

Stock Code: 2408



# **Nanya Technology Corporation**

## **2025 ANNUAL SHAREHOLDERS' MEETING MEETING HANDBOOK**

(This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there are any inconsistencies between the Chinese version and this translation, the Chinese version shall prevail.)

**May 28, 2025**

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5. Convention Rules and Procedures for Shareholders' Meeting of the Company
6. Rules for Election of Directors of the Company
7. Current Shareholdings of Directors of the Company

# **Nanya Technology Corporation**

## **2025 ANNUAL SHAREHOLDERS' MEETING PROCEDURE**

1. Call Meeting to Order
2. Chairman's Address
3. Reporting Items
4. Ratification Items
5. Discussion Items (I)
6. Election Items
7. Discussion Items (II)
8. Extraordinary Motions
9. Meeting Adjourned

# **Nanya Technology Corporation**

## **2025 ANNUAL SHAREHOLDERS' MEETING AGENDA**

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

Venue: No.336, Sec. 1, Nankan Rd., Luzhu Dist., Taoyuan City,  
Taiwan (R.O.C.)

Type of Meeting: The Annual Shareholders' Meeting will be held physically with the assistance of video conference (The virtual meeting platform provided by Taiwan Depository & Clearing Corporation will be used for video conference, please refer to <https://stockservices.tdcc.com.tw> for notices and description.)

### **1. Reporting Items**

- (1) 2024 Business Report
- (2) Audit Committee's Review Report
- (3) Report on the Issuance of 2024 Domestic Unsecured Corporate Bonds

### **2. Ratification Items**

- (1) To Ratify the 2024 Financial Statements and Business Report
- (2) To Ratify the Proposal for 2024 Deficit Compensation

### **3. Discussion Items (I)**

- (1) To Approve Amendments to the Articles of Incorporation of the Company
- (2) To Approve Amendments to the "Convention Rules and Procedures for Shareholders' Meeting" of the Company
- (3) To Approve the Proposal for a Capital Increase through a Private Placement of Common Shares

#### 4. Election Items

Election of the Company's Directors upon the expiration of their term

#### 5. Discussion Items (II)

(1) To Approve the Release of Newly Elected Directors from Non-competition Restrictions

## Reporting Items

1. Regarding the Company's business operation condition of FY2024, please refer to Business Report for further details (on Page 5 through Page 12 of the Handbook.)
2. The Company's Audit Committee had issued their Review Report in accordance with the applicable laws. Please refer to Audit Committee's Review Report (on Page 13 of the Handbook.)
3. Report on the Issuance of 2024 Domestic Unsecured Corporate Bonds of NT\$4.0 billion

To raise long-term funds for new construction and expansion, replacement of fab's equipments, repayment of debts or replenishment of operation capital, the Board of Directors resolved on November 8, 2023 to issue domestic unsecured corporate bonds of NT\$12.0 billion in 2024. The Company issued "1st domestic unsecured corporate bonds in 2024 (Green bond)" of NT\$4.0 billion on April 11, 2024 for the expenditures of new fab expansion and was reported to the Board of Directors on May 9, 2024. The remaining NT\$8.0 billion has not been applied for Taipei Exchange yet.

Item \ Name	1st domestic unsecured corporate bonds in 2024 (Green bond)
Total price	NT\$4,000,000,000
Issue date	April 11, 2024
Coupon rate	Fixed rate at 1.75% p.a.
Tenor	5 years
Coupon Frequency	Annual Interest shall be paid as simple interest rate
Repayment method	The Company will redeem 50% of the principal at one year before maturity and redeem the rest 50% at maturity for each tenor

# Nanya Technology Corporation

## 2024 Business Report

### I. 2024 Business Report

#### (I) Operations:

Nanya Technology Corporation's (hereinafter referred to as "Nanya") consolidated revenue amounted to NT\$34.13 billion in 2024, up approximately 14.2% compared to the NT\$29.89 billion in 2023. The after-tax loss was NT\$5.08 billion, the net profit margin was -14.9%, and the loss per share was NT\$1.64.

In 2024, the DRAM product market was polarized due to end-product applications, with artificial intelligence (AI) and non-AI products at each end:

1. Annual sales volume and prices of AI-related high-end DRAM products, such as high-bandwidth memory (HBM) and high density DDR5 modules, both increased thanks to the significant growth of AI and general-purpose servers.
2. The recovery in demand for personal computers (PCs), mobile phones, and consumer products was weaker than expected, and extended the time required to digest inventory, causing demand for non-AI DRAM products to weaken in mid-2024.

AI-related HBM DRAM products require four key elements, including ① high-density advanced products (16Gb DDR5 or above), ② 3D IC through silicon via (TSV) and multi-chip packaging, ③ HBM product design, and logic IC base die.

Nanya began rebuilding our own R&D team in 2017, and have launched two 10nm generation product technologies with

our enhanced R&D capabilities. We formally began the mass production of second-generation 16G DDR5 at the end of 2024, which is the first key element to meeting HBM requirements.

We are currently actively rebuilding the second and third key elements, TSV and multi-chip packaging, as well as HBM product design capabilities. At the same time, we will build the fourth key element – integration of logic IC and HBM DRAM through strategic investment and cooperation, and expect to achieve the verification target by the end of 2026.

Shipments in 2024 were similar as that in the previous year, but the average price was slightly higher, and revenue grew by approximately NT\$4.2 billion or 14.2%. In addition, our continued efforts to control costs and expenses and reduce operating losses decreased our net losses by approximately NT\$2.4 billion compared with that in the previous year.

## (II) Highlights in 2024:

1. Business promotion: Built deeper customer relationships and developed various fields of application.

(1) Consumer electronics products include TVs, network communications, SSD, digital cameras, set-top boxes, and automobiles, accounting for approximately 63%.

(2) Fields of application for low-power products include communication modules, multi-chip packages, handheld devices, digital TVs, digital cameras, voice assistants, and smart watches, and also increased shipments of in-vehicle products, accounting for approximately 21%.

(3) Developed PC manufacturers to increase sales channels and sales volume, accounting for approximately 13%.

(4) Promoted and obtained client verification and trial production orders for pilot products of

second-generation 10nm process technology (1B), such as 8Gb DDR4 and 16Gb DDR5.

## 2. Technology development

- (1) Mass production of DDR4 and DDR5 products based on the aforementioned 1B process technology began at the end of 2024, and the design of 3 products was completed for trial production. LPDDR4 and LPDDR5 products will be launched in 2025.
- (2) Conducted trial production of functional testing chips based on third-generation 10nm process technology (1C), and designed pilot products.
- (3) Strategically partnered with Piecemakers Technology, Inc. (hereinafter referred to as “Piecemakers”), combining the Company’s 10nm DRAM technology with Piecemakers’ product design capabilities to jointly develop customized, high-performance, low-power, ultra-high-bandwidth memory solutions.
- (4) Cooperated with Formosa Advanced Technologies Co., Ltd. to invest in the production of 3D TSV and multi-chip stacking packages.

## 3. Strengthening operational resilience

Adjusted the product portfolio, implemented cost improvements, and enhanced the Company’s competitiveness.

### (1) Inventory management

Reduced 20-nm wafer production and actively transitioned to the 1B process. Sought opportunities to sell low-density products and reduce inventory.

(2) Lowering costs/expenses

Utilized various analysis technologies to reasonably extend the replacement cycle of spare parts for tools, reduced the use of photomasks, and improved R&D and production efficiency to reduce costs.

(3) Reducing capital expenditures

The upper limit on capital expenditures in 2024 was NT\$26 billion, but expenditures were delayed by adjusting the schedule for new plant construction, and the actual capital expenditure was approximately NT\$16.1 billion.

4. ESG and Sustainability

(1) The Company will increase the amount of green purchased by 25 million kWh each year starting from 2024 until the total amount reaches 250 million kWh. Combined with the renewable electricity purchased in 2022, annual green electricity usage will reach 50 million kWh.

(2) Nanya was once again selected as a constituent stock of the DJSI World Index at the end of 2024.

(3) Nanya received the highest rating of “A” in the climate change questionnaire of the CDP in 2024, which is an international non-profit organization, and a rating of “A-” in the water security questionnaire.

(4) Nanya ranked among Clarivate’s Top 100 Global Innovators for the second consecutive year in 2024, gaining recognition from an international evaluation institution for achievements in technological innovation and patent strategy.

- (5) Nanya continued to rank among the top 5% in the 2024 Corporate Governance Evaluation.
- (6) Nanya received an “AA” rating for ESG from the MSCI (Morgan Stanley Capital International) in 2024, and won the Taiwan Corporate Sustainability Award (TSCA) for the eighth consecutive year, recognizing the Company’s efforts to implement all aspects of ESG.

## **II. Industry Outlook**

DRAM is a key component in making all electronic products smarter, and is also an essential product in the development of AI. It is extensively used in data centers/servers, smartphones, PCs, and consumer electronics.

Following the development of 5G and AI, cloud service providers continue to invest in AI servers with a large amount of high-end DRAM products installed. Moreover, the application of edge computing in terminal products (such as: AI PCs, AI mobile phones, and AI robots) will also increase the amount of DRAM installed and drive demand growth.

Demand on mobile phones and consumer electronics is expected to bounce back in 2025. As the inventory level of companies gradually improves each quarter, the conventional DRAM market may begin to recover in the first half of the year.

Servers shipments will continue to grow as cloud service providers invest heavily in AI servers and other companies purchase more general-purpose servers, driving shipment growth of HBM and high density DDR5 modules.

In terms of mobile phones, inventory levels are gradually returning to normal and the amount of DRAM installed is increasing due to the introduction of AI functions. Therefore, overall mobile phone shipments and the amount of DRAM installed are expected to increase compared with last year.

In terms of PCs, operating system updates have driven corporate demand for new PCs, and the amount of DRAM installed will also increase following the launch of AI PCs.

With regard to the demand for other consumer electronic products, China's stimulus plan has improved demand in the short term, and lower inventory has pushed up unit prices, but we will still need to observe the uncertainty in end demand caused by the U.S. reciprocal tariffs.

### **III. Business Plan for 2025**

#### **(I) Short- and medium-term strategic direction**

1. Continue to develop new products and enter mainstream and high-end markets

Mass production of DDR5 products and R&D of TSV process to enter the high-density module market and develop HBM products.

2. Increase sales of low-power and low-density products to increase profits. Also develop customization and OEM markets.
3. Manufacturing equipments will be installed in the new fab based on market conditions.

#### **(II) Business promotion**

1. Promote new products of the 1B process: ① 8Gb DDR4 and 4Gb DDR4 KGD products will first be used in the mid-end TV chip packaging market. ② 16Gb DDR5 will be introduced into PCs and subsequently promoted for SSDs, network communications, and server modules, providing total solutions to achieve better performance.
2. Expand the low-power market:
  - ① Expand mid- to high-end consumer products, such as in-vehicle, voice assistants, handheld devices, smart

watches and digital TVs.

- ② Seek strategic cooperation in 5G communication applications.
  - ③ Increase market share in applications such as digital cameras, multi-chip packaging, and embedded stacked chip packaging.
3. Increase sales volume of low-density niche products: Pursue higher sales volume of digital TVs, network communications, digital cameras, KGD, and SSDs.
  4. Expand memory OEM, increase applications that use 20nm/30nm production capacity, and increase sales momentum.

### (III) Technology development

1. Verification of the 16Gb DDR5 shrink version and 16Gb LPDDR4 will be completed this year, and trial production of 2 products, 8Gb/16Gb LPDDR5, will also commence.
2. The pilot product (16Gb DDR5) based on 10nm third-generation (1C) process technology will commence trial production in the second half of the year.
3. The lead product based on 10nm fourth-generation (1D) process technology will commence pilot run in the first quarter of 2026.
4. The 16Gb DDR5 shrink version will be combined with TSV process technology to produce high-density DRAM modules to meet the demand of the server market.
5. Launch the jointly development of customized, high-performance, low-power, ultra-high-bandwidth memory solutions with Piecemakers, and product verification is expected in 2026.

#### (IV) Capital expenditures

The upper limit of capital expenditures is expected to be NT\$19.6 billion in 2025 due to the transfer of a part of production capacity to 1B process technology, new fab construction, and R&D and general capital expenditures. The budget for production equipment will be slightly below 30%.

#### **IV. Conclusion**

Looking towards this year, the Company will actively adjust our production lines and develop high-value product lines, such as DDR5, DDR4, LPDDR5, and LPDDR4, to be profitable as soon as possible.

Nanya insists on “technology innovation” as the Company’s core value and main growth momentum, and will invest even more resources to accelerate the development of 10nm process technologies and more new generation DDR5 products to enhance our competitiveness. We will dedicate our efforts to creating greater value for our shareholders, and will fulfill our corporate social responsibility to achieve sustainable development.

Chairman: Chia Chau, Wu

President: Pei-Ing Lee

Accountant Officer: Hung Chi Kuo

## **Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements (including consolidated and Stand-alone statements), and Proposal for Deficit Compensation. The CPA firm of KPMG has audited the Financial Statements and issued an audit report relating to Financial Statements. The Business Report, Financial Statements, and Proposal for Deficit Compensation have been reviewed and determined to be correct and accurate by the Audit Committee members of Nanya Technology Corporation. According to the Securities and Exchange Act and the Company Act, we hereby submit this report.

Nanya Technology Corporation

Chairman of the Audit Committee:

February 26, 2025

## **Ratification Items**

### **Item 1**

To Ratify the 2024 Financial Statements and Business Report

Proposed by the Board of Directors

#### **Explanation:**

1. The preparation of the Company's 2024 Consolidated and Stand-alone Financial Statements were completed and the same were reviewed by the Audit Committee, approved by the Board of Directors on February 26, 2025 and audited by independent auditors, Ms. Hsin-Yi Kuo and Ms. Tzu-Hui Lee, of KPMG. The aforesaid Financial Statements together with the Business Report were reviewed by the Audit Committee, in which the Audit Committee's Review Report is presented.
2. For the aforementioned Business Report, please refer to Page 5 through Page 12 of the Handbook. As for the Financial Statements, please refer to Page 38 through Page 55 of the Handbook. Please approve the Business Report and the Financial Statements.

#### **Resolution:**

## **Ratification Items**

### **Item 2**

To Ratify the Proposal for 2024 Deficit Compensation

Proposed by the Board of Directors

#### **Explanation:**

The Proposal for 2024 Deficit Compensation of the Company was reviewed by the Audit Committee and approved by the Board of Directors on February 26, 2025.

