seventh amendment was made on May 25, 2016.</p> <p>The eighth amendment was made on June 27, 2018.</p> <p>The ninth amendment was made on December 18, 2019.</p> <p>The tenth amendment was made on June 24, 2020.</p> <p>The eleventh amendment was made on November 6, 2020.</p> <p>The twelfth amendment was made on May 17, 2021.</p> <p>The thirteenth amendment was made on May 26, 2022.</p> <p>The fourteenth amendment was made on May 24, 2023.</p> <p>The fifteenth amendment was made on Jan 31, 2024.</p>	

Attachment 7 、 List of Director Candidate**M3 Technology Inc.****List of Director Candidate**

Title	Name	Select Education	Select Experiences	Current Positions	Current Shareholding
Director	Robbins Yeh	Master of Electrical Engineering, National Central University	Chairman of Innorich Venture Capital Corp. CEO of Youngtek Electronics Corp. (6261.TWO) Chairman of Synopsys, Inc	Serving as the corporate director representative of AP Memory Technology Corporation (6531.TW); an independent director of Progate Group Corporation (8227.TWO); and a director of MyTek Corporation.	0

Attachment 8 、 Details of Release the Restriction on Directors from Participation

M3 Technology Inc.

Details of Release the Restriction on Directors from

Participation in Competitive Business

Name	Title and Company name of Competitive Business	
Robbins Yeh	AP Memory Technology Corporation (6531.TW)	The Corporate Director Representative
	Progate Group Corporation (8227.TWO)	Independent Director
	MyTek Corporation	Director

Appendix 1: Articles of Incorporation (before the amendments)

M3 Technology Inc.

Articles of Incorporation

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 來頓科技股份有限公司 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.

Appendix 2: Rules and Procedures of Shareholders Meeting

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.

Appendix 3: Procedures for Election of Directors

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.

Appendix 4: Status of Director Shareholding

Status of Director Shareholding

- I. The Company's paid-in capital is NT\$430,591,330 and 43,059,133 shares have been issued (including 227,000 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 24, 2025) are as follows:

Job title	Name	Number of shares held	Ratio of shareholding
Chairman	AP Memory Technology Corporation Representative: Wen-Liang Chen	4,000,000	9.28%
Director	Chang-Yong Chen	4,266,666	9.90%
Director	David Meng	230,800	0.53%
Director	ITE Tech. Inc. Representative: Hsiu-Che Lin	944,000	2.19%
Director	Wei-Tse Hung	8,000	0.01%
Independent Director	Zhi-Feng Jiang	-	-
Independent Director	Zu-Ming Bi	-	-
Independent Director	Hsieh-Ju Peng	-	-
Total shareholdings of all Directors		9,449,466	21.91%