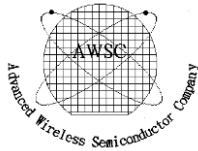


Stock Code: 8086



# **Advanced Wireless Semiconductor Company**

## **2025 Annual General Meeting Handbook**

**Date of the meeting : May 28, 2025**

**Location of the meeting : 2F, No. 26, Nanke 3rd Road, Xinshi District, Tainan City, Tainan Science Park (Southern Science Park Southern Branch Office)**

**Method of convening the meeting : Physical Shareholders' Meeting**

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**Advanced Wireless Semiconductor Company**  
**2025 Annual General Meeting**

**One. Meeting Procedure**

- I. Call the Meeting to Order by the Chair
- II. Chairman's opening remarks
- III. Report Items
- IV. Ratifications
- V. Discussions
- VI. Elections
- VII. Other proposals
- VIII. Extraordinary motions
- IX. Adjournment

## **Two. Meeting agenda**

Time: 10:00 a.m., May 28, 2025 (Wednesday)

Location: 2F, No. 26, Nanke 3rd Road, Xinshi District, Tainan Science Park  
(The Allied Association for Science Park Industries, Southern Branch Office)

- I. Chairman's opening remarks
- II. Report Items
  - 1 、 The Company's 2024 business report
  - 2 、 Audit Committee's review report on the Company's 2024 financial statements
  - 3 、 Report on the Company's 2024 cash payment from earnings distribution
  - 4 、 Report on 2024 directors' remuneration and employees' remuneration
  - 5 、 2024 Directors' Remuneration Distribution Report
  - 6 、 Amendment to the "Procedures for Ethical Corporate Management and Code of Conduct"
  - 7 、 Other Report Items
- III. Ratifications
  - 1 、 The Company's 2024 business report and financial statements
  - 2 、 The Company's 2024 earnings distribution proposal
- IV. Discussions
  - 1. Amendment to the "Articles of Incorporation"
  - 2. Amendment to the "Regulations Governing the Election of Directors and Independent Directors"
- V. Elections
  - The Company's 10th Election of Directors and Independent Directors
- VI. Other proposals
  - Lifting of non-compete restrictions on 10th directors (including independent directors) and their representatives
- VII. Extraordinary motions
- VIII. Adjournment

### **Three. Report items**

#### **Report No. 1**

Summary: The Company's 2024 business report is presented for review.

Description: For 2024 business report, please refer to Attachment 1 (Pages 9 to 13).

#### **Report No. 2**

Summary: The Audit Committee's review report on the Company's 2024 financial statements is presented for review.

Description: The Company's 2024 financial statements were reviewed and passed by the Audit Committee. Please refer to Attachment 2 (Page 14) for the Audit Committee's Review Report.

#### **Report No. 3**

Summary: The report on 2024 cash payment from distribution of earnings is presented for review.

Description: 1. In accordance with Paragraph 2, Article 28-1 of the Articles of Incorporation, the Board of Directors is authorized to resolve that the earnings may be distributed in cash and report the same to the shareholders' meeting at the end of the fiscal year.

2. The Company's 2024 net income was NT\$520,924,524, and 10% thereof, NT\$52,092,452, shall be set aside as the legal reserve pursuant to laws. Further, the dividend, NT\$233,854,186, was allocated to shareholders, all paid in cash and the cash dividends should be distributed at NT\$1.19 per share based on the shareholders and the proportion of their shareholdings recorded in the roster of shareholders after the dividends record date. The cash dividends are calculated proportionally to the nearest NTD, and are rounded up to the nearest NT\$1. The fractional amount distributed under NT\$1 is recognized as the Company's other revenue.

3. In the event that the earnings distribution proposal is amended by the competent authority, or the quantity of outstanding stock is affected and the payout rate is changed due to the factors, such as repurchase of the Company's shares, transfer to employees, or cancellation of, treasury stocks, conversion of domestic convertible corporate bonds into shares, exercise of employee stock options, or other circumstances resulting in increase or decrease in shares, it is proposed to authorize the Chairman of Board to deal with it with full power.

4. Authorize the Board of Directors to set the base date and payment date for cash dividends and follow-up matters after the proposal for cash payment from distribution of earnings is reported at the annual general meeting.

Report No. 4

Summary: The report on 2024 directors' remuneration and employees' remuneration is presented for approval.

Description: 1. According to the Company's Articles of Incorporation, if there is still a balance after deducting the accumulated losses from the profit of the current year, the Company shall allocate 5% to 10% as the employees' remuneration and no more than 2% as the directors' remuneration.

2. An allocation of 0.8% of net profit, amounting to NT\$5,251,209, has been set aside for directors' remuneration, and 8.2%, amounting to NT\$53,824,899, for employees' compensation. Both will be distributed in cash. The Chairman is to determine the distribution.

Report No. 5

Summary: The 2024 Directors' Remuneration Distribution Report is presented for review.

Description: 1. In order to promote the transparency and reasonable determination of directors' remuneration and protect shareholders' interests and rights, the Company reports on directors' remuneration in accordance with Article 10-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies. The report includes the remuneration policy, contents and amount of the remuneration, and future risk correlation with the performance evaluation results.

2. The amount of remuneration distributed to the Company's directors is determined based on the directors' positions and responsibilities, as well as the operation and profitability. For the amount of remuneration distributed to each director, please refer to Attachment 3 (Pages 15-17).

Report No. 6

Summary: Amendment to part of the articles of the "Procedures for Ethical Management and Code of Conduct"

Description: New employee conflict of interest policy and confirmation form, and amendment to some provisions. Please refer to Attachment 4 (Pages 18 to 24) for the revised clauses and newly added forms.

Report No. 7

Summary: Other matters in the report are presented for approval.

Description: The Company accepts shareholders' proposals in accordance with Article 172-1 of the Company Act. During the acceptance period from March 24, 2025 to April 2, 2025, no shareholders' proposals have been received by the Company.

## Four. Ratifications

Report No. 1

(Proposed by the Board of Directors)

Summary: The 2024 business report and financial statements of the Company are proposed for ratification.

Description:

1. The Company's 2024 business report and financial reports have been prepared and sealed by the Chairman, general manager and accounting officer. The person with power to approve the same shall be responsible for the financial report, in order to enable the CPAs to obtain sufficient and appropriate evidence.
2. The Company's 2024 financial statements have been audited by two CPAs, namely Yung-Hua Huang and An-Chih Cheng of KPMG Taiwan, who have issued the audit report with unqualified audit report. Please refer to Attachment 5 (Pages 25-31).
3. The following statements are prepared in accordance with Article 228 of the Company Act:
  - (1). Please refer to Attachment 1 (Pages 9 to 13) for the business report.
  - (2). Please refer to Attachment 5 (Pages 25 to 31) for the financial statements.
4. The aforementioned Business Report and Financial Statements have been reviewed by the Company's Audit Committee and passed by resolution of the board of directors.
5. Please ratify.

Resolution:

Report No. 2

(Proposed by the Board of Directors)

Summary: The Company's 2024 earnings distribution proposal is presented for ratification.

Description:

1. The Company's 2024 Earnings Distribution Statement has been prepared and sealed by the Chairman, general manager and accounting officer.
2. The aforementioned earnings distribution report has been reviewed by the Audit Committee and passed by resolution by the board of directors.
3. Please refer to Attachment 6 (page 32) for the Company's 2024 Earnings Distribution Statement.
4. Please ratify.

Resolution:

## Five. Discussion Matters

Report No. 1

(Proposed by the Board of Directors)

Summary: Amendment to the “Articles of Incorporation”

Description: 1. To improve the transparency of information about shareholders’ equity, the dividend distribution ratio is proposed to be increased to more than 30%. Please refer to Attachment 7 (pages 33 to 35) for the comparison table of the amendments.

2. According to the Financial Supervisory Commission’s Letter No. Jin-Guan-Cheng-Fa-11303854422 dated November 8, 2024 and Paragraph 6, Article 14 of the Securities and Exchange Act, the Company has added the requirement that a certain percentage of the annual earnings should be appropriated for the distribution of remuneration to the entry-level employees. Please refer to Attachment 7 (pages 33 to 35) for the comparison table of the amendments.

3. The above-mentioned entry-level employees refer to the entry-level employees whose salary level is not lower than the salary level defined in the “Regulations for Tax Preferences Provided to Small and Medium Enterprise on Wage Payment Raising”.

4. Please discuss.

Resolution:

Report No. 2

(Proposed by the Board of Directors)

Summary: Amendment to the “Regulations Governing the Election of Directors and Independent Directors”

Description: The wording is amended with reference to the “Sample Template of XXX Co., Ltd. Procedures for Election of Directors”. Please refer to Attachment 8 (pages 36 to 38) for the comparison table of the amendments.

Resolution:



## **Sixth. Election matters**

Report No. 2

(Proposed by the Board of Directors)

Summary: Election of the 10th Board of Directors and Independent Directors of the Company.

Description: 1. The term of office for the Company's original directors and independent directors expired on June 19, 2025. The Company plans to re-elect all directors and independent directors in accordance with the current shareholders' meeting. 10 directors, including 4 independent directors, will be elected for a term of office from May 28, 2025 to May 27, 2028 for a total of 3 years.

2. The election of the Directors and Independent Directors shall be conducted in accordance with the Articles of Incorporation of the Company, and the candidates shall be nominated in accordance with the provisions of Article 18 of the Articles of Incorporation. The Shareholders shall elect the Directors and Independent Directors from the list of candidates. The term of office of the original directors and independent directors shall be from the date of their appointment to the date of the re-election of directors and independent directors at the general shareholders' meeting.

3. The candidate for nomination shall meet the qualifications of passive qualification specified in Article 30 of the Company Act; the independent directors shall meet the qualifications specified in Article 14-2 of the Securities and Exchange Act, and the professional qualifications, independence recognition and concurrent position limitation specified in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

4. The list of candidates was reviewed and approved by the Company's Board of Directors on April 10, 2025. For information on independent director candidates, please refer to Attachment 9 (page 39 to 42).

5. Calling for election.

Voting Results:

## **Seven. Other proposals**

Report No. 1

(Proposed by the Board of Directors)

Summary: Lifting of non-compete restrictions on the 10th directors (including independent directors) and their representatives, please discuss.

Description: 1. According to Article 209 of the Company Act, “directors who act for themselves or others within the company’s business scope shall explain the important content of their actions to and obtain permission from the shareholders meeting.”  
2. In order to utilize the talents and relevant experience of the Company’s directors, without prejudice to the interests of the Company, it is proposed to the extraordinary shareholders’ meeting to lift the non-compete restrictions on directors (including independent directors) and their representatives.  
3. Proposal to lift the non-compete restrictions on directors (including independent directors) and their representatives. Please refer to Attachment 10 (Page 43 ) for details.