(Please refer to Page 56 of the Handbook for the Statement of Deficit Compensation.)

#### **Resolution:**

## Discussion Items (I)

### Item 1

To Approve Amendments to the Articles of Incorporation of the Company

Proposed by the Board of Directors

#### Explanation:

To comply with paragraph 6, Article 14 of the “Securities and Exchange Act”, the Articles of Incorporation of the Company shall be amended accordingly. The corresponding comparison table for the current and amended articles is attached.

Article	Before Amendment	After Amendment	Amendment Description
Article 19	<p>The Company shall appropriate 1% to 12% for employees’ compensation from profit before tax which deducting employees’ compensation. However, the Company’s accumulated losses shall have been covered.</p> <p>The Company may have the profit distributable as employees’ compensation distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.</p>	<p>The Company shall appropriate 1% to 12% for employees’ compensation from profit before tax which deducting employees’ compensation. <b><u>Among them, the Company shall appropriate 0.3% to 3.6% for non-executive employees’ compensation from profit before tax which deducting employees’ compensation.</u></b> However, the Company’s accumulated losses shall have been covered.</p> <p>The Company may have the profit distributable as employees’ compensation distributed in the form of shares or in cash, and the qualification requirements of employees, including the</p>	<p>Amend that a certain percentage of the annual profit shall be allocated for non-executive employees’ compensation in accordance with paragraph 6, Article 14 of the</p>

Article	Before Amendment	After Amendment	Amendment Description
	The resolution of employees' compensation shall be made in accordance with Article 235-1 of the Company Act of ROC.	employees of subsidiaries of the Company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors. The resolution of employees' compensation shall be made in accordance with Article 235-1 of the Company Act of ROC.	"Securities and Exchange Act".
Article 22	(Omitted)	Add " <b><u>The 28th amendment was made on May 28, 2025</u></b> " to the existing Article.	Add the date of amendment and execution to the Article.

**Resolution:**

## Discussion Items (I)

### Item 2

To Approve Amendments to the “Convention Rules and Procedures for Shareholders’ Meeting” of the Company

Proposed by the Board of Directors

#### Explanation:

To refer to Taiwan Stock Exchange Corporation on March 8, 2022 with the document number 1110004250, on March 17, 2023 with the document number 1120004167 and accommodate the needs of the Company’s practical operation, the “Convention Rules and Procedures for Shareholders’ Meeting” of the Company shall be amended accordingly. The corresponding comparison table for the current and amended articles is attached.

Article	Before Amendment	After Amendment	Amendment Description
Article 3	<p>Unless otherwise prescribed by the laws or regulations, a Meeting of the Company shall be convened by the Board of the Directors of the Company.</p> <p><u>A notice to convene a regular Meeting shall be given to each shareholder no later than thirty (30) days prior to the scheduled Meeting date; while a public notice may be given to the registered stock shareholders whose</u></p>	<p>Unless otherwise prescribed by the laws or regulations, a Meeting of the Company shall be convened by the Board of the Directors of the Company.</p> <p><b><u>Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company that will convene a Shareholders’ Meeting with video</u></b></p>	<p>1. As the notification method for shareholders holding less than 1,000 shares has been explicitly stipulated in</p>

Article	Before Amendment	After Amendment	Amendment Description
	<p>shareholding is less than one thousand shares no later than thirty (30) days prior to the scheduled meeting date by a public announcement on the Market Observation Post System of the Taiwan Stock Exchange Corp. (“TSE”). A notice to convene a special Meeting shall be sent to each shareholder no later than fifteen (15) days prior to the scheduled Meeting date; while a public notice may be given to the registered stock shareholders whose shareholding is less than one thousand shares no later than fifteen (15) days prior to the scheduled meeting date by a public announcement on the Market Observation Post System of the TSE.</p> <p>To convene a Meeting, a Meeting agenda shall be prepared. The softcopy of Meeting notice, proxy form, subject matters and explanations for topics related to ratification items, discussion item, and election or discharge of Directors(s), shall be prepared and uploaded to the Market Observation Post System of TSE at least thirty (30) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date.</p>	<p><b><u>conferencing shall expressly provide for such Meetings in the Articles of Incorporation and obtain a resolution of the Board of Directors. Furthermore, convening of a virtual-only Shareholders’ Meeting shall require a resolution adopted by a majority vote at a Meeting of the Board of Directors attended by at least two-thirds of the total number of Directors.</u></b></p> <p><b><u>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.</u></b></p> <p>The softcopy of <b><u>Meeting agenda, supplemental materials,</u></b> Meeting notice, proxy form, subject matters and explanations for topics related to ratification items, discussion item, and election or discharge of Directors(s), shall be prepared and uploaded to the Market Observation Post System of TSE at least thirty (30) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date. The hardcopy</p>	<p>securities regulations, the original second paragraph has been deleted.</p> <p>2. Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document number 1110004250 and on March 17, 2023 with the document number 1120004167.</p>

Article	Before Amendment	After Amendment	Amendment Description
	<p><u>Also, the softcopy of Meeting Agenda and supplemental materials shall be prepared and uploaded to the Market Observation Post System of TSE at least twenty-one (21) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date. The hardcopy of Meeting Agenda and supplemental materials shall be available for shareholders to obtain and review at any time fifteen (15) days prior to the scheduled Meeting date and be displayed at the Company and professional stock agency engaged by the Company, and be distributed in the venue of a Meeting.</u></p> <p>(Below omitted)</p>	<p>of Meeting Agenda and supplemental materials shall be available for shareholders to obtain and review at any time fifteen (15) days prior to the scheduled Meeting date and be displayed at the Company and professional stock agency engaged by the Company.</p> <p><b><u>The Company shall make the Meeting agenda and supplemental Meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the Shareholders' Meeting:</u></b></p> <p><b><u>1.For physical Shareholders' Meetings, to be distributed on-site at the Meeting.</u></b></p> <p><b><u>2.For hybrid Shareholders' Meetings, to be distributed on-site at the Meeting and shared on the virtual meeting platform.</u></b></p> <p><b><u>3.For virtual-only Shareholders' Meetings, electronic files shall be shared on the virtual meeting platform.</u></b></p> <p>(Below omitted)</p>	
Article 4	A shareholder may appoint a proxy on his/her behalf to attend the Meeting by executing a power of attorney printed by the Company	A shareholder may appoint a proxy on his/her behalf to attend the Meeting by executing a power of attorney printed by the Company	Amend in accordance with Taiwan

Article	Before Amendment	After Amendment	Amendment Description
	<p>stating therein the scope of the authority authorized to the proxy.</p> <p>Each shareholder may only execute one (1) power of attorney and appoint one (1) proxy only, and shall serve the written proxy to the Company no later than five (5) days prior to the meeting date of the Meeting. In case two (2) or more written proxies are received by the Company from one shareholder, the first one received by this Company shall prevail, unless an explicit statement to supersede the previous written proxy is made in the proxy which comes later.</p> <p>After the written proxy is being served to the Company, if the shareholder would like to attend the Meeting in person or exercise the voting power in writing or by way of electronic transmission, the shareholder shall notify the Company in writing no later than two (2) day prior to the meeting date of a Meeting to revoke his/her proxy. If the shareholder fails to revoke his/her proxy on time, the voting right exercised by the proxy shall prevail.</p>	<p>stating therein the scope of the authority authorized to the proxy.</p> <p>Each shareholder may only execute one (1) power of attorney and appoint one (1) proxy only, and shall serve the written proxy to the Company no later than five (5) days prior to the meeting date of the Meeting. In case two (2) or more written proxies are received by the Company from one shareholder, the first one received by this Company shall prevail, unless an explicit statement to supersede the previous written proxy is made in the proxy which comes later.</p> <p>After the written proxy is being served to the Company, if the shareholder would like to attend the Meeting in person or exercise the voting power in writing or by way of electronic transmission, the shareholder shall notify the Company in writing no later than two (2) day prior to the meeting date of a Meeting to revoke his/her proxy. If the shareholder fails to revoke his/her proxy on time, the voting right exercised by the proxy shall prevail.</p> <p><b><u>If, after a proxy form is delivered to the</u></b></p>	<p>Stock Exchange Corporation on March 8, 2022 with the document number 1110004250.</p>

Article	Before Amendment	After Amendment	Amendment Description
		<p><b><u>Company, a shareholder wishes to attend the Shareholders’ Meeting online, a written notice of proxy cancellation shall be submitted to the Company 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.</u></b></p>	
Article 5	<p>The place for convening the Meeting shall be the location of the Company, or any other appropriate place that is convenient for the shareholders to attend, and suitable for holding the Meeting. The time to start the Meeting shall not be earlier than 9 a.m. or later than 3 p.m.</p>	<p>The place for convening the Meeting shall be the location of the Company, or any other appropriate place that is convenient for the shareholders to attend, and suitable for holding the Meeting. The time to start the Meeting shall not be earlier than 9 a.m. or later than 3 p.m.</p> <p><b><u>The restrictions on the place of the Meeting shall not apply when the Company convenes a virtual-only Shareholders’ Meeting.</u></b></p>	<p>Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document number 1110004250.</p>
Article 6	<p>The meeting notice shall clearly state the registration time, the venue and other matters needing attention for shareholders. Shareholders’ registration time which mentioned in preceding paragraph shall start 30 minutes ahead of the meeting, and the venue</p>	<p>The meeting notice shall clearly state the registration time, the venue and other matters needing attention for shareholders, <b><u>solicitors and proxies (collectively “shareholders”)</u></b>. Shareholders’ registration time which mentioned in preceding paragraph shall start 30</p>	<p>Amend in accordance with Taiwan Stock Exchange Corporation</p>

Article	Before Amendment	After Amendment	Amendment Description
	<p>shall be with visible sign. The Company should designate the sufficient and suitable personnel to assist the registration.</p> <p>The Company shall deliver the Meeting agenda, annual report, attendance certificate, speaker’s slips, ballots and other Meeting related documents to shareholders who attend a Meeting. Election ballots shall be delivered as well in case that Director(s) will be elected in that Meeting.</p> <p>A shareholder or his/her proxy (“Shareholder”) shall attend a Meeting upon the attendance certificate, attendance card, or other certificates of attendance. The Company shall not impose arbitrary requirements on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. If the one who attends the Meeting is a solicitor of solicited proxies, the solicitor shall bring personal identification for verification. A shareholder present shall submit the attendance card to substitute signing in.</p> <p>Government or a legal entity, as a shareholder, may designate one (1) or more representatives</p>	<p>minutes ahead of the meeting, and the venue shall be with visible sign. The Company should designate the sufficient and suitable personnel to assist the registration. <b><u>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.</u></b></p> <p>The Company shall deliver the Meeting agenda, annual report, attendance certificate, speaker’s slips, ballots and other Meeting related documents to shareholders who attend a Meeting. Election ballots shall be delivered as well in case that Director(s) will be elected in that Meeting.</p> <p>A shareholder shall attend a Meeting upon the attendance certificate, attendance card, or other certificates of attendance. The Company shall not impose arbitrary requirements on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. If the one who attends the Meeting is a</p>	<p>on March 8, 2022 with the document number 1110004250.</p>

Article	Before Amendment	After Amendment	Amendment Description
	<p>to attend the Meeting. A legal entity that is appointed as a proxy to attend the Meeting can only assign one (1) representative to attend the Meeting.</p>	<p>solicitor of solicited proxies, the solicitor shall bring personal identification for verification. A shareholder present shall submit the attendance card to substitute signing in.</p> <p>Government or a legal entity, as a shareholder, may designate one (1) or more representatives to attend the Meeting. A legal entity that is appointed as a proxy to attend the Meeting can only assign one (1) representative to attend the Meeting.</p> <p><b><u>In the event of a virtual Shareholders' Meeting, shareholders wishing to attend the Meeting online shall register with the Company two (2) days before the Meeting date.</u></b></p> <p><b><u>In the event of a virtual Shareholders' Meeting, the Company 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.</u></b></p>	

Article	Before Amendment	After Amendment	Amendment Description
<b>Article 6-1</b>	(New article added)	<b><u>When the Company convenes a virtual Shareholders' Meeting, the Shareholders' Meeting notice shall specify the relevant matters in accordance with Article 44-21 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></b>	Add provisions for specifying the relevant matters to the Meeting notice of convening a virtual Shareholders' Meeting.
Article 8	The whole proceedings of the meeting which shall include the process of shareholders' registration, voting and recording of ballots shall be videotaped and taperecorded uninterruptedly. Those tapes set forth in preceding paragraph shall be preserved for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the R.O.C. Company Law, such tapes shall be kept until the conclusion of such litigation.	The whole proceedings of the meeting which shall include the process of shareholders' registration, voting and recording of ballots shall be videotaped and taperecorded uninterruptedly. Those tapes set forth in preceding paragraph shall be preserved for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the R.O.C. Company Law, such tapes shall be kept until the conclusion of such litigation. <b><u>Where a Shareholders' Meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in,</u></b>	Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document number 1110004250.

Article	Before Amendment	After Amendment	Amendment Description
		<p><b><u>questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual Meeting from beginning to end.</u></b></p> <p><b><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual Meeting.</u></b></p>	
Article 9	<p>The calculation of the attendance of the Meeting shall be based on the shares represented. The number of shares represented by shareholders present in the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders present plus the voting rights exercised in writing or by electronic method.</p> <p>The chairman shall call the Meeting to order at the time scheduled for the Meeting, and meanwhile shall announce the related information about the total number of shares</p>	<p>The calculation of the attendance of the Meeting shall be based on the shares represented. The number of shares represented by shareholders present in the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders present <b><u>and the shares checked in on the virtual meeting platform,</u></b> plus the voting rights exercised in writing or by electronic method.</p> <p>The chairman shall call the Meeting to order at the time scheduled for the Meeting, and meanwhile shall announce the related</p>	<p>Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document number 1110004250.</p>

Article	Before Amendment	After Amendment	Amendment Description
	<p>held by shareholders having no voting right and the total number of shares represented by the shareholders present at the meeting.</p> <p>If the number of shares represented by the shareholders present at the Meeting has not yet reached more than fifty percent (50%) of the total amount of the issued and outstanding shares of the Company, the chairman may postpone the time of the Meeting. The postponements shall be limited to two (2) times at most and the Meeting may not be postponed longer than one (1) hour totally. The chairman shall abort the convention of the Meeting if the shares of the shareholders present at the Meeting are less than one third (1/3) of the total issued and outstanding shares after the Meeting being postponed by two (2) times.</p> <p>If after two postponements the number of shares represented by the shareholders present at the Meeting still can not constitute the quorum for the Meeting, but the shares of the shareholders present at the Meeting represents one-third (1/3) of the total issued and outstanding shares or more, a tentative resolution may be adopted in</p>	<p>information about the total number of shares held by shareholders having no voting right and the total number of shares represented by the shareholders present at the meeting.</p> <p>If the number of shares represented by the shareholders present at the Meeting has not yet reached more than fifty percent (50%) of the total amount of the issued and outstanding shares of the Company, the chairman may postpone the time of the Meeting. The postponements shall be limited to two (2) times at most and the Meeting may not be postponed longer than one (1) hour totally. The chairman shall abort the convention of the Meeting if the shares of the shareholders present at the Meeting are less than one third (1/3) of the total issued and outstanding shares after the Meeting being postponed by two (2) times. <b><u>In the event of a virtual Shareholders' Meeting, the Company shall also declare the Meeting adjourned at the virtual meeting platform.</u></b></p> <p>If after two postponements the number of shares represented by the shareholders present at the Meeting still can not constitute the quorum for</p>	

Article	Before Amendment	After Amendment	Amendment Description
	<p>accordance with Paragraph 1 of Article 175 of the R.O.C. Company Law, and sent to all shareholders to convene the Meeting again within one (1) month.</p> <p>Before the adjournment of the Meeting if the number of shares represented by the shareholders present at the Meeting reaches more than fifty percent (50%) of the total amount of the issued and outstanding shares, the chairman may submit the adopted tentative resolution(s) to the Meeting for approval in accordance with Article 174 of the R.O.C. Company Law.</p>	<p>the Meeting, but the shares of the shareholders present at the Meeting represents one-third (1/3) of the total issued and outstanding shares or more, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the R.O.C. Company Law, and sent to all shareholders to convene the Meeting again within one (1) month. <b><u>In the event of a virtual Shareholders' Meeting, shareholders intending to attend the Meeting online shall re-register to the Company in accordance with Article 6.</u></b></p> <p>Before the adjournment of the Meeting if the number of shares represented by the shareholders present at the Meeting reaches more than fifty percent (50%) of the total amount of the issued and outstanding shares, the chairman may submit the adopted tentative resolution(s) to the Meeting for approval in accordance with Article 174 of the R.O.C. Company Law.</p>	
Article 11	(Paragraph 1 to 6 omitted)	(Paragraph 1 to 6 omitted) <b><u>Where a virtual Shareholders' Meeting is convened, shareholders attending the virtual</u></b>	Amend in accordance with Taiwan

Article	Before Amendment	After Amendment	Amendment Description
		<p><b><u>Meeting online may raise questions in writing at the virtual meeting platform from the Chairman declaring the Meeting open until the Chairman 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.</u></b></p> <p><b><u>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.</u></b></p>	<p>Stock Exchange Corporation on March 8, 2022 with the document number 1110004250.</p>
Article 13	<p>(Paragraph 1 to 3 omitted)</p> <p>The shareholder who has exercised his/her voting rights in writing or by electronic method and thereafter wants to attend the Meeting in person shall revoke his/her Voting Exercising via the same method he/she took previously to serve his/her Voting Exercising to the Company by at least two(2) day before the Meeting. In case the shareholder fails to revoke his/her</p>	<p>(Paragraph 1 to 3 omitted)</p> <p>The shareholder who has exercised his/her voting rights in writing or by electronic method and thereafter wants to attend the Meeting in person shall revoke his/her Voting Exercising via the same method he/she took previously to serve his/her Voting Exercising to the Company by at least two(2) day before the Meeting. In case the shareholder fails to revoke his/her</p>	<p>Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document</p>

Article	Before Amendment	After Amendment	Amendment Description
	<p>Voting Exercising on time, the Voting Exercising shall prevail. If a shareholder has exercised his/her voting right in writing or by electronic method but also appoints a proxy by power of attorney to attend the Meeting, the voting rights exercised by the proxy shall prevail.</p> <p>(Paragraph 5 to 8 omitted)</p>	<p>Voting Exercising on time, the Voting Exercising shall prevail. If a shareholder has exercised his/her voting right in writing or by electronic method but also appoints a proxy by power of attorney to attend the Meeting, the voting rights exercised by the proxy shall prevail.</p> <p>(Paragraph 5 to 8 omitted)</p> <p><b><u>When the Company convenes a virtual Shareholders' Meeting, after the Chairman declares the meeting open, shareholders attending the Meeting online shall cast votes on proposals and elections on the virtual meeting platform before the Chairman announces the voting session ends or will be deemed abstained from voting.</u></b></p> <p><b><u>In the event of a virtual Shareholders' Meeting, votes shall be counted at once after the Chairman announces the voting session ends, and results of votes and elections shall be announced immediately.</u></b></p> <p><b><u>When the Company convenes a hybrid Shareholders' Meeting, if shareholders who have registered to attend the Meeting online</u></b></p>	<p>number 1110004250.</p>

Article	Before Amendment	After Amendment	Amendment Description
		<p><b><u>in accordance with Article 6 decide to attend the physical Shareholders' Meeting in person, they shall revoke their registration two days before the Shareholders' Meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the Shareholders' Meeting online.</u></b></p> <p><b><u>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.</u></b></p>	
Article 15	(Paragraph 1 to 3 omitted)	(Paragraph 1 to 3 omitted) <b><u>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,</u></b>	Amend in accordance with Taiwan Stock Exchange Corporation

Article	Before Amendment	After Amendment	Amendment Description
		<p><b><u>how the Meeting is convened, the Chairman’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.</u></b></p> <p><b><u>When convening a virtual-only Shareholders’ Meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the Meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only Shareholders’ Meeting online.</u></b></p>	<p>on March 8, 2022 with the document number 1110004250.</p>
Article 16	<p>The Company shall prepare a statistical statement in accordance with the prescribed format and explicitly disclose the number of the shares solicited by the solicitors and the number of the shares of the proxies in the venue of a Meeting on the date of the Meeting.</p> <p>The Company shall make public announcements regarding the content of the Meeting resolutions on the Market Observation</p>	<p>The Company shall prepare a statistical statement in accordance with the prescribed format and explicitly disclose the number of the shares solicited by the solicitors, the number of the shares <b><u>represented by</u></b> the proxies <b><u>and the number of the shares represented by shareholders attending the Meeting by correspondence or electronic means</u></b> in the venue of a Meeting on the date of the Meeting.</p>	<p>Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document</p>

Article	Before Amendment	After Amendment	Amendment Description
	<p>Post System within the required time limit if such resolutions are qualified as the material events as set forth in the laws and regulations or regulated by the Taiwan Stock Exchange Corporation.</p>	<p><b><u>In the event a virtual Shareholders' Meeting, the Company shall upload the above Meeting materials to the virtual meeting platform at least 30 minutes before the Meeting starts, and keep this information disclosed until the end of the Meeting.</u></b></p> <p><b><u>During the Company's virtual Shareholders' Meeting, when the Meeting is called to order, the total number of shares represented at the Meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the Meeting and a new tally of votes is released during the Meeting.</u></b></p> <p>The Company shall make public announcements regarding the content of the Meeting resolutions on the Market Observation Post System within the required time limit if such resolutions are qualified as the material events as set forth in the laws and regulations or regulated by the Taiwan Stock Exchange Corporation.</p>	<p>number 1110004250.</p>

Article	Before Amendment	After Amendment	Amendment Description
Article 19	(New article added)	<b><u>In the event of a virtual Shareholders' Meeting, The Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the Chairman has announced the Meeting adjourned.</u></b>	Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document number 1110004250.
<b><u>Article 20</u></b>	(New article added)	<b><u>When The Company convenes a virtual-only Shareholders' Meeting, both the Chairman and secretary shall be in the same location, and the Chairman shall declare the address of their location when the Meeting is called to order.</u></b>	Amend in accordance with Taiwan Stock Exchange Corporation on March 8, 2022 with the document number 1110004250.

Article	Before Amendment	After Amendment	Amendment Description
<b><u>Article 21</u></b>	(New article added)	<b><u>When the Company convenes a virtual Shareholders' Meeting, any matters related to disconnection handling, including postponement or resumption of the Meeting due to disconnection, calculation of the number of shares present, voting rights, and election rights, shall be handled in accordance with Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></b>	Add provisions for handling disconnections in virtual Shareholders' Meeting.
<b><u>Article 22</u></b>	The Procedures shall become effective from the date it is approved by the Meeting. The same applies in case of revision.	The Procedures shall become effective from the date it is approved by the Meeting. The same applies in case of revision.	Article Amendment.

**Resolution:**

## Discussion Items (I)

### Item 3

To Approve the Proposal for a Capital Increase through a Private Placement of Common Shares

Proposed by the Board of Directors

#### **Explanation:**

1. To invest in factory facilities and production equipment for advanced memory manufacturing, research and develop advanced technologies, or pursue opportunities for technological cooperation or strategic alliances with domestic and international companies, the Company will conduct a private placement of no more than 400,000,000 common shares. It is proposed that the Shareholders' Meeting authorize the Board of Directors to handle matters based on market conditions and the Company's actual needs, the fund raising method and principle are as the following:

Limited to no more than 400,000,000 common shares, and may be conducted in one or multiple tranches within one year from the date of the shareholders' meeting resolution.

2. In compliance with Article 43-6 of the Securities and Exchange Act and Directions for Public Companies Conducting Private Placements of Securities, the following matters shall be explained:

(1) Pricing basis and the reasonableness:

The price for the private placement of common shares shall be set at no less than 85% of the higher price calculated based on the following two standards before the pricing date:

A. The simple arithmetic average of the closing prices of common shares over one, three, or five business days before the pricing date, adjusted to reflect the exclusion of the impact of stock dividends and cash dividends, and adding

back the share price adjustment resulting from a capital reduction.

- B. The simple arithmetic average of the closing prices of common shares over one, three, or five business days before the pricing date, adjusted to reflect the exclusion of the impact of stock dividends and cash dividends, and adding back the share price adjustment resulting from a capital reduction.

(2) Selection method of the specific persons:

- A. The private placement of common shares will be limited to specific persons in compliance with Article 43-6 of the Securities and Exchange Act.
- B. Selection method and purpose of the subscribers: The subscribers must have a sound understanding of the Company's operations and be beneficial to its future business development. They must be strategic investors, with priority given to those who can contribute to the Company's long-term growth, enhance its competitiveness, and generate benefits for existing shareholders. It is proposed that the Board of Directors be fully authorized to handle relevant matters regarding specific persons selected by the management department.
- C. Necessity and expected benefits of selecting strategic investors: To facilitate the Company's operational development, it is proposed that strategic investors provide direct or indirect assistance in areas such as business operations, production, technology, and strategic development, in order to strengthen the Company's competitiveness, enhance operational efficiency, and support long-term growth.

(3) Necessary reason for private placement:

Considering the relative timeliness and convenience of a private placement, as well as the Company's plan to

introduce strategic investors to support its development, conducting a private placement is deemed necessary.

- (4) Amount limit of the private placement of common shares, use of the funds and expected benefits:

Limited to no more than 400,000,000 common shares, and may be conducted in one or multiple tranches within one year from the date of the shareholders' meeting resolution.

The funds raised will be used for investments in factory facilities and production equipment for advanced memory manufacturing, research and development of advanced technologies, or for pursuing opportunities for technological cooperation or strategic alliances with domestic and international companies.

- (5) Rights and obligations of these new shares privately placed:

The rights and obligations of the common shares issued in this private placement will be generally the same as those of the Company's existing common shares. However, in accordance with the Securities and Exchange Act, the common shares issued in this private placement and any subsequent shares distributed therefrom may not be resold within three years from the delivery date, except to the transferees specified under Article 43-8 of the Securities and Exchange Act. After the three-year period, the Company must obtain approval from the competent authority confirming compliance with listing standards and complete the supplementary public issuance procedures with the Financial Supervisory Commission before applying for listing and trading.

3. For matters not covered in this proposal, it is also proposed that the Shareholders' Meeting authorize the Board of Directors to handle them in accordance with the law.

4. Please discuss and resolve.

**Resolution:**

## **Election Items**

The Company's Directors have their tenure nearly expired. Please elect the Board of Directors to conform to the applicable laws.