Resolution:

## **Eight. Extraordinary motions**

## **Nine. Adjournment**

## Advanced Wireless Semiconductor Company 2024 Business Report

In 2024, AWSC recorded operating revenue of NT\$4,455,584 thousand, representing a 64% increase compared to 2023. Net profit reached NT\$520,924 thousand, marking a 530% year-on-year growth. Since the onset of the U.S.-China trade war in 2019, the global economic climate has been volatile, further impacted by the COVID-19 pandemic, geopolitical conflicts, and global inflation. The industry has experienced significant fluctuations due to excessive stockpiling of mobile phones and components, followed by inventory surpluses caused by weakened demand. By the second half of 2023, customer order demand began to stabilize. Although the second half of 2024 was still affected by weak demand, the company's overall operations gradually recovered, delivering a strong performance compared to 2023. During this period, the trend of consumption downgrading also led to a quiet shift in market dynamics. Power Amplifier (PA) design companies in mainland China, strongly supported by end-brand mobile manufacturers and ODMs, adopted a domestic substitution strategy for mid- to low-end PAs. This led to record-high shipments from these PA design firms, driving increased demand for GaAs wafer foundry services. In addition, demand for Wi-Fi PAs remained generally stable throughout 2024, accounting for 25% to 30% of total revenue. The mass production of Wi-Fi 7 is expected to significantly boost the usage of Wi-Fi PAs, making it a critical component of the company's future operations. The Company continued to commit itself to customer dispersion and development of more new technologies and products. In 2024, the total number of engineering products increased by more than 50% from 2023, representing a further growth beyond the 30% increase observed from 2022 to 2023, indicating that customers are quite confident in the Company's technology and product competitiveness and they also act optimistic about the future market outlook.

The Internet of Everything is an unchanged direction in the global market. Mobile phones are like the key to unlocking the Internet of Everything. Wi-Fi is like a channel connecting all the doors of each fan. With the continuous launch of Wi-Fi applications, the demand for GaAs is increasing gradually. Compared to Wi-Fi5, which only uses 1~2 GaAs components, the number of GaAs required for Wi-Fi6 has increased to 3~4 pieces, and even 8~10 pieces in the case of Wi-Fi7. The mass production has started in 2024 Q2. Thus driving the continuous growth of Wi-Fi. Meanwhile, the high speed (10 times the speed of Wi-Fi6) and low latency of Wi-Fi are expected to bring the brand new experience and requirements for consumers.

In terms of mobile phones, the fabless Design House customers in China still have the demand for the Company's GaAs wafer OEM capacity. Meanwhile, in consideration of the continuous improvement of the Company's process technology, good product yield and competitive price, it is difficult for the other OEMs to replace the Company. As the demand for 4G mobile phones remains strong (in Europe and certain emerging countries, such as India and Africa) and new applications including IoT (LTE CAT-1), there is still a huge demand for 4G power amplifiers in the market. As consumers demand faster Internet access speed, the penetration rate of 5G is also increasing year by year. Market analysis report estimated that the global shipment of 5G smart phones in 2024 has exceeded a rate of 66%. Among the other things, China is the country promoting 5G smart phones most proactively. More than 80% of its smart phone shipments are 5G models, accounting for more than a half of the global shipments. There were about 51 frequency bands supported by 5G applications, and plus 41 frequency bands supported by 2G/3G/4G, there would be a total of 91 frequency bands supported by 2G/3G/4G/5G in the world. The demand for PA would inevitably increase significantly as the number of frequency bands supported by 5G increases. According to a research conducted by DIGITIMES, the global smartphone shipments in 2024 were 1.18 billion pcs, increasing year-over-year by 4.9%. With the integration of generative AI features into smartphones, global shipments in 2025 are expected to reach 1.22 billion units. Over the next five years, the compound annual growth rate (CAGR) of global smartphone shipments is projected to be 3.6%.

In addition, with the rise in demands for 3D Sensing, the LD VCSEL (Vertical-Cavity Surface-Emitting Laser) technology owned by the Company can be applied in depth ranging, camera 3D modeling. Such technology application has been universal for face recognition, sweeping robots and so on. In the future, it will be widely applied in AR/VR and automobile assistance or the LiDAR component required for autopilot. Currently, we have been actively developing and certifying related products with many customers in Europe, the USA and China, which have been widely used in various industries such as electronics communication, automobile, robot, and medicine. In addition, with the development of AI, it is necessary to expand the data communication and fast connections. The application and demand for VCSL is also gradually expanding. Although there are many challenges, it is believed that VCSL will be one of the focus items for the Company's future development.

The convenience and importance of wireless communications have driven the market demand volume growth each year. Advanced Wireless Semiconductor Company is committed to stable product quality and

constantly lowered cost to provide customers with the most economical GaAs foundry services. The threshold of the technology verification is high for GaAs foundry. The market structure shows for an oligopoly. The Company's scale of operation is appropriate with flexibility in making adjustments for capacity, and large capital expenditures are not required. Thus, it can continuously achieve the goals of developing new customers and new process technologies, and create profits and huge cash inflows from operations. While all of the Company's employees keep improving themselves, the Company also improves its quality standards and market competitiveness in order to provide customers with products and services that may satisfy their needs. Meanwhile, the Company also develops its technology in line with the demand of customers and markets. It also keeps expanding its production capacity, in order to establish sufficient production capacity before the demand of customers and markets grows. The Company adheres to the "FOCUS" spirit and invests all the resources in the development and production of core technology and key customers to avoid loss of the focus. Accordingly, the Company is committed to improving the core technology and upgrading product quality, in order to provide customers with the wafers which may generate a high yield rate, deliver stable quality and meet the delivery schedule. Furthermore, the abundant practical experience of SAS Group may also help improve the Company's advantages in quality, cost and customer service ability to achieve a win-win situation with customers.

The 2024 business results and the 2025 business plan are summarized as follows:

I. 2024 Business results

(I) Business Plan Implementation Outcomes

Unit: NT\$ Thousand

Item \ Year	2024	2023	Percentage increase (decrease) (%)
Revenue	4,455,584	2,723,100	63.62%
Cost of goods sold	3,570,491	2,308,371	54.68%
Gross operating spread	885,093	414,729	113.41%
Operating Expenses	359,946	346,996	3.73%
Operating profit (loss)	525,147	67,733	675.32%
Net income before tax	597,023	93,980	535.27%
Net profit this period	520,924	82,726	529.70%
Current net income attributable to the parent	520,924	82,726	529.70%

(I) Budget Implementation

The Company did not prepare financial forecast for 2024, so it is not necessary to disclose the implementation status.

(II) Financial income and expense and profitability analysis

Item		Year	2024	2023
Financial structure	Liabilities to assets ratio (%)		18.38	14.99
	Long-term capital to property, plant and equipment (%)		170.71	160.27
Profitability analysis	Return on assets		5.69	1.00
	Return on equity (%)		6.81	1.11
	As a percentage of paid-up capital (%)	Operating profit	26.72	3.45
		Net profit before tax	30.38	4.78
	Net profit margin (%)		11.69	3.04
	After-tax earnings per share (NTD)		2.65	0.42

(III) Financial income and expenditure

The Company's operating revenue was NT\$4,455,584 thousand, operating cost NT\$3,570,491 thousand, operating expense NT\$359,946 thousand, net non-operating income and expenses NT\$71,876 thousand, net profit before tax NT\$597,023 thousand and net profit after tax NT\$520,924 thousand in 2024. The financial income and expenditure remained normal.

(IV) Research and development (R&D)

1. Research and development expenditure in 2024

Unit: NT\$ Thousand

Item/Year	2024	2023
R&D expenses	202,533	219,629
Net operating revenues	4,455,584	2,723,100
R&D expenses as a percentage of net operating revenue (%)	4.55	8.07

- Saw Filters utilizing multilayer piezoelectric-on-insulator (POI) substrates offer superior performance, including high Q factor, low insertion loss, and wide bandwidth. Plan to cooperate with the substrate suppliers to develop the process of POI substrate and low-frequency, mid-frequency and high-frequency POI SAW filter. Currently, it is low-frequency and mid-frequency. The process of normal SAW for common surface wave filter has been provided to the customers for design, and the R&D team continues to develop the process of high-frequency and POI filters.
- The Company will be collaborating with strategic partners to develop edge emitting semi-conductor laser (EEL) to support the silicon, robot and electric vehicle industries. It is expected that there will be a significant revenue contribution by 2027.
- The manufacturing process of power amplifier and the development of epitaxial wafers will focus on the needs of designing 5G NR, WiFi6E and WiFi7 products for the Company's customers. In order to further improve the RF performance, we have released the 0.35um ledge HBT process and model. The reliability and the manufacturing ability of the flywheel lots have been certified for several batches. Currently, several digital tier-1 customers are accelerating the use of this new technology to design new products. Some customers need to improve the power added efficiency (PAE) for their products, while others require PA with low power supply voltage to reduce the quantity of power management IC (PMIC). After the R&D department changed the epitaxy structure and production process to meet their individual needs, they were sent to customers for testing and received very good feedback. Many customers in the U.S. and China have completed the project quality verification.

5. AWSC cooperated with the US customers to develop the high Q value varactor diode technology, which can be used in the phase shifter of the low-rank satellite communication array antenna. The low-cost satellite communication can help to realize the communication capability of high-speed and high-frequency bandwidth. The high Q value diode can provide the possibility of good heat stability, high antenna efficiency and low cost. Currently, the performance has met or exceeded the specifications of customers, and has started mass production.
6. Continue to work with strategic partners to jointly develop high power consumption for high-frequency and/or millimeter-wave PA application pHEMT epitaxy structure and process. It is expected to be provided to more customers to begin design for Ku-band and mmW low-noise amplifier and power amplifier in the second half of next year. The customer engineering product verification for 0.15um pHEMT has been completed, and small volume production of the low-noise amplifier applied to the low earth orbit satellite communications has begun. It is expected to contribute to a larger revenue amount for 0.15um pHEMT for next year. The Company also continues the R&D of 0.1 um pHEMT process.
7. Customers and strategic partners have been researching and developing AR/VR, Li Dar and 100G high-speed CSEL processes/designs in the past year. In the AI era, high-speed data link is the key to the important. The 100G VCSEL used in the data center is expected to achieve a low-cost and high-speed data link. Our R&D Team concurrently develops bottom-emitting VCSEL of high heat dissipation and high efficiency. This is the key momentum for VCSEL's growth once again of Advanced Wireless Semiconductor Company from now on.
8. The Company will work with strategic partners to develop solar cells for satellite applications, which are expected to contribute a significant amount of revenue by 2026.

## II. Summary of the 2025 business plan:

### (I) Business policy:

As a professional foundry of 6" GaAs wafers, the Company provides HBT, ED pHEMT, ED BiHEMT, IPD, Bump for RF/wireless communication, VCSEL for optical communication and other related technologies, and developed the SAW filter technology proactively over the past three years. The Company has engaged in the low rate mass production from Q3 of 2024. In the fields of wireless and fiber-optic communication, we can provide diverse professional technologies and services, the highest level of quality, and the most economical GaAs wafer foundry service. Through relentless efforts, we continue to collaborate with customers in developing III-V compound semiconductors process which of higher efficiency and low cost. Since the trade war between China and the USA from 2019, the global radio frequency component suppliers have entered the transformation era. The rise of Fabless Design House in Asia has brought about high price-performance ratio power amplifier. Whether it is for mobile phones or WiFi, these Pure Design Houses rely highly on the foundries. They have pursued in-depth collaborations with Advanced Wireless Semiconductor Company. Leveraging advanced technology, superior quality, customer-oriented services, and competitive pricing, AWSC has established a strong market presence. As the capacity of Advanced Wireless Semiconductor Company expands, it gradually elevates our market share goals in the GaAs industry.