Proposed by the Board of Directors

### **Explanation:**

1. The Company's current Directors were elected in the Annual Shareholders' Meeting on May 26, 2022 and have their tenure expired on May 25, 2025. To conform to the applicable Rule, the Company shall elect 12 Directors (including 4 Independent Directors) using the cumulative voting system. The tenure of new session of Directors (including Independent Directors) shall be three years, starting May 28, 2025 until May 27, 2028.
2. The election of Directors (including Independent Directors) shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act and the Article 20 of the Company's Articles of Incorporation. The shareholders with over 1% shareholding of the Company nominated 12 Directors Candidates (including Independent Directors) on March 26, 2025. The related information of the 8 Director Candidates are listed below:

Name	Education	Major Experience	Shareholding (Share)
Wen-Yuan, Wong	<p>Master in Industrial Engineering, University of Houston, U.S.A</p> <p>Bachelor in, Chemical Engineering, University of Houston, U.S.A</p>	<p>Current Appointment:</p> <p>Chairman of Formosa Taffeta Co., Ltd.</p> <p>Chairman of Formosa Resources Corp.</p> <p>Chairman of Nan Ya Plastics Corporation, U.S.A</p> <p>Chairman of Nan Ya Plastics Corporation, America</p> <p>Chairman of Nan Ya Plastics Corporation, Texas</p> <p>Chairman of Chang Gung University</p> <p>Chairman of Ming Chi University of Technology</p> <p>Chairman of Chang Gung University of Science and Technology</p> <p>Chairman of Wang Jhan Yang Charitable Foundation</p> <p>Director of Formosa Plastics Corp.</p> <p>Director of Nan Ya Plastics Corp.</p> <p>Director of Formosa Chemicals &amp; Fibre Corp.</p> <p>Director of Formosa Petrochemical Corp.</p> <p>Managing Director of Formosa Idemitsu Petrochemical Corp.</p> <p>Director of Nan Ya Technology Corp.</p> <p>Director of Nan Ya Printed Circuit Board Corp.</p> <p>Director of Formosa Sumco Technology Corp.</p> <p>Director of Formosa Advanced Technologies Co., Ltd.</p> <p>Director of Mai-liao Power Corp.</p> <p>Director of Formosa Heavy Industries Corp.</p> <p>Director of Formosa Plastics Transport Corp.</p>	4,000

Name	Education	Major Experience	Shareholding (Share)
		<p>Director of Formosa Ineos Chemicals Corp.  Director of Formosa Ha Tinh Steel Co., Ltd.  Director of Formosa Plastics Corporation, U.S.A  Director of Formosa Plastics Corporation, America  Director of Chang Gung Medical Foundation  Director of Straits Exchange Foundation  Head of Standing Member of Wang Jhan Yang  Charitable Trust Fund</p> <p>Experiences:</p> <p>Chairman of Chinese National Federation of Industries  Chairman of Taiwan Textile Federation, R.O.C.  Chairman of Formosa Chemicals &amp; Fibre Corp.  President of Formosa Chemicals &amp; Fibre Corp.  Chairman of Formosa Advanced Technologies Co., Ltd.  Chairman of Mai-liao Power Corp.  President of Mai-liao Power Corp.  Chairman of Formosa Idemitsu Petrochemical Corp.  Chairman of Formosa Ineos Chemicals Corp.  Chairman of Formosa Ha Tinh Steel Co., Ltd.  Director of Formosa Plastics Marine Corp.  Director of Industrial Technology Research Institute  (ITRI)</p>	

Name	Education	Major Experience	Shareholding (Share)
Susan Wang	Bachelor in Economics, Barnard College, Columbia University, U.S.A	<p>Current Appointment:</p> <p>Chairman of Formosa Environmental Technology Corp.  Director of Formosa Plastics Corp.  Director of Formosa Chemicals &amp; Fibre Corp.  Director of Nan Ya Technology Corp.  Director of Formosa Sumco Technology Corp.  Director of Mai-liao Power Corp.  Director of Formosa Ha Tinh Steel Co., Ltd.  Director of Formosa Plastics Corporation, U.S.A  Director of Formosa Plastics Corporation, America  Director of Nan Ya Plastics Corporation, U.S.A  Director of Nan Ya Plastics Corporation, America  Director of Nan Ya Plastics Corporation, Texas  Director of Wang Jhan-Yang Charitable Foundation  Director of Ming-De Foundation  Director of Ching Pao P.D. Charitable Foundation  Standing Member of Wang Chang Gung Charitable Trust Fund</p> <p>Experiences:</p> <p>Director of Formosa Petrochemical Corp.  Executive Vice President of Formosa Plastics Corporation, U.S.A  Assistant to the President of Formosa Plastics Corporation, U.S.A  Head of Standing Member of Wang Chang Gung Charitable Trust Fund</p>	0

Name	Education	Major Experience	Shareholding (Share)
Chia Chau, Wu Representative of Nan Ya Plastics Corp.	Bachelor in Business Administration, National Chengchi University	Current Appointment: Chairman of Nan Ya Plastics Corp. Chairman of Nanya Technology Corp. Chairman of Nan Ya Printed Circuit Board Corp. Experiences: President of Nan Ya Plastics Corp.	907,303,775
Ming Jen, Tzou Representative of Nan Ya Plastics Corp.	Associate Degree in Department of Chemical Engineering, Provincial Taipei Institute of Technology	Current Appointment: President of Nan Ya Plastics Corp. Director of Nan Ya Printed Circuit Board Corp. Experiences: Executive Vice President of Nan Ya Plastics Corp.	907,303,775
Pei-Ing Lee Representative of Nan Ya Plastics Corp.	Ph.D. in Chemical Engineering, Syracuse University	Current Appointment: President of Nanya Technology Corp. Chairman of Formosa Advanced Technologies Co., Ltd. Independent Director of Powertech Technology Inc. Experiences: Senior Vice President of Nanya Technology Corp.	907,303,775
Lin-Chin Su	Ph.D. in Materials Science and Engineering, the University of Utah	Current Appointment: Executive Vice President of Nanya Technology Corp. Director of Formosa Advanced Technologies Co., Ltd. Vice Chairman of PieceMakers Technology Inc. Experiences: Senior Vice President of Nanya Technology Corp.	480,601

Name	Education	Major Experience	Shareholding (Share)
Joseph Wu	Master in Material Engineering, National Taiwan University	Current Appointment: Vice President of Nanya Technology Corp. Director of Formosa Advanced Technologies Co., Ltd. Director of PieceMakers Technology Inc. Experiences: Assistant Vice President of Nanya Technology Corp.	250,000
Rex Chuang	Master in Materials Engineering, San Jose State University	Current Appointment: Vice President of Nanya Technology Corp. Director of PieceMakers Technology Inc. Experiences: Assistant Vice President of Nanya Technology Corp.	450,000

The related information of the 4 Independent Director Candidates are listed below:

Name	Education	Major Experience	Shareholding (Share)
Shu-Po Hsu	Master in Graduate Institute of Criminology, National Chung Cheng University	Current Appointment: Chairman of General Chamber of Commerce of the Republic of China Chairman of Taiwan Life Insurance Co., Ltd. Director of CTBC Insurance Co., Ltd. Experiences: Chairman of The Life Insurance Association of the Republic of China Chairman of CTBC Insurance Co., Ltd.	0

Name	Education	Major Experience	Shareholding (Share)
Ching-Chyi Lai	Master in Department of Public Finance, National Chengchi University	Current Appointment: Independent Director of Excellence Optoelectronics Inc. Chair Professor of Chung Hua University Experiences: Chairman of Chunghwa Post Corp. Deputy Secretary-General of Executive Yuan	0
Tain-Jy Chen	Ph.D. in Economics, Pennsylvania State University	Current Appointment: Independent Director of Far Eastone Telecommunications Co., Ltd. Emeritus Faculty of National Taiwan University Contract-Based Research Fellow of National Tsing Hua University Experiences: Minister of National Development Council Minister without Portfolio of Executive Yuan	0
Ming-Ji Wu	Ph.D. in Technology Management, National Chengchi University	Current Appointment: President of Digital Intelligence development Org. of Walsin Lihwa Corp. Independent Director of United Alloy-Tech Company Chairman of Association for Taiwan-Japan Cooperation on Industrial Technology Experiences: Deputy Mayor of New Taipei City Chairman of New Taipei Metro Corporation Director-General of Industrial Development Bureau of Ministry of Economic Affairs Vice Chairman of Council for Economic Planning and Development of Executive Yuan	0

**Resolution:**

## Discussion Items (II)

### Item 1

To Approve Release of Newly Elected Directors from Non-competition Restrictions.

Proposed by the Board of Directors

#### Explanation:

1. According to Article 209 of the Company Act, any Director conducting business for himself/herself or on another's behalf, and the scope of which coincides with the Company's business scope, shall explain at the Shareholders' Meeting the essential contents of such conduct and obtain approval from shareholders in the Meeting.
2. Meanwhile, according to Explanation Letter No.89206938, announced by the Ministry of Economic Affairs dated April 24, 2000, when the juristic person shareholder appoints its authorized representatives to be elected as Directors according to Article 27-2 of the Company Act, both the juristic person shareholder and the authorized representatives shall be governed by the non-competition restrictions of Article 209 of the Company Act.
3. The list of the newly-elected Directors in Annual Shareholders' Meeting of 2025 as the same or similar duty in other companies within the scope of the Company's business is as follow. Based on the premise interest of the Company without impairment, it is proposed to release the Directors after having assumed office from non-competition restrictions for approval following Article 209 of the Company Act.

Name	The same or similar duty in other companies within the scope of the Company's business
Wen-Yuan, Wong	Director of Nan Ya Printed Circuit Board Corp. Director of Formosa Advanced Technologies Co., Ltd. Director of Formosa Sumco Technology Corp.
Susan Wang	Director of Formosa Sumco Technology Corp.

Name	The same or similar duty in other companies within the scope of the Company's business
Chia Chau, Wu Representative of Nan Ya Plastics Corp.	Chairman of Nan Ya Printed Circuit Board Corp.
Ming Jen, Tzou Representative of Nan Ya Plastics Corp.	Director of Nan Ya Printed Circuit Board Corp.
Pei-Ing Lee Representative of Nan Ya Plastics Corp.	Chairman of Formosa Advanced Technologies Co., Ltd. Independent Director of Powertech Technology Inc.
Lin-Chin Su	Director of Formosa Advanced Technologies Co., Ltd. Vice Chairman of PieceMakers Technology Inc.
Joseph Wu	Director of Formosa Advanced Technologies Co., Ltd. Director of PieceMakers Technology Inc.
Rex Chuang	Director of PieceMakers Technology Inc.
Ching-Chyi Lai	Independent Director of Excellence Optoelectronics Inc.
Tain-Jy Chen	Independent Director of Far Eastone Telecommunications Co., Ltd.

Resolution:

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**Nanya Technology Corporation and Subsidiaries**

**Consolidated Balance Sheets**

**December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2024		December 31, 2023		Liabilities and Equity		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%			Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents	\$ 61,902,779	30	58,812,043	31	2100	Short-term borrowings	\$ 14,536,000	7	11,181,000	6
1170	Accounts receivable, net	4,132,016	2	5,095,790	3	2110	Short-term notes payable	6,734,090	3	-	-
1180	Accounts receivable due from related parties, net	-	-	124,000	-	2170	Accounts payable	5,008,693	3	3,298,034	1
1200	Other receivables	3,908,000	2	3,447,889	2	2180	Accounts payable to related parties	171,043	-	145,060	-
1310	Inventories	35,318,045	17	27,634,399	14	2200	Other payables	4,337,915	2	4,081,114	2
1410	Prepayments	1,421,633	1	749,333	-	2220	Other payables to related parties	1,501,159	1	863,145	1
1470	Other current assets	1,263,364	-	646,612	-	2230	Current tax liabilities	55,996	-	138,687	-
	<b>Total current assets</b>	<b>107,945,837</b>	<b>52</b>	<b>96,510,066</b>	<b>50</b>	2280	Current lease liabilities	417,230	-	393,063	-
<b>Non-current assets:</b>						2399	Other current liabilities	17,855	-	17,461	-
1517	Non-current financial assets at fair value through other comprehensive income	27,820	-	20,301	-		<b>Total current liabilities</b>	<b>32,779,981</b>	<b>16</b>	<b>20,117,564</b>	<b>10</b>
1535	Non-current financial assets at amortized cost, net	723,586	-	868,815	-	<b>Non-Current liabilities:</b>					
1550	Investments accounted for using equity method	4,644,768	3	5,120,246	3	2530	Bonds payable	3,994,900	2	-	-
1600	Property, plant and equipment	84,327,212	41	81,837,618	43	2570	Deferred tax liabilities	5,304	-	3,426	-
1755	Right-of-use assets	4,349,468	2	4,425,560	2	2580	Non-current lease liabilities	4,037,118	2	4,104,145	2
1780	Intangible assets	688,288	-	927,365	1	2640	Net defined benefit liability, non-current	430,645	-	505,687	-
1840	Deferred tax assets	3,880,696	2	2,522,011	1	2670	Other non-current liabilities	405,094	-	695,696	1
1990	Other non-current assets	118,642	-	118,691	-		<b>Total non-current liabilities</b>	<b>8,873,061</b>	<b>4</b>	<b>5,308,954</b>	<b>3</b>
	<b>Total non-current assets</b>	<b>98,760,480</b>	<b>48</b>	<b>95,840,607</b>	<b>50</b>		<b>Total liabilities</b>	<b>41,653,042</b>	<b>20</b>	<b>25,426,518</b>	<b>13</b>
<b>Total assets</b>		<b>\$ 206,706,317</b>	<b>100</b>	<b>192,350,673</b>	<b>100</b>	<b>Equity:</b>					
						3110	Ordinary shares	30,986,279	15	30,981,209	16
						3140	Advance receipts for share capital	-	-	1,505	-
						3200	Capital surplus	32,834,294	16	32,826,323	17
						3310	Legal reserve	18,626,223	9	18,626,223	10
						3350	Unappropriated retained earnings	78,851,756	38	83,889,816	44
						3400	Other equity interest	3,754,723	2	599,079	-
							<b>Total equity</b>	<b>165,053,275</b>	<b>80</b>	<b>166,924,155</b>	<b>87</b>
							<b>Total liabilities and equity</b>	<b>\$ 206,706,317</b>	<b>100</b>	<b>192,350,673</b>	<b>100</b>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**Nanya Technology Corporation and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
**For the years ended December 31, 2024 and 2023**  
(Expressed 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>
4000	<b>Operating revenue</b>	\$ 34,131,667	100	29,892,306	100
5000	<b>Operating costs</b>	<u>(34,552,252)</u>	<u>(101)</u>	<u>(34,375,146)</u>	<u>(115)</u>
	<b>Gross loss from operations</b>	<u>(420,585)</u>	<u>(1)</u>	<u>(4,482,840)</u>	<u>(15)</u>
	<b>Operating expenses:</b>				
6100	Selling expenses	(664,752)	(2)	(589,341)	(2)
6200	Administrative expenses	(1,784,260)	(5)	(1,811,999)	(6)
6300	Research and development expenses	<u>(7,685,031)</u>	<u>(23)</u>	<u>(7,576,011)</u>	<u>(25)</u>
	<b>Total operating expenses</b>	<u>(10,134,043)</u>	<u>(30)</u>	<u>(9,977,351)</u>	<u>(33)</u>
	<b>Net operating loss</b>	<u>(10,554,628)</u>	<u>(31)</u>	<u>(14,460,191)</u>	<u>(48)</u>
	<b>Non-operating income and expenses:</b>				
7100	Interest income	3,360,514	10	3,159,638	10
7020	Other gains and losses, net	922,501	3	548,500	2
7050	Finance costs	(386,243)	(1)	(145,936)	(1)
7060	Share of profit of associates accounted for using equity method, net	<u>100,732</u>	<u>-</u>	<u>193,312</u>	<u>1</u>
	<b>Total non-operating income and expenses</b>	<u>3,997,504</u>	<u>12</u>	<u>3,755,514</u>	<u>12</u>
7900	<b>Loss before tax</b>	(6,557,124)	(19)	(10,704,677)	(36)
7950	<b>Income tax profit</b>	<u>1,473,774</u>	<u>4</u>	<u>3,265,043</u>	<u>11</u>
	<b>Loss</b>	<u>(5,083,350)</u>	<u>(15)</u>	<u>(7,439,634)</u>	<u>(25)</u>
8300	<b>Other comprehensive income:</b>				
8310	<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>				
8311	Remeasurements of the net defined benefit	53,837	-	15,621	-
8316	Unrealized profit from investments in equity instruments measured at fair value through other comprehensive income	1,519	-	(2,265)	-
8320	Share of other comprehensive income of associates accounted for using equity method	(448,874)	(1)	7,995	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>11,071</u>	<u>-</u>	<u>2,671</u>	<u>-</u>
	<b>Components of other comprehensive loss that will not be reclassified to profit or loss</b>	<u>(404,589)</u>	<u>(1)</u>	<u>18,680</u>	<u>-</u>
8360	<b>Components of other comprehensive loss that may be reclassified to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	3,605,523	10	(16,797)	-
8399	Less: Income tax related to components of other comprehensive income that may be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<b>Components of other comprehensive income that may be reclassified to profit or loss</b>	<u>3,605,523</u>	<u>10</u>	<u>(16,797)</u>	<u>-</u>
8300	<b>Other comprehensive income, net</b>	<u>3,200,934</u>	<u>9</u>	<u>1,883</u>	<u>-</u>
8500	<b>Comprehensive (loss) income</b>	<u>\$ (1,882,416)</u>	<u>(6)</u>	<u>(7,437,751)</u>	<u>(25)</u>
	<b>loss per share</b>				
9750	Basic loss per share	<u>\$ (1.64)</u>		<u>(2.40)</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**Nanya Technology Corporation and Subsidiaries**  
**Consolidated Statements of Changes in Equity**  
**For the years ended December 31, 2024 and 2023**  
**(Expressed in Thousands of New Taiwan Dollars)**

	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Other equity interest		Total other equity interest	Total equity
							Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		
<b>Balance at January 1, 2023</b>	\$ 30,980,079	736	32,824,366	17,156,884	4,116,942	95,266,810	913,316	(301,083)	612,233	180,958,050
Net loss for the year ended December 31, 2023	-	-	-	-	-	(7,439,634)	-	-	-	(7,439,634)
Other comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	15,037	(16,797)	3,643	(13,154)	1,883
Total comprehensive (loss) income for the year ended December 31, 2023	-	-	-	-	-	(7,424,597)	(16,797)	3,643	(13,154)	(7,437,751)
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	1,469,339	-	(1,469,339)	-	-	-	-
Special reserve reversed	-	-	-	-	(4,116,942)	4,116,942	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(6,600,000)	-	-	-	(6,600,000)
Other changes in capital surplus:										
Changes in equity of associates accounted for using equity method	-	-	26	-	-	-	-	-	-	26
Past due unclaimed dividends	-	-	135	-	-	-	-	-	-	135
Exercise of employee share options	1,130	769	1,796	-	-	-	-	-	-	3,695
<b>Balance at December 31, 2023</b>	30,981,209	1,505	32,826,323	18,626,223	-	83,889,816	896,519	(297,440)	599,079	166,924,155
Net loss for the year ended December 31, 2024	-	-	-	-	-	(5,083,350)	-	-	-	(5,083,350)
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	45,290	3,605,523	(449,879)	3,155,644	3,200,934
Total comprehensive (loss) income for the year ended December 31, 2024	-	-	-	-	-	(5,038,060)	3,605,523	(449,879)	3,155,644	(1,882,416)
Other changes in capital surplus:										
Changes in equity of associates accounted for using equity method	-	-	25	-	-	-	-	-	-	25
Past due unclaimed dividends	-	-	58	-	-	-	-	-	-	58
Exercise of employee share options	5,070	(1,505)	7,888	-	-	-	-	-	-	11,453
<b>Balance at December 31, 2024</b>	\$ 30,986,279	-	32,834,294	18,626,223	-	78,851,756	4,502,042	(747,319)	3,754,723	165,053,275

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**Nanya Technology Corporation and Subsidiaries**

**Consolidated Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2024</u>	<u>2023</u>
<b>Cash flows from (used in) operating activities</b>		
Loss before tax	\$ (6,557,124)	(10,704,677)
<b>Adjustments:</b>		
Adjustments to reconcile profit:		
Depreciation expense	15,891,641	15,019,270
Amortization expense	252,148	306,350
Interest expense	386,243	145,936
Interest income	(3,360,514)	(3,159,638)
Share of profit of associates accounted for using equity method	(100,732)	(193,312)
Loss (gain) on disposal of property, plant and equipment	20,520	(66,641)
Impairment loss (reversal of impairment loss) on non-financial assets	67,557	(27,238)
Unrealized foreign exchange loss	15,851	161,393
Gain on lease modification	(142)	(171)
<b>Total adjustments to reconcile profit</b>	<u>13,172,572</u>	<u>12,185,949</u>
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable (including related parties)	1,135,471	(991,854)
Other receivables	(804,642)	(844,155)
Inventories	(7,683,646)	(4,249,952)
Prepayments	(672,300)	218,276
Other current assets	(616,752)	228,898
Accounts payable (including related parties)	(156,837)	(436,699)
Other payables (including related parties)	753,747	(1,724,476)
Other current liabilities	394	7,689
Net defined benefit liability	(21,204)	(9,381)
Other non-current liabilities	27,227	(3,886)
<b>Total net changes used in operating assets and liabilities</b>	<u>(8,038,542)</u>	<u>(7,805,540)</u>
Cash inflow from operations	(1,423,094)	(6,324,268)
Interest received	3,732,386	2,662,694
Interest paid	(353,679)	(129,570)
Income taxes paid	(3,734)	(2,303,880)
<b>Net cash flows from (used in) operating activities</b>	<u>1,951,879</u>	<u>(6,095,024)</u>
<b>Cash flows used in investing activities:</b>		
Acquisition of financial assets at amortized cost	-	(60)
Acquisition of financial assets at fair value through other comprehensive income	(6,000)	(6,000)
Acquisition of property, plant and equipment	(16,142,714)	(13,244,557)
Proceeds from disposal of property, plant and equipment	1,349	96,244
Increase in refundable deposits	(3,862)	(48,909)
Acquisition of intangible assets	(165,110)	(310,852)
Decrease in lease and installment receivables	-	264,330
Decrease (increase) in other non-current assets	1,130	(2,716)
Dividends received	127,360	466,987
<b>Net cash flows used in investing activities</b>	<u>(16,187,847)</u>	<u>(12,785,533)</u>
<b>Cash flows from financing activities:</b>		
Increase in short-term borrowings	3,355,000	11,181,000
Increase in short-term notes payable	6,750,000	-
Proceed from issuing bonds	4,000,000	-
Payment on cost of issuing bonds	(6,000)	-
Increase (decrease) in guarantee deposits received	11,063	(8,621)
Payment of lease liabilities	(414,187)	(380,528)
Cash dividends paid	-	(6,600,000)
Exercise of employee share options	11,453	3,695
<b>Net cash flows from financing activities</b>	<u>13,707,329</u>	<u>4,195,546</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<u>3,619,375</u>	<u>(96,208)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>3,090,736</u>	<u>(14,781,219)</u>
<b>Cash and cash equivalents at beginning of period</b>	<u>58,812,043</u>	<u>73,593,262</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 61,902,779</u>	<u>58,812,043</u>

(English Translation of Financial Statements and Report Originally Issued in Chinese)

**Nanya Technology Corporation**

**Balance Sheets**

**December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2024		December 31, 2023		Liabilities and Equity		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%			Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents	\$ 1,836,324	1	6,189,489	3	2100	Short-term borrowings	\$ 14,536,000	7	11,181,000	6
1170	Accounts receivable, net	2,466,781	1	3,319,844	2	2110	Short-term notes and bills payable	6,734,090	3	-	-
1180	Accounts receivable due from related parties, net	1,595,660	1	1,641,072	1	2170	Accounts payable	5,008,693	3	3,298,025	1
1200	Other receivables	3,292,324	2	2,433,333	1	2180	Accounts payable to related parties	171,043	-	145,060	-
1310	Inventories	35,228,406	17	27,607,273	14	2200	Other payables	4,290,609	2	4,027,750	2
1410	Prepayments	1,412,122	1	740,406	1	2220	Other payables to related parties	1,554,633	1	916,534	1
1470	Other current assets	1,263,364	-	646,612	-	2230	Current tax liabilities	-	-	138,020	-
	<b>Total current assets</b>	<b>47,094,981</b>	<b>23</b>	<b>42,578,029</b>	<b>22</b>	2280	Current lease liabilities	417,230	-	393,063	-
	<b>Non-current assets:</b>					2399	Other current liabilities	17,855	-	17,453	-
1517	Non-current financial assets at fair value through other comprehensive income	27,820	-	20,301	-		<b>Total current liabilities</b>	<b>32,730,153</b>	<b>16</b>	<b>20,116,905</b>	<b>10</b>
1535	Non-current financial assets at amortized cost, net	722,782	-	862,620	-		<b>Non-Current liabilities:</b>				
1550	Investments accounted for using equity method	65,478,155	32	59,087,687	31	2530	Bonds payable	3,994,900	2	-	-
1600	Property, plant and equipment	84,302,338	41	81,814,235	43	2570	Deferred tax liabilities	1,895	-	-	-
1755	Right-of-use assets	4,349,468	2	4,425,560	2	2580	Non-current lease liabilities	4,037,118	2	4,104,145	2
1780	Intangible assets	688,288	-	927,365	1	2640	Net defined benefit liability, non-current	430,645	-	505,687	-
1840	Deferred tax assets	3,874,125	2	2,515,204	1	2670	Other non-current liabilities	405,094	-	695,623	1
1990	Other non-current assets	115,123	-	115,514	-		<b>Total non-current liabilities</b>	<b>8,869,652</b>	<b>4</b>	<b>5,305,455</b>	<b>3</b>
	<b>Total non-current assets</b>	<b>159,558,099</b>	<b>77</b>	<b>149,768,486</b>	<b>78</b>		<b>Total liabilities</b>	<b>41,599,805</b>	<b>20</b>	<b>25,422,360</b>	<b>13</b>
							<b>Equity:</b>				
						3110	Ordinary share	30,986,279	15	30,981,209	16
						3140	Advance receipts for share capital	-	-	1,505	-
						3200	Capital surplus	32,834,294	16	32,826,323	17
						3310	Legal reserve	18,626,223	9	18,626,223	10
						3350	Unappropriated retained earnings	78,851,756	38	83,889,816	44
						3400	Other equity interest	3,754,723	2	599,079	-
							<b>Total equity</b>	<b>165,053,275</b>	<b>80</b>	<b>166,924,155</b>	<b>87</b>
							<b>Total liabilities and equity</b>	<b>\$ 206,653,080</b>	<b>100</b>	<b>192,346,515</b>	<b>100</b>
	<b>Total assets</b>	<b>\$ 206,653,080</b>	<b>100</b>	<b>192,346,515</b>	<b>100</b>						

(English Translation of Financial Statements and Report Originally Issued in Chinese)

**NANYA TECHNOLOGY CORPORATION**

**Statements of Comprehensive Income**

**For the years ended December 31, 2024 and 2023**

**(Expressed 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>
4000	Operating revenue	\$ 33,892,433	100	29,609,880	100
5000	Operating costs	(34,554,311)	(102)	(34,336,192)	(116)
	<b>Gross loss from operations</b>	(661,878)	(2)	(4,726,312)	(16)
5910	Less: Unrealized (profit) loss from sales	(400)	-	3,657	-
5920	Add: Realized loss from sales	(3,657)	-	(1,721)	-
	<b>Gross loss from operations</b>	(665,935)	(2)	(4,724,376)	(16)
	<b>Operating expenses :</b>				
6100	Selling expenses	(489,343)	(1)	(419,980)	(1)
6200	Administrative expenses	(1,765,997)	(5)	(1,793,387)	(6)
6300	Research and development expenses	(7,705,313)	(23)	(7,597,305)	(26)
	<b>Total operating expenses</b>	(9,960,653)	(29)	(9,810,672)	(33)
	<b>Net operating income</b>	(10,626,588)	(31)	(14,535,048)	(49)
	<b>Non-operating income and expenses:</b>				
7100	Total interest income	207,023	-	361,460	1
7020	Other gains and losses, net	807,736	2	546,386	2
7050	Finance costs	(386,243)	(1)	(145,936)	-
7070	Share of profit of associates accounted for using equity method, net	3,365,212	10	3,048,209	10
	<b>Total non-operating income and expenses</b>	3,993,728	11	3,810,119	13
7900	<b>Loss before tax</b>	(6,632,860)	(20)	(10,724,929)	(36)
7950	Less: Income tax profit	1,549,510	5	3,285,295	11
	<b>Loss</b>	(5,083,350)	(15)	(7,439,634)	(25)
8300	<b>Other comprehensive income:</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8311	Remeasurements of the net defined benefit	53,837	-	15,621	-
8316	Unrealized loss from investments in equity instruments measured at fair value through other comprehensive income	1,519	-	(2,265)	-
8330	Share of other comprehensive income of subsidiaries, and associates for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	(448,874)	(1)	7,995	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	11,071	-	2,671	-
	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>	(404,589)	(1)	18,680	-
8360	<b>Components of other comprehensive income that will be reclassified to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	3,605,523	10	(16,797)	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	<b>Components of other comprehensive income that will be reclassified to profit or loss</b>	3,605,523	10	(16,797)	-
8300	<b>Other comprehensive income, net</b>	3,200,934	9	1,883	-
8500	<b>Comprehensive loss income</b>	<u>\$ (1,882,416)</u>	<u>(6)</u>	<u>(7,437,751)</u>	<u>(25)</u>
	<b>Loss per share (dollar) :</b>				
9750	Basic loss per share	\$	<u>(1.64)</u>		<u>(2.40)</u>

(English Translation of Financial Statements and Report Originally Issued in Chinese)