The Internet of Everything (IoE) remains a key direction in global market development, with smartphones serving as the gateway to this interconnected world. As mobile payment becomes increasingly widespread, smartphones have become an indispensable part of daily life, with annual global demand consistently maintained at approximately 1.1 to 1.2 billion units. According to research conducted by DIGITIMES, the global smartphone shipment compound annual growth rate (CAGR) over the next five years is projected to be 3.6%. In pursuit of faster internet connectivity, the penetration rate of 5G smartphones continues to rise each year. Market analysis reports estimate that the global 5G smartphone penetration rate surpassed 66% in 2024, with China leading the transition—over 80% of its shipments are 5G smartphones, accounting for half of the global total. In addition, the integration of artificial intelligence into the Internet of Things (AIoT) is becoming increasingly widespread, with demand expected to grow exponentially year by year. As the number of wireless frequency bands in communication systems rapidly increases, the demand for power amplifiers (PAs) is also rising. A 4G LTE smartphone typically requires 2 to 3 PA units, whereas a 5G smartphone requires 1 to 2 more on average than a 4G model. In Wi-Fi products, the number of gallium arsenide (GaAs) components increases along with higher bandwidth and faster speeds. While Wi-Fi 5 typically uses only 1 to 2 GaAs components, Wi-Fi 6 requires 3 to 4, and Wi-Fi 7 is expected to use as many as 8 to 10. Commercial mass production of Wi-Fi 7 began in the second quarter of 2024. Our company manufactures GaAs chips for use in power amplifiers, consistently playing a vital role in ensuring high-quality wireless transmission.

In light of the fact that international leading companies are able to provide high-performance 4G/5G

modules such as L-PAMiF, PAMiF, LNA, Filter, and L-DiFEM that are equipped with high-performance components such as PA, Switch, LNA, Filter, and so on, in order to pursue the performance and upgrade competitiveness, in recent years, the Company has also focused on the development of integrated modules, of which the design and production of filters is a very important point. Currently, customers in China can only purchase standard filters in the market, which leads to the inability to fully exploit their performance when combining with their high-frequency front-end. Therefore, the Company has also actively sought cooperation with foundries by designing/OEM production models. Based on this, the Company has also actively developed the technology of SAW Filter (filter). After three years of cooperation with customers, the Company has finally started mass production in the third quarter of 2024, bringing new service opportunities for customers.

In order to meet the market demand, AWSC has successively purchased bottleneck machines and automated equipment to achieve the dual goals of expanding production capacity and reducing production cost, improving production yield to reach the global leading manufacturer's level, and providing customers with stable and fast delivery, excellent quality and comprehensive services. The Company has actively developed new product process technology to meet customer needs, appropriately dispersed customer layout and product diversification development, in order to strengthen the competitiveness of the gallium wafer OEM industry. With advanced technology, excellent quality, customer service and competitive prices, the Company has continued to achieve better performance in the gallium wafer OEM industry with the best overall performance.

(II) Expected sales volume, and basis thereof:

The estimation is determined based on the sales forecasting provided by the Company's customers, the industry environment and state of the market supply and demand, and the company's own capacity and business development directions.

(III) Important production and marketing policies:

1. Enhance product quality and shorten delivery time.
2. Enhance customer satisfaction.
3. Develop new process technologies to meet customer and market demands.
4. Continue to lower production cost.

III. Development Strategies of the Company in the Future:

- (I) Continue to enhance production yield and a consistent high quality control.
- (II) Develop new products to enter the diversified market.
- (III) Diversify developments of GaAs wafer production technologies for the purpose of servicing more different types of customer groups.
- (IV) Control key self-owned technologies and apply for patents.

IV. Impact of the competitive environment, regulatory environment and the overall business environment:

The Company belongs to an oligopoly industry with a high entry barrier and there are smaller chances of it being affected by any changes to the policies and laws in Taiwan and overseas. In addition, the Company is active in making patent applications and it has reached a level where it owns key self-developed technologies and patents, boosting the Company's competitiveness. Despite the ongoing tense situation for international trade, the Company will enhance its basic structure more and develop different application fields in full preparation to deal with many types of challenges with better execution power. I would like to extend my sincere gratitude to our shareholders for your long-standing support.

Wishing you and your family  
good health and safety

Chairman: You-Min Chi

Manager: Kuo-Chun Huang

Accounting Supervisor: Yi-Chen Chung

## **Advanced Wireless Semiconductor Company**

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

The Company has completed the preparation of its annual business report, financial statements, and earnings distribution report for 2024. The financial statements have been audited and verified by Yung-Hua Huang, CPA and An-Chih Cheng, CPA of KPMG Taiwan, who have issued the audit report with unqualified opinions.

The above statements have been reviewed and determined to be correct and accurate by the Audit Committee. This Report is duly submitted in accordance with Article 219 of the Company Act and Article 14-4 of the Securities and Exchange Act.

To:

The Company's 2025 Annual General Meeting

Advanced Wireless Semiconductor Company  
Audit Committee Convener: Chung-Hsien Liu

February 20, 2025



# Remuneration of Directors and President Paid in 2024

## Attachment 3

### I. Remuneration to non-independent directors and independent directors for 2024;

Unit: NT\$ thousand

Title	Name	Directors' Remuneration								Ratio of total compensation (A+B+C+D) to net income		Relevant Remuneration Received by Directors Who are Also Employees								Sum of A, B, C, D, E, F, and G and as a % of the net income after tax		Compensation paid to directors from an invested company other than the company's subsidiary or from the parent company	
		Base remuneration (A)		Severance Pay (B)		Remuneration to directors (C)		Business execution expenses (D)				Remuneration, bonus, and allowance (E)		Severance Pay (F)		Employee remuneration (G)							
		The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company		Companies in the consolidated financial statements		The Company	Companies in the consolidated financial statements		
General Director	You-Min Chi	0	0	0	0	1,125	1,125	25	25	1150 0.22%	1150 0.22%	5,676	5,676	0	0	609	0	609	0	7,435 1.43%	7,435 1.43%	0	
	Sino-American Silicon Products Inc. Representative: Doris Hsu / Hsiu-lan Hsu	10	10	0	0	750	750	25	25	785 0.15%	785 0.15%	0	0	0	0	0	0	0	0	785 0.15%	785 0.15%	14,835	
	Kuo-Chun Huang	10	10	0	0	1,125	1,125	25	25	1160 0.22%	1160 0.22%	4,638	4,638	0	0	605	0	605	0	6,403 1.23%	6,403 1.23%	0	
	Sino-American Silicon Products Inc. Representative: Tang-Liang Yao	0	0	0	0	750	750	25	25	775 0.15%	775 0.15%	0	0	0	0	0	0	0	0	775 0.15%	775 0.15%	23,728	
	Sino-American Silicon Products Inc. Representative: Cheng-Chien Chen	0	0	0	0	750	750	20	20	770 0.15%	770 0.15%	0	0	0	0	0	0	0	0	770 0.15%	770 0.15%	15,084	
	Wen-Huei Tsai	0	0	0	0	750	750	25	25	775 0.15%	775 0.15%	0	0	0	0	0	0	0	0	775 0.15%	775 0.15%	2,845	
Independent Director	Chung-Hsien Liu	490	490	0	0	0	0	25	25	515 0.10%	515 0.10%	0	0	0	0	0	0	0	0	515 0.10%	515 0.10%	0	
	Kune-Muh Tsai	490	490	0	0	0	0	25	25	515 0.10%	515 0.10%	0	0	0	0	0	0	0	0	515 0.10%	515 0.10%	0	
	Chi-Hsiung Cheng	490	490	0	0	0	0	25	25	515 0.10%	515 0.10%	0	0	0	0	0	0	0	0	515 0.10%	515 0.10%	0	
	Chien-Yung Ma	360	360	0	0	0	0	20	20	380 0.07%	380 0.07%	0	0	0	0	0	0	0	0	380 0.07%	380 0.07%	1,250	

1. Please specify the remuneration policies, standards, and packages, the procedure for determining remuneration for independent directors, and its linkage to operating performance and future risk exposure:

In addition to the monthly fixed remuneration for independent directors and the transportation allowance for attending the Board of Directors meeting, the Company may, depending on the degree of participation and contribution of independent directors to the Company's operations, and in reference to the results of the director's performance evaluation, resolve the remuneration payable to the independent directors in the director remuneration allocated subject to the annual earnings separately. Said remuneration to the independent directors shall be reviewed and approved by the Remuneration Committee and then reported to the Board of Directors for resolution.

2. Except as disclosed in the preceding table, the remuneration received by the directors of the Company in recent years for the services provided to all companies in the financial statements (e.g. as non-employee consultant in parent/ all companies in the financial statements/ investees): None.

- II. Amount of remuneration paid in the last two years by the Company and all companies included in the financial statements to the Company's directors, supervisors, president and vice-presidents and the respective proportion of such remuneration to the net income after tax referred to in the entity or individual financial statements, as well as the policies, standards and packages by which it was paid, the procedures through which the remuneration was determined and its association with business performance and future risks:

1. Percentage of total remuneration to the net income in the standalone or individual financial statements:

Title/Items	The ratio of the compensation sum to net income after tax (Note 1)			
	2023		2024	
	The Company	All companies in the financial statements	The Company	All companies in the financial statements
Director	3.29%	3.29%	1.41%	1.41%
Chief Operating Officer (COO) and President	13.21%	13.21%	2.21%	2.21%

Note 1: Please see Page 15 for director and independent director remuneration, including the sum of A, B, C, D, E, F and G and its percentage in net income.

2. The policies, standards, and portfolios for the payment of remuneration, the procedures for determining remuneration and the correlation with future risks:

(1) Directors

A. Remuneration policy, standards, and combination

The Company's remuneration to directors is divided into the following three categories:

- Remuneration: Consideration for the services provided by the director, including the fixed remuneration for functional committees and the remuneration for the non-independent director.
- Remuneration: Directors' remuneration provided by the Company in accordance with the Company's Articles of Incorporation.
- Professional practice expenses: It refers to the transportation allowance. No transportation allowance will be paid for attendance at different meetings held at the same place on the same day repeatedly.

There are three types of remuneration for the Company's managerial officers including salaries, bonuses, and employee remuneration.

The remuneration is determined based on the operation performance amount of the annual budget approved by the board of directors each year, taking into account one's position and responsibilities, the importance of the duties, one's work contribution to the company, and by referencing industry standard.

B. Procedures for determining remuneration

According to Article 29 of the Articles of Incorporation of the Company, if the Company retains profit at the end of year, it shall contribute 5%~10% thereof as the remuneration to employees. The remuneration may be paid in the form of stock or in cash subject to resolution made by the Board of Directors. The employees include those of subsidiaries of the Company who meet certain specific requirements. Meanwhile, the Company may contribute no more than 2% of said profit as the remuneration to directors subject to the resolution by the Board of Directors. The distribution proposal of remuneration of employees and directors should be submitted and reported to the shareholders' meeting.

However, when the Company still has a cumulative deficit, it shall reserve an amount to compensate the deficit in advance and then allocate the employee remuneration and directors' remuneration at the percentage specified in the preceding paragraph.

The remuneration to directors is determined in accordance with the "Policy of Payment of Remuneration to Directors and Functional Committee members" of the Company, and reasonable compensation is offered in consideration of the level of participation and contribution to the operation of the Company. The remuneration for the Company's President and Vice Presidents is determined by the Remuneration Committee based on the person's authority and the operational performance of the budget approved by the board each year.

The Company established the Remuneration Committee in December 2011. The Committee is

engaged in the evaluation and review on the performance of directors and managerial officers, as well as the policies, standards, and packages by which the remuneration is paid on a regular basis. A report is then sent to the Board of Directors for discussion and resolution.

(2) President, senior managers

A. Remuneration policy, standards, and combination

There are three types of remuneration for the Company's managerial officers including salaries, bonuses, and employee remuneration.

The remuneration is determined based on the position held, responsibilities to be assumed, performance, importance of the position, contribution to the Company's work, performance of the supervisor, basic salary, ESG performance, and other factors. The remuneration is determined with reference to the industry standard.

B. The remuneration to the President and senior managers and the link to the ESG-related sustainable performance evaluation

In order to encourage the President, senior managers and all employees to value long-term comprehensive performance and achieve sustainable operation, ESG-related performance evaluation is one of the factors to be taken into consideration in the remuneration. ESG-related performance includes: a. Environmental (40%): sustainable development performance, low-carbon transformation (such as: installation of tail gas reduction equipment, adjustment of machine output efficiency and other energy-saving equipment), attention to TCFD climate change issues, climate-related risks and opportunities, setting carbon reduction goals and implementation, etc. b. Society (30%): Employment of local manpower and contribution to local community development c. Corporate governance (30%): revenue performance, compliance, risk management, ethical management, information security, intellectual property management, etc.

C. Procedures for determining remuneration

The remuneration to the President and senior managers of the Company is regularly evaluated and reviewed by the Remuneration Committee, and the performance evaluation of managers and the policies, systems, standards and structures of remuneration are regularly evaluated and reviewed by the Remuneration Committee, and are submitted to the Board of Directors for discussion and resolution.

(3) The correlation between business performance and future risks

The performance evaluation and salaries and wages for the Company's directors and managerial officers are determined in reference to the industry standards and with considerations given to the operation outcomes, overall operating performance of the company, future operating risk and development trends of the industry, level of participation (including the position and responsibility assumed by them and measurement of the operations and earnings) and contribution to the Company's performance (including financial indexes such as operation and profit achievement rates, product yield, product goals achievement rate and non-financial indexes such as legal and internal control compliance or special achievements, continuous education status, ESG related performance evaluation) for giving a reasonable remuneration. Comprehensive considerations are then made to the remuneration amount, payment method, future company risks and so on and the correlation between the responsibilities that an employee bears for the company's operations and the overall performance of the company's sustainable operations. The Company's remuneration payment is evaluated and adjusted by giving considerations to future changes in the environment and operation performance and keeping future operation risk possibilities to the minimum. Timely review of the remuneration payment is made depending on the actual operation state and related laws. Mandatory penalty is given to directors and employees who are engaged in illegal conducts that result in damages to the company according to the laws or regulations.

# Advanced Wireless Semiconductor Company

## Procedures for Ethical Management and Code of Conduct (after amendment)

- 1.0 Purpose:  
The Company engages in business activities based on the principles of fairness, honesty, credibility, and transparency. In order to implement the ethical corporate management policy and actively prevent dishonest behavior, the Company has established these procedures and guidelines for conduct in accordance with the “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” and applicable laws and regulations in the places where the Company and its group enterprises and organizations are operating, to specifically regulate the matters that the Company’s personnel should pay attention to when performing their business.
- 2.0 Scope:  
These Procedures and Guidelines are applicable to the Company’s subsidiaries, and any organizations or groups in which the Company holds, directly or indirectly, more than 50% of the funds, or has substantial control over the organization.
- 3.0 Responsibilities:  
All units: proceed as per the procedure  
Chairman: Approval of related operations  
The Board of Directors: Resolved to implement the new system
- 4.0 Definition:
  - 4.1 “Personnel of the Company” as used in this Procedure and Code of Conduct are the Directors, managers, employees and persons with substantial control power of the Company, its Group enterprises and organizations.
  - 4.2 The personnel of the Company shall be deemed to have offered, promised, requested or received money, gifts, commissions, positions, services, favors, kickbacks, facilitation fees, entertainment, gratuities and other benefits in any form or name through a third party.
- 5.0 Related documents (Reference):
  - 5.1 RBA: Responsible Business Alliance (RBA)
  - 5.2 Apple Supplier Code of Conduct
  - 5.3 AA-P-003 Corporate Social Responsibility Best Practice Principles
  - 5.4 AA-S-002 Specifications for Effective Management
  - 5.5 AA-S-006 Management Specifications for Rewards and Disciplinary Measures
  - 5.6 AA-P-011 Procedure for the Prevention of Unlawful Infringement During the Execution of Duties
  - 5.7 AA-S-007 Supplier Assessment Specifications Vendors Assessment Process
  - 5.8 FS-S-004 Customer Service Operating Specifications
  - 5.9 AA-S-005 Management Measures for Recruitment and Appointment
- 6.0 Program (Content):  
This procedure is established in accordance with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, Foreign Corrupt Practices Act, Anti-Corruption Act, Criminal Code, relevant regulations for listed companies, and other applicable laws governing business conduct.  
The Company shall uphold the business philosophy of honesty, transparency and responsibility, establish policies based on integrity, and establish a good corporate governance and risk control mechanism to create an operating environment for sustainable development.  
All business interactions should comply with the highest ethical standards. No and all forms of bribery, corruption, seeking, blackmail, and misappropriation of funds are prohibited to the participants. The Company also implements monitoring and strengthens programs to ensure compliance with the requirements of ethical management (including commitments, offers, gifts, or acceptance of bribes). All corporate transactions shall be completed in a transparent state, and shall be correctly reflected in the eyes and records of the participants. The Company also monitors and implements the procedures to ensure compliance with the anti-corruption laws.  
Employees who refuse to participate in bribery, corruption, blackmail, corruption or other unfavorable consequences, or have declared that they are not subject to any downward, disciplinary or other unfavorable consequences, even if such act may result in the loss of business for the Company.
  - 6.1 Definitions of unethical behavior and recipients  
Unethical conduct as referred to in this Procedure and Code of Conduct are the act of the personnel of the Company in the course of conducting business, in order to obtain or maintain interest, directly or indirectly offering, accepting, promising or demanding for any improper benefit, or engaging in any other act in breach of ethics, seeking, unlawful act or breach of fiduciary duty.  
The counterparties of the aforementioned acts include civil servants, political candidates, political parties or members of political parties, state-run or private-owned enterprises or institutions, and their directors, supervisors, managers, employees, persons with substantial control or other stakeholders.
  - 6.2 Types of benefits  
The benefits referred to in this Procedure and Code of Conduct are money, gifts, commissions, job positions, services, favors, kickbacks, facilitation fee, reception, entertainment, remuneration and other valuable items in any form or

name. However, this does not apply to social custom, and is not likely to affect specific rights or obligations.

### 6.3 Organization and Responsibilities

The Board of Directors of the Company shall exercise the duty of care of a prudent manager to urge the Company to prevent dishonesty and fraud, and shall review the results of the preventive measures and make continual improvements to ensure the implementation of the ethical corporate management policy. For the sound management of ethical corporate management, the Company has designated the Administration Department as the dedicated unit (hereinafter referred to as the “Dedicated Unit of the Company”) to handle the amendment, implementation, interpretation, consultation services and filing of reports and filing of reports, and to supervise the implementation and report to the Board of Directors on a regular basis.

### 6.4 Compliance with relevant laws and regulations

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donation Act, Anti-Corruption Act, Government Procurement Act, Act Governing Recusal of Public Servants Due to Conflicts of Interest, the Foreign Corrupt Practices Act, Anti-Corruption Act, Criminal Code, TWSE/TPEX-listed company regulations or other commercial activities-related laws and regulations, as the prerequisite for the implementation of ethical corporate management.

### 6.5 Measures to prevent unreasonable gifts, hospitality, or other improper benefits

When company personnel directly or indirectly provide, receive, promise, or request money, gifts, services, preferential treatment, hospitality, entertainment, or other benefits, they must comply with the “Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies” and this operational procedure and code of conduct, unless the following circumstances apply. The relevant procedures must be followed before such actions are taken:

- I. In compliance with the laws of the place of operation
- II. For business needs, when domestic (or foreign) visits, reception of guests, promotion of business and communication and coordination are conducted, they are done in accordance with local courtesy, custom or custom.
- III. Normal social activities held for normal social purposes, business purposes, or to promote relationship participation or invite others to hold such events.
- IV. Invitation of customers or being invited to business events due to business needs, and clearly defined the share of payment for the expenses incurred, the number of participants, the class of the lodging hotel, and the duration of the events.
- V. Participating in folk festivals held in public and inviting the general public to participate.
- VI. Rewards, assistance, condolences or relief for managers
- VII. The market price of money, property or other benefits received for gifts or gifts from relatives or friends other than relatives or friends who come in frequently shall not exceed NT\$800. The amount of benefits received from the same object is limited to NT\$2,000 per year.
- VIII. For gifts received for occasions such as engagement, marriage, childbirth, relocation, assumption of office, promotion, retirement, resignation, injury or death of the person or spouse or direct kin, the market value shall not exceed NT\$1,500. If the value exceeds this range, a prior approval by the head of the designated unit shall be obtained. However, if the receipt is due to reasons beyond our control, a report shall be filed with the head of the designated unit for ratification. The Company shall conduct such matters in accordance with the Company’s various operating guidelines.
- IX. Other matters in compliance with the Company’s regulations

### 6.6 Measures to prevent unreasonable gifts, hospitality, or other improper benefits

In the event that the Company’s personnel are directly or indirectly offered or promised money, gifts, services, favors, entertainment, reception, remuneration and other benefits by a third party, the following procedures shall be followed:

- I. If there is no conflict of interest between the person providing or promising the benefit and the person without any conflict of interest, report to the immediate supervisor within three days from the date of receipt, and notify the Company’s designated unit if necessary.
- II. If the person providing or promising the benefit is a person with conflict of interest with his/her position, the person shall return or refuse the benefit and report to his/her immediate supervisor and notify the Company’s designated body; if the person cannot return the benefit, the designated body of the Company shall handle the matter within 3 days from the date of receipt.

The term “conflicts of interest” as used in the preceding paragraph means any of the following:

- I. Business transactions, command and supervision, or subsidies (awards)
- II. Contracting, trading or other contract relationship is pending or in progress or has been established
- III. Other decisions, execution or non-execution of the Company’s business that will result in favorable or unfavorable effects

Depending on the nature and value of the property in the first paragraph, the designated unit of the Company shall propose to return, pay, return to the public, donate to charity organizations or other appropriate suggestions, and shall execute them after being approved.