**Nanya Technology Corporation**

**Statements of Changes in Equity**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Other equity interest			Total equity
							Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity interest	
<b>Balance at January 1, 2023</b>	\$ 30,980,079	736	32,824,366	17,156,884	4,116,942	95,266,810	913,316	(301,083)	612,233	180,958,050
Net loss for the year ended December 31, 2023	-	-	-	-	-	(7,439,634)	-	-	-	(7,439,634)
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	-	15,037	(16,797)	3,643	(13,154)	1,883
Total comprehensive income for the year ended December 31, 2023	-	-	-	-	-	(7,424,597)	(16,797)	3,643	(13,154)	(7,437,751)
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	1,469,339	-	(1,469,339)	-	-	-	-
Special reserve reversed	-	-	-	-	(4,116,942)	4,116,942	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(6,600,000)	-	-	-	(6,600,000)
Other changes in capital surplus:										
Changes in equity of associates accounted for using equity method	-	-	26	-	-	-	-	-	-	26
Past due unclaimed dividends	-	-	135	-	-	-	-	-	-	135
Exercise of employee share option	1,130	769	1,796	-	-	-	-	-	-	3,695
<b>Balance at December 31, 2023</b>	30,981,209	1,505	32,826,323	18,626,223	-	83,889,816	896,519	(297,440)	599,079	166,924,155
Net loss for the year ended December 31, 2024	-	-	-	-	-	(5,083,350)	-	-	-	(5,083,350)
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	45,290	3,605,523	(449,879)	3,155,644	3,200,934
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	-	(5,038,060)	3,605,523	(449,879)	3,155,644	(1,882,416)
Appropriation and distribution of retained earnings:										
Other changes in capital surplus:										
Changes in equity of associates accounted for using equity method	-	-	25	-	-	-	-	-	-	25
Past due unclaimed dividends	-	-	58	-	-	-	-	-	-	58
Exercise of employee share option	5,070	(1,505)	7,888	-	-	-	-	-	-	11,453
<b>Balance at December 31, 2024</b>	\$ 30,986,279	-	32,834,294	18,626,223	-	78,851,756	4,502,042	(747,319)	3,754,723	165,053,275

## Nanya Technology Corporation

## Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
<b>Cash flows used in operating activities</b>		
Loss before tax	\$ (6,632,860)	(10,724,929)
<b>Adjustments:</b>		
Adjustments to reconcile profit:		
Depreciation expense	15,883,482	15,010,901
Amortization expense	252,148	306,350
Interest expense	386,243	145,936
Interest income	(207,023)	(361,460)
Share of profit of subsidiaries and associates accounted for using equity method	(3,365,212)	(3,048,209)
Loss (gain) from disposal of property, plant and equipment	19,391	(66,569)
Impairment loss (reversal of impairment loss) on non-financial assets	67,557	(27,238)
Unrealized loss from sales	400	(3,657)
Realized profit (loss) from sales	3,657	1,721
Foreign exchange loss	15,851	161,393
Gain on lease modification	(142)	(171)
<b>Total adjustments to reconcile profit</b>	<b>13,056,352</b>	<b>12,118,997</b>
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable (including related parties)	946,172	(967,934)
Other receivables	(800,409)	(843,137)
Inventories	(7,621,133)	(4,251,653)
Prepayments	(671,716)	218,469
Other non-current assets	(616,752)	228,898
Accounts payable (including related parties)	(156,828)	(436,708)
Other payable (including related parties)	759,966	(1,704,727)
Other current liabilities	402	9,795
Net defined benefit liability	(21,204)	(9,381)
Other non-current liabilities	21,664	(3,834)
<b>Total changes in operating assets and liabilities</b>	<b>(8,159,838)</b>	<b>(7,760,212)</b>
Cash inflow generated from operations	(1,736,346)	(6,366,144)
Interest received	213,310	433,980
Interest paid	(353,679)	(129,366)
Income taxes paid	(21,476)	(2,180,522)
<b>Net cash flows used in operating activities</b>	<b>(1,898,191)</b>	<b>(8,242,052)</b>
<b>Cash flows used in investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	(6,000)	(6,000)
Acquisition of property, plant and equipment	(16,133,308)	(13,237,013)
Proceeds from disposal of property, plant and equipment	1,349	96,104
Increase in refundable deposits	(3,543)	(48,736)
Acquisition of intangible assets	(165,110)	(310,852)
Decrease in lease and installment receivables	-	264,330
Decrease (increase) in other non-current assets	1,153	(2,716)
Dividends received	127,360	466,987
<b>Net cash flows used in investing activities</b>	<b>(16,178,099)</b>	<b>(12,777,896)</b>
<b>Cash flows from financing activities:</b>		
Increase in short-term loans	3,355,000	11,181,000
Increase in short-term notes and bills payable	6,750,000	-
Proceeds from issuing convertible bonds	4,000,000	-
Payment on cost of issuing bonds	(6,000)	-
Increase (decrease) in guarantee deposits received	11,063	(8,359)
Payment of lease liabilities	(414,187)	(380,528)
Cash dividends paid	-	(6,600,000)
Exercise of employee share options	11,453	3,695
<b>Net cash flows from financing activities</b>	<b>13,707,329</b>	<b>4,195,808</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>15,796</b>	<b>(77,793)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(4,353,165)</b>	<b>(16,901,933)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>6,189,489</b>	<b>23,091,422</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 1,836,324</b>	<b>6,189,489</b>

# Nanya Technology Corporation

## Statement of Deficit Compensation For the year of 2024

Unit: NTD

Items		Amount
Unappropriated retained earnings of previous years		83,889,815,907
Loss after tax of current year		- 5,083,350,464
Items other than loss after tax of current year reclassified to unappropriated retained earnings		45,289,435
Unappropriated retained earnings carried forward to next year		78,851,754,878
Explanation	<ol style="list-style-type: none"><li>1. The loss after tax of current year is NT\$ 5,083,350,464. Legal reserve is not appropriated in accordance with the Company Act. The Company proposes not to distribute dividend.</li><li>2. Items other than loss after tax of current year reclassified to unappropriated retained earnings are the remeasurements of the net defined benefit.</li></ol>	

## **Independent Auditors' Report**

To the Board of Directors of Nanya Technology Corporation:

### **Opinion**

We have audited the consolidated financial statements of Nanya Technology Corporation and its subsidiaries ( "the Group" ), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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 with the International Financial Reporting Standards ( "IFRSs" ), International Accounting Standards ( "IASs" ), Interpretations developed by the International Financial Reporting Interpretations Committee ( "IFRIC" ) or the former Standing Interpretations Committee ( "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 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 of our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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.

#### **1. Revenue Recognition:**

Please refer to Notes 4(n) and Notes 6(q) for details on accounting policy and disclosure on relevant information, respectively.

The revenue of the Group mainly comes from sales of DRAM. Since the amount of transaction is massive and revenue recognition is considered as a great concern by the users and receivers of the financial statements, the test on revenue recognition is regarded as one of our key audit matters.

The principal audit procedures performed by the auditor for the above key audit matters include analyzing the sales transactions with the top ten customers, particularly those related parties with significant transaction amounts, and reviewing significant new contracts to understand the contract terms to ensure there are no major abnormalities. The auditor also evaluates the reasonableness of accounting treatments for revenue recognition (including sales allowances and returns), assesses the effectiveness of internal control system design and implementation for revenue, and reviews customer delivery terms. Additionally, the auditor tests sales samples for a period before and after the year end to assess the accuracy of the timing of revenue recognition.

## 2. Valuation of inventories

Please refer to Notes 4(h) inventories, 5, as well as 6(e) inventories for details on accounting policy, judgments and major sources of estimation uncertainty, as well as disclosure on information about inventory valuation, respectively.

The Group recognizes a loss from the devaluation of inventories on a quarterly basis based on the lower of cost or net realizable value method. The international market price of DRAM has significantly affected the net realizable value of inventories. Therefore, the evaluation of inventory has been identified as a key audit matter in the consolidated financial statements.

The principal audit procedures performed to address the aforementioned key audit matter included review whether the allowances of inventory impairment and obsolescence losses are conducted in accordance with relevant standards, and assess whether the management's disclosure regarding inventory allowances is appropriate, and understanding the basis adopted by the management in the estimate of net realizable value, and sampling to test the reasonableness of the net realizable value.

## **Other Matter**

The company has prepared its parent-company-only financial statements 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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, IFRIC, 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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 the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. Furthermore, we remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Kuo, Hsin-Yi and Lee, Tzu-Hui.

KPMG

Taipei, Taiwan (Republic of China)

February 26, 2025

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the 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 accepted and applied in the Republic of China.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

## **Independent Auditors' Report**

To the Board of Directors of Nanya Technology Corporation:

### **Opinion**

We have audited the financial statements of Nanya Technology Corporation( “the Company” ), which comprise the balance sheet as of December 31, 2024 and 2023, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years ended December 31, 2024 and 2023, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 of our opinion.

### **Key Audit Matters**

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

## 1. Revenue Recognition:

Please refer to Notes 4(n) and Notes 6(s) for details on accounting policy and disclosure on relevant information, respectively.

The revenue of the Company mainly comes from sales of DRAM. Since the amount of transaction is massive and revenue recognition is considered as a great concern by the users and receivers of the financial statements, the test on revenue recognition is regarded as one of our key audit matters.

The principal audit procedures performed by the auditor for the above key audit matters include analyzing the sales transactions with the top ten customers, particularly those related parties with significant transaction amounts, and reviewing significant new contracts to understand the contract terms to ensure there are no major abnormalities. The auditor also evaluates the reasonableness of accounting treatments for revenue recognition (including sales allowances and returns), assesses the effectiveness of internal control system design and implementation for revenue, and reviews customer delivery terms. Additionally, the auditor tests sales samples for a period before and after the year end to assess the accuracy of the timing of revenue recognition.

## 2. Valuation of inventories

Please refer to Notes 4(g) inventories, 5, as well as 6(e) inventories for details on accounting policy, judgments, and major sources of estimation uncertainty, as well as disclosure on information about inventory valuation, respectively.

The Company recognizes a loss from the devaluation of inventories on a quarterly basis based on the lower of cost or net realizable value method. The international market price of DRAM has significantly affected the net realizable value of inventories. Therefore, the evaluation of inventory has been identified as a key audit matter in the financial statements.

The principal audit procedures performed to address the aforementioned key audit matter included review whether the allowances of inventory impairment and obsolescence losses are conducted in accordance with relevant standards, and assess whether the management's disclosure regarding inventory allowances is appropriate, understanding the basis adopted by the management in the estimate of net realizable value, and sampling to test the reasonableness of the net realizable value.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities of the investments in other entities accounted for using the equity method. We are responsible for the direction, supervision and performance of our audit. Furthermore, 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 audit resulting in this independent auditors' report are Kuo, Hsin-Yi and Lee, Tzu-Hui.

KPMG

Taipei, Taiwan (Republic of China)  
February 26, 2025

#### **Notes to Readers**

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

The independent auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and financial statements, the Chinese version shall prevail.

**Information regarding the Proposed Employees' Compensation and Compensation to Directors Adopted by the Board of Directors of the Company:**

Not applicable since the Company was loss after tax in 2024.

1. Amounts of employees' cash compensation, stock compensation, and cash compensation to Directors and Supervisors:	
Employees' cash compensation	NT\$ -
Employees' stock compensation	NT\$ -
Cash Compensation to Directors	NT\$ -
2. Share amount of the employees' stock compensation and the percentage of the share amount to that of all stock dividend:	
Share amount of employees' stock compensation	- share
Percentage of the share amount to that of all stock dividends	- %

**Effect upon Business Performance and Earnings Per Share of the Company by the Stock Dividend Distribution Proposed at the 2025 Annual Shareholders' Meeting:**

Not applicable since the Company does not propose the stock dividend distribution at the 2025 Annual Shareholders' Meeting and does not required to prepare financial forecast information.

# ARTICLES OF INCORPORATION OF NANYA TECHNOLOGY CORPORATION

Amended by the Annual Shareholders' Meeting on May 29, 2024

## CHAPTER I GENERAL PRINCIPLES

### **Article 1**

The Company is incorporated in accordance with the Company Act, by the name of Nanya Technology Corporation.

### **Article 2**

The Company is engaged in the following businesses:

- (1) CC01080 Electronic Parts and Components Manufacturing;
- (2) F401010 International Trade;
- (3) I199990 Other Consultancy; and
- (4) ZZ99999 Businesses not prohibited and restricted by regulations except permitted businesses.

### **Article 3**

The Company's principal office is located in New Taipei City, and, if necessary, may set up local or foreign offices or branches in accordance with the resolution of the Board of Directors.

### **Article 4**

Any public notice of the Company shall be made in accordance with Article 28 of the Company Act.

### **Article 5**

The Company may provide guaranty in favor of its business related entities.

The total amount of the investments in other companies shall exceed forty percent of the Company's paid-in capital.

## CHAPTER II SHARES

### **Article 6**

The total capital of the Company is NT\$300,000,000,000, divided into 30,000,000,000 shares, at NT\$10 per share. The unissued shares of the capital are issued in installments. NT\$4,000,000,000, divided into 400,000,000 shares at NT\$10 per share out of the total capital as mentioned above shall be reserved for the issuance of certificates of subscription rights.

### **Article 7**

The company may be exempted from printing any share certificate for the issued shares and the company shall appoint a centralized securities custody institution to make recordation of the issue of such shares.

### **Article 8**

Registration for share transfer shall be suspended within sixty days prior to each ordinary shareholders' meeting, thirty days prior to each extraordinary shareholders' meeting, or five days prior to any record date for distribution of dividends or other interests as determined by the Company.

## CHAPTER III SHAREHOLDERS MEETING

### **Article 9**

Shareholders' meetings of the Company may be classified into ordinary regular meetings and extraordinary meetings. Ordinary meetings shall be held within 6 months after the end of each fiscal year and shall be convened by the Board of Directors. Extraordinary meetings will be held according to the law when necessary.

A written notice to convene the Regular Shareholders Meeting shall be given to each Shareholder at least 30 days in advance

including the agenda. For Special Shareholders Meeting, a written notice including the agenda shall be given to each shareholder 15 days in advance. Causes and subjects of convening a Shareholders Meeting shall be explicitly described in the notice and public announcement. Notice may be made in electronic form upon the consent of the counter party.

The Shareholders' Meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

### **Article 10**

In case a shareholder is unable to attend a shareholders' meeting, he/she may sign and chop a proxy in the form printed and provided by the Company, stating the scope of authorization, to appoint a proxy to attend the meeting on his/her behalf. After the proxy is being served to the Company, if the shareholder would like to attend the Shareholders Meeting in person or exercise the voting power in writing or by way of electronic transmission, such shareholder shall notify the Company in writing no later than two(2) day prior to the meeting date of the Shareholders Meeting. If the shareholder fails to revoke his/her proxy by the aforesaid deadline, the voting right exercised by the proxy shall prevail.

### **Article 11**

Each shareholder shall have one vote right for each share he/she holds, except for limited shares or circumstances without voting rights as itemized in paragraph 2, Article 179 of the R.O.C. Company Law.