### 6.7 Measures to prevent offering or promise of facilitation fee

The Company shall not offer or promise to offer facilitation fee.

If the personnel of the Company offer or promise to offer facilitation fee due to threat or intimidation, keep track of the process and report to the immediate supervisor, and notify the Designated Body of the Company. The designated body of the Company shall handle the aforementioned notice and review the relevant facts to reduce the risk of recurrence. If any illegal conduct is discovered, report to the judicial authorities immediately.

#### 6.8 Measures to prevent illegal political contributions

The Company shall comply with the following rules when making political contributions, and shall submit a report to the Chairman for approval and notify the Designated Body of the Company before proceeding:

- I. The political contributions shall comply with the laws and regulations of the countries where political contributions are received, including the maximum amount and form of political contributions.
- II. Decision making shall be recorded in writing.
- III. Political contributions shall be recorded in accordance with the relevant laws and accounting procedures.
- IV. When making political contributions, business dealings, applications for permits, or carrying out other matters involving the interests of the Company with related government agencies shall be avoided.

#### 6.9 Measures to prevent improper charitable contributions or sponsorship

The Company shall comply with the following rules when making charity donations or sponsorship, and shall submit a report to the Chairman for approval and notify the Designated Body of the Company before proceeding:

- I. In compliance with the laws of the place of operation
- II. Decision making shall be recorded in writing.
- III. The recipients of charity donations shall be charity organizations, and shall not make the donation in disguise of bribery.
- IV. Feedback that can be obtained from sponsorship is clear and reasonable, and shall not be an object of the Company's business dealings or a person with personal interest in the Company's personnel.
- V. After making charity donation or sponsorship, confirm the purpose of the money flow and the purpose of donation.

#### 6.10 Policy to prevent conflicts of interest

Directors of the Company shall maintain a high level of self-discipline. If they have a conflict of interest with themselves or the legal person they represent in a proposal listed by the Board of Directors, which may cause harm to the interests of the Company, they shall state their opinions and answer questions, but shall not participate in the discussion and voting, and shall recuse themselves from the discussion and voting, and shall not act as proxy for other directors to exercise their voting rights. Directors should also practice self-discipline and refrain from inappropriately supporting each other.

If the personnel of the Company discover that there is a conflict of interest with themselves or the juristic person they represent when performing the Company's business, or may enable themselves, spouse, parents, children or their interested parties to receive improper benefits, they shall report the relevant situation to their immediate supervisor and the Company's designated unit, and the supervisor shall provide appropriate guidance.

Personnel of the Company shall not use the Company's resources for any other business activities, and shall not participate in any other business activities other than the Company's business activities, and shall not be affected thereby.

#### 6.11 Confidentiality of trade secrets and confidential information in business activities

The company designates the Administrative Management Department as the dedicated unit responsible for handling business secrets. This department is tasked with formulating and implementing the company's procedures for managing, safeguarding, and maintaining the confidentiality of business secrets. It shall also conduct regular reviews of the implementation results to ensure the continuous effectiveness of these procedures. The personnel of the Company shall duly observe applicable rules and regulations governing the Company's trade secrets and shall not disclose to any third party any of the Company's trade secrets they have learned, nor shall they inquire or collect any of the Company's trade secrets that are not related to their assigned duties.

#### 6.12 No unfair competition

The Company shall comply with the Fair Trade Act and related laws and regulations in the conduct of its business activities, and shall not manipulate bidding, limit production quantity and quota, or allocate customers, suppliers, business regions, or business types to share or divide the market.

#### 6.13 No Insider Trading

The personnel of the Company shall comply with the provisions of the Securities and Exchange Act and shall not use undisclosed information that they know to engage in insider trading, nor shall they disclose such information to others to prevent others from using such information to engage in insider trading.

#### 6.14 Establish an effective accounting system and internal control system

The Company has established an effective accounting system and internal control system for business activities with a higher risk of unethical conduct, and shall not have external accounts or keep confidential accounts, and shall review such system from time to time to ensure the effectiveness of the design and execution of the system. The Company's accounting files are prepared by having the original certificate attached to the accounting certificate and then compiled into a book based on the accounting certificate number and sequence, and are numbered annually and kept in a collection, and are kept in accordance with the annual period stipulated in the Business Entity Accounting Act.

The Company regularly inspects the assets listed in the Company's regular inventory and issues financial reports in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, in order to fairly express the Company's financial position, and there is no false or hidden matter.

The Company's internal auditors have established an internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and regularly review the compliance with the aforementioned system, and prepare an audit report and submit it to the Board of Directors.

#### 6.15 - Other institutions or personnel participating in the Company's important cooperation plans or important contracts - confidentiality regulations

Other institutions or personnel who participated in the merger, spinoff, acquisition and acceptance of assigned shares, important memorandum, strategic alliances, other business cooperation plans or important contracts with the Company shall sign an agreement on confidentiality with the Company, promise not to disclose to others any business secrets of the Company or other important information they know, and shall not use such information without the consent of the Company.

#### 6.16 Disclosure of Integrity Management Policies

The Company shall disclose its ethical corporate management policy in its internal regulations, annual reports, corporate websites or other promotional materials, and shall declare it at product conferences, institutional investor conferences and other external events, so that suppliers, customers or other business-related institutions and personnel can clearly understand the Company's ethical corporate management philosophy and regulations.

6.17 Before the Company establishes business relationships with others, it shall first assess the legality of agents, suppliers, customers, or other business counterparties, their ethical management policies, and whether there is any record of unethical conduct, to ensure that they operate in a fair and transparent manner and that they do not request, offer, or accept bribes.

When the Company conducts the preceding evaluation, it may adopt appropriate audit procedures to review its business counterparties in the following matters in order to understand its status of ethical management:

- I. The nationality of operation, business location, organizational structure, business policies, and payment locations of the enterprise.
- II. Whether the enterprise has established ethical corporate management policy and its implementation status?
- III. Whether the place of operation of the enterprise is in a country with high risk of corruption.
- IV. Whether the business operated by the enterprise is in an industry with high risk of bribery.
- V. The long-term business performance and reputation of the enterprise.
- VI. Whether the enterprise has a record of dishonest acts such as bribery or illegal political contributions.

#### 6.18 No Offer or Acceptance of Bribe and Corruptions

##### I. Prohibition of offering and accepting bribes and blackmail:

It is prohibited for directors, employees, agents and shareholders (whether of any nationality or residing in any country) to offer or accept, directly or indirectly, bribes and bribes in any form, including through other intermediary institutions:

- (I) Bribery refers to offering, promise or acceptance of any improper money, valuable object or other benefits from the following parties in order to obtain or maintain business or other improper benefits, such as matters related to administrative approval, taxation, customs, judicial proceedings, or legal proceedings:
  1. Public officials of the central government, local governments, or international levels.
  2. Political parties, political parties, political parties or candidates.
  3. Directors, employees, or agents of private enterprises
- (II) Blackmail or bribe refers to the request for payment of bribe. Whether the request is rejected, threat is added.
- (III) Enterprises shall not have any of the following behaviors:
  1. The Company will pay money to the government or other employees with contract relationship in a back-up manner for any money expenses in the contracts.
  2. Use intermediary institutions such as agents, subcontractors, consultants, or other third parties to deliver property to government officials, other employees with contract relationships, relatives, friends, or business partners.

##### II. Agent and other intermediary

The enterprise shall make the anti-corruption policy well-known to the agents and other intermediary institutions, and clearly specify that all the activities in the name of the enterprise shall comply with the anti-corruption policy. Particularly, enterprises shall take measures to ensure that the following are achieved within the scope of their power:

- (I) Any payments made to agents shall not exceed the appropriate remuneration for the legitimate services provided by the agent.
- (II) No bribe or other benefits are offered or accepted through agents in violation of the ethical and moral principles.
- (III) The proxy clearly agreed not to offer bribes. In addition to the routine administrative or document work and the agreement with the agent, the contract also stipulates that if bribery is paid, the agency agreement will be terminated.

#### 6.19 Measures to prevent bribery and acceptance of bribes

The personnel of the Company shall explain the ethical corporate management policy and related regulations to the counterparties in the course of engaging in business activities, and explicitly reject direct or indirect offering, promise, request or acceptance of improper benefits in any form or name, including kickback, commission, facilitation fee or improper benefits provided or accepted through other means. However, this does not apply to the business in compliance with the laws of the place of operation.

#### 6.20 The regulations and handling procedures for suppliers, customers, and counterparties of trade involved in unethical conduct

Personnel of the Company shall avoid engaging in business transactions with agents, suppliers, customers, or other counterparties of trade with unethical management. If any business dealings or cooperation with such counterparties is found to be unethical, the Company shall cease business dealings with them and list them as objects to refuse dealings with in order to implement the Company's ethical management policies.

6.21 When the Company enters into a contract with another party, it shall include the compliance with ethical management in the terms of the contract. When the Company enters into a contract with another party, it shall fully understand the other party's ethical management status and include compliance with ethical management in the terms of the contract. The following matters shall be explicitly stated in the contract:

- I. If either party acknowledges someone has violated the terms of the commission, rebates or other benefits, it shall immediately notify the violator of the identity, the manner and amount of the offer, promise, request or acceptance of benefits, provide evidence and cooperate with the other party's investigation. If the Contractor suffers damage as a result, the Contractor may claim damages from the other party in accordance with the contract and deduct the amount from the proceeds payable.
- II. In the event that either party is found to have engaged in unethical conduct in its business activities, the other party may terminate or rescind the contract unconditionally at any time.
- III. The payment terms are clearly and reasonably defined, including the place and method of payment, and the requirement for compliance with applicable tax laws and regulations.

#### 6.22 List and Disciplinary Measures

The Company encourages employees to report unethical or improper behaviors. Employees who report minor incidents will be awarded a cash reward. If there is false accusation or malicious accusation, the employee shall be subject to disciplinary action. If the case is material, the employee shall be dismissed.

The Company has established and announced an internal and independent whistle-blowing mailbox or hotline on its website and the internal website for the use of internal and external personnel.

The whistleblower may be anonymous or provide the following information:

- I. The name, address, telephone number, and e-mail address of the whistleblower, and the relevant information of the whistleblower can be accessed.
- II. The name of the informants or other information sufficient to identify the identity of the informants.
- III. Concrete facts that can be verified.

The Company shall keep the identity of the informants and the content of the report in strict confidence, and shall promise to protect the informants from any mistreatment due to the report.

The designated body of the Company shall handle matters in accordance with the following procedures:

- I. If the reported incident involves regular employees, report to the department head. If the incident involves a director or senior executive, report to an independent director.
- II. If the responsible unit of the Company and the supervisor or personnel receiving the report of the aforementioned incident are the same, the responsible unit and the supervisor or personnel receiving the report shall immediately investigate the relevant facts, and if necessary, the legal compliance or other relevant departments shall provide assistance.
- III. If the person being reported is proven to have violated applicable laws and regulations or the Company's ethical corporate management policy and regulations, the Company shall immediately request the person being reported to cease the relevant business activities and shall take appropriate actions. If necessary, the Company shall claim damages through legal proceedings in order to protect the Company's reputation and rights and interests.
- IV. The acceptance of reports, investigation procedures and investigation results shall be retained for five years and may be retained electronically. Before the retention period expires, if a lawsuit occurs on the content of the report, the relevant information shall be kept until the end of the lawsuit.
- V. If the content of the report has been verified, the relevant units of the Company shall review the relevant internal control system and operating procedures, and propose improvement measures to prevent the recurrence of the same incident.
- VI. The Designated Body of the Company shall report to the Board of Directors on unethical practices, the manner in which they are handled, and subsequent review and improvement measures.