### **Article 12**

Unless otherwise required by the Company Act, any resolution of shareholders' meeting shall be adopted by the Shareholders of a majority of the votes presented at a shareholders' meeting attended by the shareholders who aggregately hold a majority of all issued

and outstanding shares of the Company.

Resolutions adopted at the Shareholders Meeting shall be recorded in the minutes of the proceedings. The minutes of proceedings shall also include the time and place of the meeting, name of the chairman, the manner in which resolutions had been adopted, as well as other essentials of the proceedings, and shall be signed or sealed by the chairman of the meeting. Preparation and distribution of the minutes may be made in electronic method.

The Company may issue a public announcement on the Market Observation Post System to distribute the aforesaid meeting minutes to shareholders.

## CHAPTER IV DIRECTORS

### **Article 13**

The Company shall have 9 to 12 directors, each with a term of three years. The candidates nomination system is adopted by the elections of the directors. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates. A director can be re-elected.

The directors mentioned in the previous paragraph shall be at least three (3) independent directors. The method of nomination, election of independent directors and other related matters shall be conducted in accordance with the Company Act and the regulations of the competent authority for securities matters.

In accordance with the Article 14-4 of the “Securities and Exchange Act”, the Company shall establish an Audit Committee. The Audit Committee shall consist of all of the independent directors. The exercise of competence and related matters of the Audit Committee and its members shall be in accordance with “Securities and Exchange Act” and other related regulations.

## **Article 14**

The Board of Directors is constituted by directors. A Chairman of the Company is elected by a majority of the directors at a board meeting at which more than two-thirds of all of the directors are present, and may elect a Vice Chairman. The Chairman shall be the representative of the Company.

## **Article 15**

In case the Chairman is on leave or is not able to exercise its power and authority for any cause, such situation shall be handled in accordance with Article 208 of the Company Act.

The meeting notice of the Board of Director may be given by means of written notice, email, or fax. Each director shall attend the meeting of the board of directors in person. If directors can not attend in person except those residing in a foreign country and regulated by Company Law, he/she shall issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting and appoints another director to attend a meeting of the board of directors in his/her behalf, but a director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

With the exception of items that regulated by law or relevant article or regulation, such as the major advantages of the Company or Related-party Transactions, should still be resolved by The Board of Directors, The Board of Directors can authorize the Chairman to preside the following scope during the off-session,

- (1) Ratify the important agreements.
- (2) Ratify the secured or pledged loan by real estate and other types of loan.

- (3) Ratify the purchase and disposal on assets and real estates of the Company.
- (4) Appoint the Directors of the Board and Supervisors of the invested companies.
- (5) Ratify the record date of capital increase or decrease and cash or stock dividend.

### **Article 16**

The Board of Directors is authorized to determine the compensation for the Directors, according to their extent and value of the contribution provided for the Company and the common compensation standards of the same industry.

The Company shall buy D&O insurance for the directors during the term.

## CHAPTER V MANAGERS

### **Article 17**

The Company shall have certain managers. The appointment, discharge and remuneration of such managers shall be made in accordance with Article 29 of Company Law.

## CHAPTER VI ACCOUNTING

### **Article 18**

After the end of each fiscal year, the Board of Directors shall prepare the following statements and reports and submit them to the ordinary shareholders' meeting for ratification:

- (1) Business report;
- (2) Financial report; and
- (3) Proposals for allocation of profits or compensating losses.

## **Article 19**

The Company shall appropriate 1% to 12% for employees' compensation from profit before tax which deducting employees' compensation. However, the Company's accumulated losses shall have been covered.

The Company may have the profit distributable as employees' compensation distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.

The resolution of employees' compensation shall be made in accordance with Article 235-1 of the Company Act of ROC.

## **Article 20**

Whenever there are profits of the Company, it shall be used to pay all outstanding taxes, recover the Company's accumulated losses, and set aside 10% thereof in a legal reserve. However when the accumulated legal reserve amounts to the paid-in capital, this shall not apply. Thereafter, the remaining profit, if any, after set aside a special reserve or reserves for certain undistributed earnings for business purposes, shall collectively with any undistributed surplus earnings from previous fiscal years, be included in a surplus earning distribution plan submitted by the Board of Directors and be authorized to distribute dividends paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by over two-thirds of the Directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. The dividends paid in stock shall be submitted for the approval in a shareholders' meeting.

The Company belongs to a high-technology and capital intensive industry and its operations are still experiencing significant growth.

To accommodate the long-term financial projection of the Company, the Company adopts the policy that dividends shall be distributed appropriately in accordance with the Company's budget of capital expenditures. In principle, the stock dividends distributed by the Company shall not exceed 50% of the total distributable dividends of that year.

## CHAPTER VII MISCELLANEOUS

### **Article 21**

Any matter not provided in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant regulations.

### **Article 22**

These Articles of Incorporation were enacted on February 17, 1995.

The first amendment was made on July 4, 1995.

The second amendment was made on October 20, 1995.

The third amendment was made on May 31, 1997.

The fourth amendment was made on May 29, 1998.

The fifth amendment was made on April 28, 2000.

The sixth amendment was made on March 30, 2001.

The seventh amendment was made on March 30, 2001.

The eighth amendment was made on August 31, 2001.

The ninth amendment was made on May 17, 2002.

The tenth amendment was made on May 14, 2003.

The eleventh amendment was made on May 14, 2003.

The twelfth amendment was made on May 14, 2004.

The thirteenth amendment was made on May 14, 2004.

The fourteenth amendment was made on May 18, 2005.

The fifth amendment was made on May 19, 2006.

The sixteenth amendment was made on May 25, 2007.

The seventeenth amendment was made on June 25, 2008.

The eighteenth amendment was made on June 24, 2010.  
The 19th amendment was made on November 17, 2011.  
The 20th amendment was made on June 12, 2012.  
The 21th amendment was made on December 14, 2012.  
The 22th amendment was made on June 10, 2015. The Company shall establish an Audit Committee at the expiration of the term of office of the Company's incumbent Supervisors elected on June 21, 2013.  
The 23th amendment was made on June 22, 2016.  
The 24th amendment was made on May 26, 2017.  
The 25th amendment was made on August 4, 2021.  
The 26th amendment was made on May 26, 2022.  
The 27th amendment was made on May 29, 2024.

# Nanya Technology Corporation

## Convention Rules and Procedures for Shareholders' Meeting

Amended by the Shareholders' Meetings on August 4, 2021

- Article 1: For the purposes of establishing a good governance system for a shareholders' meeting (the "Meeting"), strengthening the supervision function and enhancing management mechanism, the Company hereby promulgates the "Procedures and Rules of Shareholders Meeting" (the "Procedures") in accordance with the "Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies".
- Article 2: Unless otherwise provided in laws, regulations or the Articles of Incorporation ("AOI") of the Company, a Meeting of the Company shall be conducted in compliance with the Procedures.
- Article 3: Unless otherwise prescribed by the laws or regulations, a Meeting of the Company shall be convened by the Board of the Directors of the Company.
- A notice to convene a regular Meeting shall be given to each shareholder no later than thirty (30) days prior to the scheduled Meeting date; while a public notice may be given to the registered stock shareholders whose shareholding is less than one thousand shares no later than thirty (30) days prior to the scheduled meeting date by a public announcement on the Market Observation Post System of the Taiwan Stock Exchange Corp. ("TSE"). A notice to convene a special Meeting shall be sent to each shareholders no later than fifteen (15) days prior to the scheduled Meeting date; while a public notice

may be given to the registered stock shareholders whose shareholding is less than one thousand shares no later than fifteen (15) days prior to the scheduled meeting date by a public announcement on the Market Observation Post System of the TSE.

To convene a Meeting, a Meeting agenda shall be prepared. The softcopy of meeting notice, proxy form, subject matters and explanations for topics related to ratification items, discussion item, and election or discharge of Directors(s), shall be prepared and uploaded to the Market Observation Post System of TSE at least thirty (30) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date. Also, the softcopy of Meeting Agenda and supplemental materials shall be prepared and uploaded to the Market Observation Post System of TSE at least twenty-one (21) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date. The hardcopy of Meeting Agenda and supplemental materials shall be available for shareholders to obtain and review at any time fifteen (15) days prior to the scheduled Meeting date and be displayed at the Company and professional stock agency engaged by the Company, and be distributed in the venue of a Meeting.

Causes and subjects of a Meeting to be convened shall be explicitly described in the notice and public announcement. The notice may be made in electronic form upon the consent of the counter party.

Matters regarding re-election or discharge of directors, amendments to the AOI, capital reduction, application to be delisted from public offering, releasing of

non-competition restriction of Directors, capital increase by retained earnings, capital increase by capital reserve, and dissolution, merger, splitting of the Company, or any matters stipulated in Paragraph 1 of Article 185 of the R.O.C. Company Law, 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 itemized by causes and subjects in the notice of convening a Meeting, rather than being brought up by extraordinary motions.

The meeting agenda has specified general re-elections of the Directors and the terms of the Directors' office, the terms of office of the Directors shall not be altered by raising an extraordinary motion or any other method upon the completion of the general elections at the Shareholders' Meeting.

Shareholder(s) who has (have) held more than one percent (1%) of the total amount of the issued and outstanding shares of the Company may submit a motion for a regular Meeting to the Company. However, each of such shareholders can only submit one (1) motion. Otherwise, all of his/her motions shall not be included in the agenda. In the event that any motion submitted by a shareholder falls under one of the situations set forth in Paragraph 4 of Article 172-1 of the R.O.C. Company Law, the Board of Directors of the Company may not list such motion in the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill social responsibilities, and the providing procedure shall be in accordance with Article 172-1 of the Company Act.

The Company shall, before the date on which transfer of

shares is suspended for the regular Meeting, make a public announcement regarding the period and places for shareholders to submit motions\_in writing or electronic form. This period shall not be less than ten (10) days.

A shareholder's motion shall be limited to three hundred (300) words. A motion with a text length that exceeds three hundred (300) words shall not be included in the agenda. The shareholder who submits a motion shall attend the regular Meeting in person or by his/her proxy to participate in the discussion of the motion made by him/her.

The Company shall, before the notification date of the regular Meeting, notify the proposing shareholders whether the motions such shareholders submitted are able to be included in the agenda and list the motions which have complied with this Article in the meeting notice.

The Board of Directors shall explain the reasons for those rejected motions in the regular Meeting.

Article 4: A shareholder may appoint a proxy on his/her behalf to attend the Meeting by executing a power of attorney printed by the Company stating therein the scope of the authority authorized to the proxy.

Each shareholder may only execute one (1) power of attorney and appoint one (1) proxy only, and shall serve the written proxy to the Company no later than five (5) days prior to the meeting date of the Meeting. In case two (2) or more written proxies are received by the Company from one shareholder, the first one received by this Company shall prevail, unless an explicit statement to supersede the previous written proxy is made in the proxy which comes later.

After the written proxy is being served to the Company, if the shareholder would like to attend the Meeting in person or exercise the voting power in writing or by way of electronic transmission, the shareholder shall notify the Company in writing no later than two (2) day prior to the meeting date of a Meeting to revoke his/her proxy. If the shareholder fails to revoke his/her proxy on time, the voting right exercised by the proxy shall prevail.

Article 5: The place for convening the Meeting shall be the location of the Company, or any other appropriate place that is convenient for the shareholders to attend, and suitable for holding the Meeting. The time to start the Meeting shall not be earlier than 9 a.m. or later than 3 p.m.

Article 6: The meeting notice shall clearly state the registration time, the venue and other matters needing attention for shareholders. Shareholders' registration time which mentioned in preceding paragraph shall start 30 minutes ahead of the meeting, and the venue shall be with visible sign. The Company should designate the sufficient and suitable personnel to assist the registration.

The Company shall deliver the Meeting agenda, annual report, attendance certificate, speaker's slips, ballots and other Meeting related documents to shareholders who attend a Meeting. Election ballots shall be delivered as well in case that Director(s) will be elected in that Meeting.

A shareholder or his/her proxy ("Shareholder") shall attend a Meeting upon the attendance certificate, attendance card, or other certificates of attendance. The Company shall not impose arbitrary requirements on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. If the one

who attends the Meeting is a solicitor of solicited proxies, the solicitor shall bring personal identification for verification. A shareholder present shall submit the attendance card to substitute signing in.

Government or a legal entity, as a shareholder, may designate one (1) or more representatives to attend the Meeting. A legal entity that is appointed as a proxy to attend the Meeting can only assign one (1) representative to attend the Meeting.

Article 7: If the Meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the chairman presiding over the Meeting. In case that the Chairman of the Board of Directors is on leave, or cannot execute his or her authority of office for any reason, the Vice Chairman of the Board of Directors shall preside over the Meeting. If there is no Vice Chairman of the Board of Directors, or the Vice Chairman of the Board of Directors is also on leave, or cannot execute his or her authority of office for any reason, the Chairman of the Board of Directors shall designate one of the Managing Directors to act on behalf of him/her; if there is no Managing Director, the Chairman of the Board of Directors shall designate one of the Directors to preside over the Meeting. If the Chairman of the Board of Directors does not designate any proxy to preside over the Meeting on his/her behalf, the Managing Directors or Directors of the Board shall elect one from among themselves to preside over the Meeting.

The Chairman who assumes the acting chair of the meeting by Managing Directors or Directors in preceding paragraph shall hold an office at least 6 months above and fully understand the situation of finance and business

of the Company. The same applies in case of the Chairman as representative of legal person shareholder.

If the Meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the chairman presiding over the meeting, and majority of the Board of Directors ought to attend the Meeting, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the Shareholders Meeting minutes.

If the Meeting is convened by any other person entitled to convene the Meeting, not by the Board of Directors, such person shall preside over the Meeting. If there are two (2) or more persons entitled to convene the Meeting, they shall elect one from among themselves to preside over the Meeting.

The Company may designate its lawyers, certified public accounts or relevant persons to attend the Meeting.

Article 8: The whole proceedings of the meeting which shall include the process of shareholders' registration, voting and recording of ballots shall be videotaped and taperecorded uninterruptedly. Those tapes set forth in preceding paragraph shall be preserved for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the R.O.C. Company Law, such tapes shall be kept until the conclusion of such litigation.

Article 9: The calculation of the attendance of the Meeting shall be based on the shares represented. The number of shares represented by shareholders present in the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders present plus the voting rights exercised in writing or by electronic method.