#### 6.23 Procedures for handling unethical behavior of others

In the event that any person engages in unethical conduct against the Company, the Company shall notify judicial and prosecutorial authorities of the relevant facts if the act is illegal, and notify the government authorities in charge of public administration or public service if the act involves a public agency or public officials.



#### 6.24 Assessment and the disciplinary measures for offenders

The Company shall incorporate ethical management into the performance evaluation of employees and human resource policies, and establish a clear and effective reward and complaint system.

If any personnel of the Company violates the ethical conduct severely, the Company shall dismiss or discharge such personnel in accordance with applicable laws and regulations or the Company's personnel regulations.

#### 6.25 Education and promotion

The Company shall organize educational training for directors, managers, employees and substantial controllers on a regular basis, and invite business partners to fully understand the Company's determination to ethical corporate management, the Company's policies, and the consequences of unethical conducts.

#### 6.26 Review and revision of these Procedures and Guidelines

The Company shall pay attention to the development of domestic and foreign regulations related to ethical management at all times, and encourage directors, managers and employees to propose suggestions for review and improve these procedures to enhance the effectiveness of the Company's ethical management.

#### 6.27 Internal and external channels for complaints

AWSC Internal Anonymous Complaint Mailbox: Employee Suggestion Box located next to the elevator on the third-floor staff cafeteria.

AWSC External Anonymous Complaint Website: <https://www.awsc.com.tw/suggestion.aspx?Lang=Chinese>

Complaint Hotline: 06-5050999 #201 Mr. Wang #220 Ms. Yeh

#### 6.28 Implementation

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the Board of Directors, and shall be submitted to the Audit Committee and reported to the Shareholders Meeting.

### 7.0 User Form (Attachment):

#### 7.1 AA-267 Employee Benefits Recusal and Confirmation Letter

# Advanced Wireless Semiconductor Company

## Employee Interest Recusal Policy and Confirmation Letter

Advanced Wireless Semiconductor Company (the Company) has always taken the highest standards for the adoption of ethical corporate management best practice principles, and expects all employees to adopt a consistent ethical standard in the conduct of business. Accordingly, the Company has specified in this document the guidelines and management measures for the avoidance of conflicts of interest, and the employees are required to confirm whether there is any conflict of interest.

### Conflicts of interest:

When employees' work decisions or actions may be affected by personal interests, there is a conflict of interest. When the "related party" (defined as below) of an employee may benefit from the business process and cause negative impact on the Company, the employee and the business undertaken by the employee also have a conflict of interest. If employees do not take appropriate measures to avoid conflicts of interest, they may face relevant legal liabilities (such as breach of trust, breach of breach, and breach of confidentiality).

### **The Company prohibits any employee from making decisions or actions that affect their work due to personal interests.**

Therefore, employees shall conduct business in accordance with the "AA-P-004 Procedures for Ethical Management and Code of Conduct" and shall be subject to the "Labor Contract and Employee Confidentiality Agreement (NDA)" signed during the work period. Employees shall conduct business with the Company's interest in mind and shall not seek personal interest.

### Related parties

Refers to any personnel or enterprise related to employees

- I. First degree kinship or closer to any of the above, or a spouse, a relative within the second degree of kinship, or closer to any of the above.
- II. Any enterprise in which the abovesaid parties directly or indirectly hold substantial financial interest.
- III. The enterprise in which the person is a Chairman, Director, Independent Director, or senior manager.

### Conflicts of interest including **but not limited to**:

1. Arrangement of transactions with related parties to seek profits in the middle.
2. Use the relationship with relatives or friends to recruit them.
3. The Company's assets held in custody are misappropriated for personal use.
4. Participation in competitive business activities, either as an employee or as an owner, in which the Company participates in the business activities.
5. Acceptance of bribes (gifts, rebates, entertainment) that affect business decisions or actions (such as purchasing from suppliers with less favorable terms).
6. Discloses confidential information to competitors or other third parties not authorized by the Company

**If the Company's personnel have conflicts of interest in the execution of business, or can enable the "related party" to receive improper benefits, they shall actively avoid the conflict of interest, and shall report the reason for the conflict of interest to their immediate supervisor and the Company's compliance unit [wilson.wang@awsc.com.tw](mailto:wilson.wang@awsc.com.tw)**

## Employee confirmation letter

<input type="checkbox"/> The following business conflicts of interest have been reported in accordance with the Company's regulations:	
Name of business case: _____	Reason for conflict of interest: _____ (e.g. family relationship with the vendor)
Name of business case: _____	Reason for conflict of interest: _____ (e.g. family relationship with the vendor)
Name of business case: _____	Reason for conflict of interest: _____ (e.g. family relationship with the vendor)
<b>Note: For the protection of the concerned party's privacy, please provide a brief description. If the disclosure of the individual's personal data is required, please obtain the individual's signed "Personal Data Collection, Processing, and Utilization Consent Form" and submit it.</b>	
<input type="checkbox"/> The Company has no conflict of interest in the business it is engaged in. In case of conflict of interest, the Company will avoid involvement and report to the Company's board of directors.	

Employee signature:

No. of work:

Date:

## **Independent Auditors' Report**

To the Board of Directors of Advanced Wireless Semiconductor Company:

### **Opinion**

We have audited the financial statements of Advanced Wireless Semiconductor Company (“the Company”), which comprise the balance sheet as of December 31, 2024, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant 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 its financial performance and its cash flows for the year 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”) and 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 audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. 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. Based on our judgment, the key audit matters that should be disclosed in this audit report are as follows:

#### **Revenue recognition**

Refer to note 4(12) for accounting policy and note 6(15) “Revenue from contracts with customers” of the financial statements for further information.

#### **Description of key audit matter:**

The revenue of the Company mainly comes from product sales to customers. Due to the large sales volume and the numerous transaction terms with customers, we consider revenue recognition as a key audit matter.

How the matter was addressed in our audit:

1. Understanding and testing the relevant internal controls over sales revenue, and performing tests for operating effectiveness.
2. Conducting sample tests on sales transactions for the current year, and verifying against customer orders and shipping documents.
3. Selecting transactions around the balance sheet date as samples, and reviewing the sales terms and shipping documents to assess whether close-to-year-end sales transactions are recognized in the appropriate period.

### **Other Matter**

The financial statements of Advanced Wireless Semiconductor Company for the year 2023 were audited by another Auditor, who issued an unqualified audit report on February 20, 2024.

### **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 with the IFRSs, IASs, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with 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 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 Yung-Hua Huang and An-Chih Cheng.

KPMG

Taipei, Taiwan (Republic of China)  
February 20, 2025

#### **Notes to Readers**

The accompanying financial statements are intended only to present the statement of financial position, financial performance and its 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 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 auditors' report and financial statements, the Chinese version shall prevail.

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

Advanced Wireless Semiconductor Company

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(1))	\$ 2,826,099	30	1,979,054	23	2170	Accounts payable	\$ 237,829	2	347,502	4
1170	Notes and accounts receivable, net (notes 6(2) and (15))	552,565	6	517,447	6	2180	Accounts payable to related parties (note 7)	50	-	77	-
130X	Inventories (note 6(3))	810,840	8	973,371	11	2201	Payroll and bonus payable	138,806	1	100,534	1
1410	Prepayments	15,929	-	74,665	1	2130	Contract liabilities— current (note 6(15))	60,783	1	167,702	2
1476	Other financial assets— current (note 8)	13,481	-	27,238	-	2230	Current tax liabilities	69,555	1	10,269	-
1479	Other current assets (note 6(7))	3,105	-	1,208	-	2322	Long-term borrowings, current portion (note 6(8))	163,994	2	32,083	-
		4,222,019	44	3,572,983	41	2300	Other current liabilities (notes 6(9) and (10))	103,953	1	169,872	2
								774,970	8	828,039	9
Non-current assets:						Non-Current liabilities:					
1600	Property, plant and equipment (note 6(4))	5,148,471	54	4,974,668	56		Long-term borrowings (note 6(8))	891,597	9	397,917	5
1755	Right-of-use assets (note 6(5))	81,920	1	81,691	1	2540	Other non-current liabilities (notes 6(9) and (10))	91,042	1	92,979	1
1780	Intangible assets (note 6(6))	13,798	-	6,766	-	2600		982,639	10	490,896	6
1840	Deferred tax assets (note 6(12))	9,376	-	12,535	-		Total liabilities	1,757,609	18	1,318,935	15
1980	Other financial assets— non-current	119	-	174	-		Equity (note 6(13)):				
1990	Other non-current assets (note 6(7))	88,431	1	152,234	2		Ordinary shares	1,965,161	21	1,965,161	23
		5,342,115	56	5,228,068	59	3110	Capital surplus	4,140,631	43	4,262,693	48
						3350	Retained earnings	1,700,733	18	1,254,262	14
							Total equity	7,806,525	82	7,482,116	85
Total assets		\$ 9,564,134	100	8,801,051	100	Total liabilities and equity		\$ 9,564,134	100	8,801,051	100

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

**Advanced Wireless Semiconductor Company**

**Statements of Comprehensive Income**

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

**(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)**

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenue</b> (note 6(15))	\$ 4,455,584	100	2,723,100	100
5000	<b>Operating costs</b> (notes 6(3), (6), (10), (11), (16) and 7)	3,570,491	80	2,308,371	85
	<b>Gross profit from operations</b>	885,093	20	414,729	15
	<b>Operating expenses</b> (notes 6(6), (10), (11) and (16)):				
6100	Selling expenses	26,231	1	19,593	1
6200	Administrative expenses	131,182	3	105,910	4
6300	Research and development expenses	202,533	4	219,629	8
6450	Expected credit losses	-	-	1,864	-
		359,946	8	346,996	13
	<b>Net operating income</b>	525,147	12	67,733	2
	<b>Non-operating income and expenses:</b>				
7100	Interest income (note 6(17))	38,123	1	31,160	1
7020	Other gains and losses (note 6(17))	35,249	1	(3,433)	-
7050	Finance costs (notes 6(10) and (17))	(1,496)	-	(1,480)	-
		71,876	2	26,247	1
	<b>Income before income tax</b>	597,023	14	93,980	3
7950	Less: Income tax expenses (note 6(12))	76,099	2	11,254	-
	<b>Net income</b>	520,924	12	82,726	3
8300	<b>Other comprehensive income (after tax)</b>	-	-	-	-
8500	<b>Total comprehensive income</b>	\$ 520,924	12	82,726	3
	<b>Earnings per share (NT dollars)</b> (note 6(14))				
9750	Basic earnings per share	\$ 2.65		0.42	
9850	Diluted earnings per share	\$ 2.64		0.42	

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

**Advanced Wireless Semiconductor Company**

**Statements of Changes in Equity**

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

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

				Retained earnings		
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Total equity
<b>Balance at January 1, 2023</b>	\$ 1,965,161	4,261,530	456,389	715,147	1,171,536	7,398,227
Net income for the period	-	-	-	82,726	82,726	82,726
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	82,726	82,726	82,726
Appropriation and distribution of retained earnings:						
Legal reserve	-	-	1,371	(1,371)	-	-
Others	-	1,163	-	-	-	1,163
<b>Balance at December 31, 2023</b>	1,965,161	4,262,693	457,760	796,502	1,254,262	7,482,116
Net income for the period	-	-	-	520,924	520,924	520,924
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	520,924	520,924	520,924
Appropriation and distribution of retained earnings:						
Legal reserve	-	-	8,273	(8,273)	-	-
Cash dividends on ordinary shares	-	-	-	(74,453)	(74,453)	(74,453)
Cash dividends distributed from capital surplus	-	(122,062)	-	-	-	(122,062)
<b>Balance at December 31, 2024</b>	<u>\$ 1,965,161</u>	<u>4,140,631</u>	<u>466,033</u>	<u>1,234,700</u>	<u>1,700,733</u>	<u>7,806,525</u>

See accompanying notes to financial statements.