The chairman shall call the Meeting to order at the time scheduled for the Meeting, and meanwhile shall announce the related information about the total number of shares held by shareholders having no voting right and the total number of shares represented by the shareholders present at the meeting.

If the number of shares represented by the shareholders present at the Meeting has not yet reached more than fifty percent (50%) of the total amount of the issued and outstanding shares of the Company, the chairman may postpone the time of the Meeting. The postponements shall be limited to two (2) times at most and the Meeting may not be postponed longer than one (1) hour totally. The chairman shall abort the convention of the Meeting if the shares of the shareholders present at the Meeting are less than one third (1/3) of the total issued and outstanding shares after the Meeting being postponed by two (2) times.

If after two postponements the number of shares represented by the shareholders present at the Meeting still can not constitute the quorum for the Meeting, but the shares of the shareholders present at the Meeting represents one-third (1/3) of the total issued and outstanding shares or more, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the R.O.C. Company Law, and sent to all shareholders to convene the Meeting again within one (1) month.

Before the adjournment of the Meeting if the number of shares represented by the shareholders present at the Meeting reaches more than fifty percent (50%) of the total amount of the issued and outstanding shares, the chairman may submit the adopted tentative resolution(s)

to the Meeting for approval in accordance with Article 174 of the R.O.C. Company Law.

Article 10: If the Meeting is convened by the Board of Directors, the agenda of the Meeting shall be set by the Board of Directors. The relevant proposals (including extraordinary motions and amendment to original proposals) shall be decided by voting on a case-by-case basis. The Meeting shall proceed in accordance with the agenda, unless otherwise resolved by the Meeting.

The preceding paragraph shall apply mutatis mutandis to cases where the Meeting is convened by a person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved by the Meeting, the chairman shall not adjourn the Meeting before all of discussion items (including extraordinary motions) in the agenda of the Meeting have been resolved. In case that the chairman violates the Procedures and announces the adjournment of the Meeting, other members of the Board of Directors shall promptly assist the shareholders present at the Meeting, pursuant to the laws and regulations, to elect one person among themselves by a majority of at least fifty percent (50%) or more votes represented by the shareholders present at the Meeting to act as the chairman to preside over the Meeting and continue the Meeting.

The chairman shall provide opportunities to the shareholders for their sufficient explanation and discussion on the discussion items in the agenda of the Meeting, the amendment to the discussion items and extraordinary motions made by shareholders. The Chairman may announce to end the discussion of the

foresaid matters and submit them to be resolved when the chairman deems appropriate and shall also arrange ample time for a vote.

Article 11: A shareholder who intends to speak in the Meeting shall first fill out a speech note, specifying therein the summary of the speech, the shareholder's number (or the number of his/her attendance certificate) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

A shareholder who only submits his/her speech note for a speech but does not actually speak in the Meeting shall be considered as not having given such a speech. If the contents of the speech of the shareholder are different from the contents of the speech note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman, each shareholder shall not speak more than two times for each discussion item. Each speech shall not take more than 5 minutes. In case the speech of any shareholder violates the foresaid provisions or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.

When a shareholder is giving a speech, the other shareholders shall not interrupt the speech of the shareholder unless they have obtained the consent from the chairman and the said shareholder. For any such violations, the chairman shall stop the interruption immediately.

If a legal entity shareholder who designates two (2) or more representatives to represent it at the Meeting, only one of the representatives so designated can speak for each discussion item.

After the speech of a shareholder, the chairman may respond by himself/herself or appoint an appropriate person to respond.

Article 12: A resolution of a Meeting shall be calculated by the numbers of shares.

Shares held by a shareholder without voting right shall not be counted in the numbers of the total issued and outstanding shares while adopting a resolution at a Meeting.

A shareholder, who has a conflict of interest with the Company in the matter discussed at a Meeting and such conflict may impair the interest of the Company, shall not vote nor exercise the voting right on behalf of other shareholders.

A director of the Company has created a pledge on the company's shares more than half of the company's shares being held by him/her/it at the time he/she/it is elected, the voting power of the excessive portion of shares shall not be exercised and the excessive portion of shares shall not be counted in the number of votes of shareholders present at the meeting.

Shares for which voting right cannot be exercised as mentioned in those two preceding paragraphs shall not be counted in the number of votes of shareholders present at the Meeting.

In the event the same proxy acts for two (2) or more shareholders, except for a securities trust enterprise or stock agency approved by the competent authority, his/her delegated voting right cannot exceed three percent (3%) of the total voting rights of the issued and outstanding shares of the Company. Otherwise the

excessive voting rights shall not be counted.

Article 13: Shareholders of the Company shall be entitled to one vote for each share they hold, except for the limited shares or the shares without voting rights as set forth under Paragraph 2 of Article 179 of the R.O.C. Company Law.

Shareholders of the Company shall exercise their voting rights by electronic method and may exercise their voting rights in writing. The way how to exercise voting rights in writing or by electronic method shall be described in the Meeting notice. Shareholders who exercise their voting rights in writing or by electronic method shall be deemed as attending the Meeting in person provided however that their voting rights to the extraordinary motions and amendments to the discussion items at the Meeting shall be deemed to be abandoned.

The shareholder who intends to exercise his/her voting rights in writing or by electronic method as stated in the preceding paragraph shall serve the Company his/her voting rights exercising result in writing (the "Voting Exercising") no later than two (2) days prior to the Meeting. If two or more Voting Exercising is received by the Company from one shareholder, the first one received by the Company shall prevail, unless the later one is sent to revoke the previous one.

The shareholder who has exercised his/her voting rights in writing or by electronic method and thereafter wants to attend the Meeting in person shall revoke his/her Voting Exercising via the same method he/she took previously to serve his/her Voting Exercising to the Company by at least two(2) day before the Meeting. In case the shareholder fails to revoke his/her Voting Exercising on

time, the Voting Exercising shall prevail. If a shareholder has exercised his/her voting right in writing or by electronic method but also appoints a proxy by power of attorney to attend the Meeting, the voting rights exercised by the proxy shall prevail.

Unless a majority of more than fifty percent (50%) is required by the R.O.C. Company Law or the AOI of the Company, a resolution of the Meeting shall be adopted by at least a fifty percent (50%) majority of votes represented by the shareholders present at the Meeting. In the proceedings of voting, the chairman or the person designated by the chairman shall announce the total voting shares of the shareholders present at the Meeting by each discussion item, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

If there is an amendment or alternative for a discussion item, the chairman may combine the amendment or alternative into the original discussion item, and determine the sequence of voting for such discussion item. If any one of the above has been resolved, the others shall be deemed vetoed and no further voting is necessary.

In addition to the proposals on the meeting agenda, when a shareholder wishes to propose an extraordinary motion, the shareholder's voting rights shall represent at least 1% or more of the Company's total issued shares.

The person(s) to supervise and the person(s) to record the ballots during a vote by casting ballots shall be designated by the chairman. However the persons

supervising the recording of the ballots shall be shareholders of the Company. The whole process of resolutions, election of Directors and the ballots recording shall be conducted in publicly venue of the meeting. The result of voting which shall include the total number of the voting rights shall be announced at the Meeting, and recorded in the meeting minutes.

Article 14: Election of Directors shall be conducted according to the relevant election rules of the Company. Election results which shall include the names of those elected and not elected as directors and the numbers of votes with which they were elected and not elected shall be announced extemporarily at the Meeting.

The ballots for the elections set forth in the preceding paragraph shall be sealed and signed by the persons supervising the recording of the ballots and properly kept for at least one (1) year. However, if a shareholder files a lawsuit pursuant to Article 189 of the R.O.C. Company Law, such ballots shall be kept until the conclusion of such litigation.

Article 15: Resolutions adopted at the Meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chairman of the Meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the Meeting. Preparation and distribution of the meeting minutes may be made by electronic form and method.

This Company may issue a public announcement on the Market Observation Post System to distribute the aforesaid meeting minutes to shareholders.

Information including the time (year, month and date) and place of the Meeting, name of the chairman, the

manner in which resolutions had been adopted, as well as the summary of the essentials of the proceedings and result of the Meeting (including the weight of the votes), and the number of weighted votes each candidate received in case of a Directors' elections shall be clearly stated in the meeting minutes. The Company shall keep the meeting minutes persistently during the existence of the Company.

Article 16: The Company shall prepare a statistical statement in accordance with the prescribed format and explicitly disclose the number of the shares solicited by the solicitors and the number of the shares of the proxies in the venue of a Meeting on the date of the Meeting.

The Company shall make public announcements regarding the content of the Meeting resolutions on the Market Observation Post System within the required time limit if such resolutions are qualified as the material events as set forth in the laws and regulations or regulated by the Taiwan Stock Exchange Corporation.

Article 17: Persons handling the business of the Meeting shall wear an identification card or a badge.

The chairman may engage disciplinary officers or security personnel to assist to keep the order of the Meeting. Such disciplinary officers or security personnel shall wear a badge or identification card marked "Disciplinary Officers".

The chairman may stop the speech of a shareholder if such shareholder makes the speech by a megaphone not provided by the Company at the Meeting.

The chairman may request disciplinary officers or security personnel to have the shareholder leave the Meeting if such shareholder violates the Procedures and

disobeys the correction order of the chairman, or interrupts the proceedings of the Meeting after being requested to stop by the chairman.

Article 18: During the Meeting, the chairman may set time for intermission at his/her discretion. In the event of any force majeure, the chairman may adjourn the Meeting temporarily and announce reopening time subject to the actual situation.

If a Meeting cannot be finished with the agenda (including extraordinary motions) while the arranged venue of the Meeting can no longer be used, a resolution to find another place to continue the Meeting may be adopted.

A resolution may be adopted to postpone or continue the Meeting within five (5) days according to Article 182 of the R.O.C. Company Law.

Article 19: The Procedures shall become effective from the date it is approved by the Meeting. The same applies in case of revision.

# NANYA TECHNOLOGY CORPORATION

## Rules for Election of Directors

Amended by the Annual Shareholders' Meetings on August 4, 2021

1. The directors shall be elected in accordance with the rules specified herein.
2. In the election of directors of the company shall be conducted by means of cumulative voting method. Each share has the voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. In the election of the directors of the company, the names of voters may be represented by shareholders' numbers.
3. At the beginning of the election, the chairman should appoint several persons each to monitor and record the ballots.
4. In the election of directors of the company, candidates who acquire more votes should win the seats of directors. If two or more persons acquire the same number of votes, the number of such persons exceeds the specified seats available, such person acquire the same votes shall draw lots to decide who should win the seats available, and the chairman shall draw lots on behave of the candidate who is not present.
5. In accordance with the AOI of the Company, the directors of the Company shall be elected by shareholders of the Company from among the nominees listed in the roster of the director candidates of the Company. The elections of the independent directors and non-independent directors shall be conduct in

parallel and the number of the electees of the foresaid two elections shall be calculated respectively pursuant to Article 4 hereof. At least one electee of the independent directors shall have expertise in accounting or finance.

The Company shall, prior to the share transfer suspension date dedicated before the meeting date of the Shareholders' Meeting of the Company, announce the period for accepting the nomination of the director candidates, the total number of directors to be elected, the place designated for accepting the roster of the director candidate, and any other necessary matters. The length of the period for accepting the nomination of the director candidates shall not be shorter than ten (10) days.

The Board of Directors of the Company or a shareholder of the Company holding at least one percent (1%) of the total number of the outstanding shares issued by the Company may submit to the Company a roster of the director candidates, provided however that the total number of the director candidates on the roster shall not exceed the total number of the directors to be elected.

The roster of the director candidates submitted by the Board of Directors of the Company or the shareholder of the Company as prescribed in the preceding paragraph shall describe the name, education backgrounds and past working experiences of the candidates.

The Board of Directors of the Company or any other person who convenes the Shareholders' Meetings of the Company shall, unless there exists any of the following circumstances, include all nominated director candidates into the final roster of the director candidates accordingly:

- (1) Where the roster of the director candidates is submitted by the nominating shareholder beyond the announced period for accepting the nomination of the director candidates; or

- (2) Where the number of shares of the Company held by the nominating shareholder is less than one percent (1%) of the total number of the total number of the outstanding shares of the Company at the time when the registration of the share transfer is suspended by the Company pursuant to Paragraph 2 or 3 of Article 165 of the Company Law; or
  - (3) Where the nominated number of the director candidates exceeds the total number of the directors to be elected; or
  - (4) Where the nominating shareholder fails to describe the nominee's name, educational background, and work experience.
6. The Board of Directors or any other person who convenes the Shareholders' Meetings of the Company should prepare the ballots. According to the number of the attendance card, the rule that one seat to be elected with one ballot, voters receive the same ballots as the seats to be elected. Every ballot notes the number of voting rights equally.
  7. Voters shall fill the director candidate's name in the "candidate" column based on the director candidate list.
  8. Ballots shall be deemed void under the following conditions:
    - (1) Ballots not complied with Article 6.
    - (2) There are two or more candidates' names filled in the ballots
    - (3) Ballots with other written characters or symbols in addition to the Article 7.
    - (4) The candidate's full name filled in the ballot does not conform to the director candidate list after verification; or
    - (5) Illegible writing

9. The ballots shall be calculated during the meeting right after the vote casting and the result of the election should be announced by the chairman at the meeting, including the names of those elected as directors and the numbers of votes with which they were elected.

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 1 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.

10. The Rules and any revision thereof shall become effective after approval at the Shareholders' Meeting.

## Nanya Technology Corporation

### Current Shareholdings of Directors

Title	Name	Shareholding (share)
Chairman	Chia Chau, Wu Representative of Nan Ya Plastics Corp.	907,303,775
Director	Wen-Yuan, Wong	4,000
Director	Susan Wang	0
Director	Pei-Ing Lee	1,265,098
Director	Ming Jen, Tzou	0
Director	Lin-Chin Su	480,601
Director	Joseph Wu Representative of Nan Ya Plastics Corp.	907,303,775
Director	Rex Chuang Representative of Nan Ya Plastics Corp.	907,303,775
Independent Director	Ching-Chyi Lai	0
Independent Director	Shu-Po Hsu	0
Independent Director	Tsai-Feng Hou	0
Independent Director	Tain-Jy Chen	0

Note: According to Article 26 of Securities and Exchange Act, the minimum shareholdings of the Company's Directors are 74,367,070 shares. As of March 30, 2025, the actual shareholdings of the Company's Directors are 909,053,474 shares.