(English Translation of Financial Statements Originally Issued in Chinese)

**Advanced Wireless Semiconductor Company**

**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 operating activities:</b>		
Income before income tax	\$ 597,023	93,980
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	649,509	583,683
Amortization expenses	8,141	10,105
Expected credit losses	-	1,864
Recognition of write down of inventory	2,294	8,221
Finance costs	1,496	1,480
Net loss on financial assets or liabilities at fair value through profit or loss	1,832	-
Interest income	(38,123)	(31,160)
Loss on disposal of property, plant and equipment	50	-
<b>Total adjustments</b>	<u>625,199</u>	<u>574,193</u>
<b>Changes in operating assets and liabilities:</b>		
Financial assets or liabilities at fair value through profit or loss	(1,832)	-
Notes and accounts receivable	(35,118)	(341,897)
Inventories	160,237	(601,061)
Prepayments of materials	279	(334)
Other financial assets	14,755	(13,710)
Other operating assets	62,805	84,905
Contract liabilities	(106,919)	151,782
Notes and accounts payable (including related parties)	(109,700)	232,336
Other operating liabilities	27,814	(69,194)
<b>Total changes in operating assets and liabilities</b>	<u>12,321</u>	<u>(557,173)</u>
<b>Total adjustments</b>	<u>637,520</u>	<u>17,020</u>
Cash inflow generated from operations	1,234,543	111,000
Interest received	37,734	30,570
Interest paid	(9,948)	(1,261)
Income taxes paid	(13,655)	(3,717)
<b>Net cash flows generated from operating activities</b>	<u>1,248,674</u>	<u>136,592</u>
<b>Cash flows from investing activities:</b>		
Acquisition of property, plant and equipment and prepayments of equipment	(862,531)	(502,298)
Acquisition of intangible assets	(15,173)	(2,288)
Decrease (increase) in other financial assets	(554)	1,306
Decrease in other operating assets	57,558	5,256
<b>Net cash flows used in investing activities</b>	<u>(820,700)</u>	<u>(498,024)</u>
<b>Cash flows from financing activities:</b>		
Increase in long term borrowings	660,000	430,000
Repayments of long-term borrowings	(34,409)	-
Increase in guarantee deposits	-	2,000
Decrease in guarantee deposits	(2,000)	-
Cash dividends paid	(196,515)	-
Payment of lease liabilities	(8,005)	(5,918)
Others	-	1,163
<b>Net cash flows generated from financing activities</b>	<u>419,071</u>	<u>427,245</u>
<b>Net increase in cash and cash equivalents</b>	<u>847,045</u>	<u>65,813</u>
<b>Cash and cash equivalents at beginning of period</b>	<u>1,979,054</u>	<u>1,913,241</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 2,826,099</u>	<u>1,979,054</u>

See accompanying notes to financial statements.

Advanced Wireless Semiconductor Company  
2024 Earnings Distribution Statement

Unit: NTD

Item	Amount
<b>Undistributed earnings in the beginning of the period</b>	713,775,957
Add: Net income after tax for this period	520,924,524
Less: Legal reserve	(52,092,452)
<b>Current distributable earnings</b>	1,182,608,029
Distributable items	
Less: Dividends to shareholders (NT\$1.19 per share in cash)	(233,854,186)
<b>Undistributed earnings at the end of the period</b>	948,753,843

Chairman: You-Min Chi

Manager: Kuo-Chun Huang

Accounting Supervisor: Yi-Chen Chung

**Advanced Wireless Semiconductor Company**  
**Table of comparison of the amendment to the Articles of Incorporation**

Amendment to the provisions	Current provisions	Explanation
<p>Article 17-1:</p> <p>If the Company wishes to <b>stop</b> the public offering, it shall submit a proposal to the shareholders' meeting for resolution, and this provision will not be changed during the listing period.</p>	<p>Article 17-1:</p> <p>If the Company wishes to <b>revoke</b> the public offering, it shall submit a proposal to the shareholders' meeting for resolution, and this provision will not be changed during the listing period.</p>	<p>I. The content of the article is amended in accordance with the terms of Article 156-2 of the Company Act.</p>
<p>Article 28-1:</p> <p>The proposal of the Company's surplus earning distribution or loss off-setting for the fiscal year, together with the business report and financial statements, shall be forwarded to the Audit Committee for their auditing, and afterwards be submitted to the board of directors for approval.</p> <p>When distributing earnings of the previous paragraph in the form of cash, <b>it shall be approved by the Board of Directors</b>; when the distribution is made through the issuance of new shares, it shall be proposed to the shareholders' meeting for approval before the distribution.</p>	<p>Article 28-1:</p> <p>The proposal of the Company's surplus earning distribution or loss off-setting for the fiscal year, together with the business report and financial statements, shall be forwarded to the Audit Committee for their auditing, and afterwards be submitted to the board of directors for approval.</p> <p>When distributing earnings of the previous paragraph in the form of cash, <b>the Board is authorized to distribute the dividends or bonuses in whole or in part by cash with the resolution supported by a majority of the attending directors at the board meeting attended by more than two-thirds of the directors in accordance with Article 240, Paragraph 5 of the Company Act. The matter is to be reported to the shareholders' meeting.</b></p> <p>When the earnings distribution is in the form of new shares, the distribution can only proceed after it is resolved at the shareholders' meeting.</p>	<p>I. The content of Paragraph 2 of this Article is deleted and moved to the second half of Paragraph 3 of Article 29. The requirement about the distribution of earnings in cash is added.</p>
<p>Article 29:</p> <p>If the Company is profitable in the year, it should allocate 5-10% as employees' remuneration. <b>In addition, no less than 50% of the remuneration to employees shall be distributed to the entry-level employees meeting the conditions set by the Board of Directors.</b> The Board of Directors decides to distribute the remuneration in stock or cash. The subject of the distribution includes the employees of the subordinate company who meet certain conditions. If the Company makes a profit with the above amount, the Board of Directors decides to allocate up to 2% as its directors' remuneration. The distribution proposal of remuneration of employees and directors should be submitted and reported to the shareholders' meeting.</p> <p>However, when the Company still has a cumulative deficit, it shall reserve an amount to compensate the deficit in advance and then allocate the employee remuneration and directors' remuneration at the percentage specified in the preceding paragraph.</p> <p>The Company's settlement each year, where there is a surplus, must first be set aside to pay the taxes, make up for the accumulated losses, and 10% of the remaining balance must be recorded as provision of legal reserve, with exception to legal reserve already at an amount equals to the Company's total paid-in capital; and then make provision or <b>reversion</b> of special reserves in accordance with other laws and</p>	<p>Article 29:</p> <p>If the Company is profitable in the year, it should allocate 5-10% as employees' remuneration. The Board of Directors decides to distribute the remuneration in stock or cash. The subject of the distribution includes the employees of the subordinate company who meet certain conditions. If the Company makes a profit with the above amount, the Board of Directors decides to allocate up to 2% as its directors' remuneration. The distribution proposal of remuneration of employees and directors should be submitted and reported to the shareholders' meeting.</p> <p>However, when the Company still has a cumulative deficit, it shall reserve an amount to compensate the deficit in advance and then allocate the employee remuneration and directors' remuneration at the percentage specified in the preceding paragraph.</p> <p>The Company's settlement each year, where there is a surplus, must first be set aside to pay the taxes, make up for the accumulated losses, and 10% of the remaining balance must be recorded as provision of legal reserve, with exception to legal reserve already at an amount equals to the Company's total paid-in capital; and then make provision of special reserves in accordance with other laws and regulations.</p>	<p>I. The regulations regarding the remuneration to the entry-level employees are added to the first paragraph.</p> <p>II. The content of Paragraph 2 of Article 28-1 regarding the distribution of earnings is moved to the second half of Paragraph 3 of this Article.</p> <p>III. Paragraph 4 of this Article has been added to specify the percentage of dividends to be distributed, and the percentage of cash dividends to be distributed has been amended.</p> <p>IV. Paragraph 5 of this Article has been added regarding the special reserve.</p>

Amendment to the provisions	Current provisions	Explanation
<p>regulations. For the remaining earnings, plus the accumulated undistributed earnings from the previous year, <b>the Board of Directors shall prepare an earnings distribution proposal. When distributing earnings of the previous paragraph in the form of cash, the Board is authorized to distribute the dividends or bonuses in whole or in part by cash with the resolution supported by a majority of the attending directors at the board meeting attended by more than two-thirds of the directors in accordance with Article 240, Paragraph 5 of the Company Act. The matter is to be reported to the shareholders' meeting. When the earnings distribution is in the form of new shares, the distribution can only be proceeded with after it is resolved at the shareholders meeting.</b></p> <p>In order to balance dividends and financial planning, and to evaluate the effect of stock dividend distribution on future dilution of earnings per share, the Company maintains a stable dividend distribution without excessive dilution of earnings per share. <b>The dividends to shareholders are based on the current year's net income after tax, less than 30% of the special reserve, of which the cash dividend shall not be less than 10% of the total dividends. The remainder shall be paid in stock dividends.</b></p> <p><b>The net amount of other accumulated equity reductions from prior periods shall be allocated from the undistributed earnings of the prior period to the same amount of special reserve. If there is still a shortfall, the special reserve shall be allocated from the current period's after-tax net profit, plus other items not included in the current period's after-tax net profit, and added to the undistributed earnings of the current period.</b></p>	<p>The remainder, plus the accumulated undistributed earnings of the previous year, is the accumulated distributable earnings. The Board of Directors proposes a motion for earnings distribution and <b>submits it to the shareholders' meeting for distribution or retention.</b></p> <p>In order to balance dividends and financial planning, and to evaluate the effect of stock dividend distribution on future dilution of earnings per share, the Company maintains a stable dividend distribution without excessive dilution of earnings per share, of which the cash dividend shall not be less than 10% of the total dividends. The remainder shall be paid in stock dividends.</p>	
<p><b>Article 29-1:</b></p> <p><b>According to Article 241 of the Company Act, the Company may issue new shares or make payments in cash to shareholders in whole or in part based on the statutory surplus reserve and capital reserve. If the distribution is made in cash, the Board of Directors shall be authorized to make such distribution with the attendance of at least two-thirds of the Directors and a resolution adopted by a majority of the Directors present, and shall report to the shareholders' meeting. If the distribution is made in the form of new shares, it shall be submitted to the shareholders' meeting for resolution before distribution.</b></p>	<p><b>Added provision.</b></p>	<p>Related regulations governing the distribution of legal reserve and capital reserve.</p>
<p><b>Article 33:</b></p> <p><b>The Company's Articles of Incorporation was dated November 3, 1998.</b></p> <p><b>The 1st amendment was made on April 28, 2000.</b></p> <p><b>The 2nd amendment was made on March 30, 2001.</b></p> <p><b>The 3rd amendment was made on May 16,</b></p>	<p><b>Article 33:</b></p> <p><b>The Company's Articles of Incorporation was dated November 3, 1998.</b></p> <p><b>The 1st amendment was made on April 28, 2000.</b></p> <p><b>The 2nd amendment was made on March 30, 2001.</b></p> <p><b>The 3rd amendment was made on May 16,</b></p>	<p>Amended in line with the paragraph, with the addition of the last revision date and modification item.</p>

Amendment to the provisions	Current provisions	Explanation
<p>2002.</p> <p>The 4th amendment was made on June 21, 2006.</p> <p>The 5th amendment was made on February 15, 2007.</p> <p>The 6th amendment was made on May 29, 2008.</p> <p>The 7th amendment was made on June 18, 2009.</p> <p>The 8th amendment was made on October 13, 2009.</p> <p>The 9th amendment was made on June 15, 2010.</p> <p>The 10th amendment was made on June 10, 2011.</p> <p>The 11th amendment was made on June 7, 2012.</p> <p>The 12th amendment was made on June 7, 2013.</p> <p>The 13th amendment was made on June 7, 2016.</p> <p>The 14th amendment was made on June 7, 2018.</p> <p>The 15th amendment was made on June 6, 2019.</p> <p>The 16th amendment was made on June 10, 2020.</p> <p>The 17th amendment was made on June 20, 2022.</p> <p>The 18th amendment was made on May 28, 2025.</p>	<p>2002.</p> <p>The 4th amendment was made on June 21, 2006.</p> <p>The 5th amendment was made on February 15, 2007.</p> <p>The 6th amendment was made on May 29, 2008.</p> <p>The 7th amendment was made on June 18, 2009.</p> <p>The 8th amendment was made on October 13, 2009.</p> <p>The 9th amendment was made on June 15, 2010.</p> <p>The 10th amendment was made on June 10, 2011.</p> <p>The 11th amendment was made on June 7, 2012.</p> <p>The 12th amendment was made on June 7, 2013.</p> <p>The 13th amendment was made on June 7, 2016.</p> <p>The 14th amendment was made on June 7, 2018.</p> <p>The 15th amendment was made on June 6, 2019.</p> <p>The 16th amendment was made on June 10, 2020.</p> <p>The 17th amendment was made on June 20, 2022.</p>	

## Advanced Wireless Semiconductor Company

### Comparison Table of Amendments to the Regulations Governing the Election of Directors and Independent Directors

Amendment to the provisions	Current provisions	Explanation
Article 2 Unless otherwise provided by laws and regulations or by the Company's articles of incorporation, elections of Directors <b>should</b> be conducted in accordance with these Regulations.	Article 2 Unless otherwise provided by laws and regulations or by the Company's articles of incorporation, elections of Directors <b>shall</b> be conducted in accordance with these Regulations.	1. The wording is amended with reference to the "Sample Template of XXX Co., Ltd. Procedures for Election of Directors". 2. Text modification.
Paragraph 4, Article 3 <b>The Board of Directors of the Company shall consider the results of the performance evaluation to adjust the composition of the Board of Directors.</b>	<b>This provision is newly added.</b>	The composition of the Board of Directors should be adjusted according to the performance evaluation results.
Paragraph 2, Article 4 <b>The election of the Company's independent directors shall comply with the provisions of Article 5, Article 6, Article 7, Article 8 and Article 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and shall be handled in accordance with Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".</b>	<b>This provision is newly added.</b>	The election of independent directors should be included in the relevant regulations.
Article 5 The election of the company's directors shall be conducted in accordance with the candidate nomination system procedure <b>as</b> stipulated in Article 192-1 of the Company Act.  When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a director by-election. If the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held to fill the vacancies; if all the independent directors are dismissed, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.	Article 5 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures specified <b>in</b> Article 192-1 of the Company Act. <b>To review the candidates' qualification criteria, education and work experience background, and whether there are any circumstances as stated in Article 30 of the Company Act, no other evidential documents of other qualification criteria may be arbitrarily added. The review results shall be presented to the shareholders for reference in order to elect suitable directors.</b> When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a director by-election. When the number of Independent Directors falls below that required under the provision of Paragraph 1, Article 14-2 of the Securities and Exchange Act, <b>or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of the Standards for Determining Unsuitability for Taipei Exchange Listing under Article 10, Paragraph 1 of the Taipei Exchange Rules Governing the Review of Securities for Trading on the Taipei Exchange, a by-election shall be held at the next shareholders' meeting to fill the vacancy.</b> When the Independent Directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.	1. Paragraph 1 is amended in accordance with the simplification of the nomination procedure for directors in accordance with the amendment to Article 192-1 of the Company Act.  2. Paragraph 3 is adjusted in accordance with the Order of the FSC, Jin-Guan-Zheng-Fa-Zi No. 1070345233 dated December 19, 2018, requiring that all listed companies shall have independent directors.
Article 6 The election of directors <b>shall</b> adopt cumulative <b>voting method</b> . The number of votes exercisable in respect of one share shall be the	Article 6 The election of directors shall adopt a <b>disclosed</b> cumulative voting <b>method</b> . The number of votes exercisable in respect of one share shall	The cumulative voting system shall be adopted for the election of directors.

Amendment to the provisions	Current provisions	Explanation
same as the number of directors to be elected, and the total number of votes per share may be consolidated for <b>election</b> of one candidate or may be allocated for election of two or more candidates.	be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be <b>split</b> for election of two or more candidates.	
Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.	Article 7 The Board of Directors shall <b>prepare</b> an election ballot for the number of directors to be elected equal to the number of directors to be elected, and specify the number of votes on the ballot and distribute it to the shareholders present at the shareholders' meeting. The attendance card numbers printed on the ballots may be used instead of recording the names of the voting shareholders.	Text modification.
Article 8 The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.	Article 8 The number of directors shall be as specified in the Articles of Incorporation <b>of</b> the Company, and the number of independent directors and non-independent directors shall be calculated separately. Those receiving the highest numbers of votes shall be elected sequentially according to their respective numbers of votes. If two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.	Text modification.
Article 10 <b>Deleted.</b>	Article 10 <b>If the candidate is a shareholder, the voter must fill in the name in the "Candidate" column of the ballot with the candidate's shareholder account name and shareholder account number. If the candidate is not a shareholder, the name and the identification document number of the candidate should be filled in the said column of the ballot. However, when the government or corporate shareholder is a candidate, the title of the government or corporate should be filled in the "Candidate" column of the ballot with the name of its representative stated. If there is more than one representative appointed, the names of their representatives shall be added.</b>	The candidate nomination system shall be adopted for the election of directors since 2021. Shareholders shall elect directors from the list of director candidates. Before the shareholders' meeting, shareholders shall be informed of the names and educational background of each candidate. The candidate's identity is not necessary to be identified by the shareholder account number or ID card number. Therefore, this article is deleted.
<b>Article 10</b> An election ballot is invalid under any of the following circumstances:  I. No <b>ballots</b> need to be prepared by the convener.  II. A blank ballot is placed in the ballot box.  III. The writing is unclear and indecipherable or has been altered.  IV. If the name of the elected candidate filled in does not match <b>the list of director candidates</b> upon verification.  V. Other words or marks are entered in addition to the number of votes allocated to the ballot.  VI. There is no way to identify the candidate	<b>Article 11</b> An election ballot is invalid under any of the following circumstances:  I. Ballots prepared by the <b>Board of Directors</b> are not used.  II. A blank ballot is placed in the ballot box.  III. The writing is unclear and indecipherable or has been altered.  IV. The candidate <b>whose name is entered in the ballot is a shareholder and his/her account name and shareholder account number does not conform to the shareholder registry, or the candidate whose name is entered in the ballot is not a shareholder</b> and does not conform to the name and identity document number provided.  V. Other <b>words or marks are entered in addition to the name of the candidate, shareholder number (or identification document number)</b> and the number of voting rights allotted.  VI. There is no way to identify the candidate person when the candidate name is the	1. Article 10 is deleted and article order is adjusted in accordance with the deletion of article 10. 2. Subparagraph 1 of this Article is adjusted in accordance with the provisions of the Company Act.  3. The candidate nomination system shall be adopted for the election of directors starting from 2021. The candidate nomination system is not necessary for the identification of the candidate's identity by the shareholder account number or ID card number. Therefore, this article is deleted.

Amendment to the provisions	Current provisions	Explanation
person when the candidate name is the same as other shareholder and the shareholder number or national identification number has not been filled in.	same as other shareholder and the shareholder number or national identification number has not been filled in.	
<p><b>Article 11</b> Paragraph 1 is deleted.</p> <p>The voting rights shall be calculated on-site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p><b>Article 12</b> The voting rights shall be calculated on-site immediately after the end of the poll; and the results of the calculation for the list of elected directors shall be announced by the chair on site.</p> <p>The voting rights shall be calculated on-site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<ol style="list-style-type: none"> <li>Article 10 is deleted and article order is adjusted in accordance with the deletion of article 10.</li> <li>The repetitive provisions of Paragraph 1 are deleted and the order of the other provisions is adjusted.</li> </ol>
<p><b>Article 12</b> The Board of Directors of the Company shall issue notifications to the persons elected as Directors.</p>	<p><b>Article 13</b> The Board of Directors of the Company shall issue notifications to the persons elected as Directors.</p>	Article 10 is deleted and article order is adjusted in accordance with the deletion of article 10.
<p><b>Article 13</b> These regulations are to be announced and implemented after being approved by the shareholders' meeting. The same shall apply to any amendments to these regulations. These regulations were enacted on March 30, 2001. The 1st amendment was made on February 10, 2002. The 2nd amendment was made on June 21, 2006. The 3rd amendment was made on February 15, 2007. The 4th amendment was made on May 29, 2008. The 5th amendment was made on June 7, 2013. The 6th amendment was made on June 7, 2018. The 7th amendment was made on May 28, 2025.</p>	<p><b>Article 14</b> These regulations are to be announced and implemented after being approved by the shareholders' meeting. The same shall apply to any amendments to these regulations. These regulations were enacted on March 30, 2001. The 1st amendment was made on February 10, 2002. The 2nd amendment was made on June 21, 2006. The 3rd amendment was made on February 15, 2007. The 4th amendment was made on May 29, 2008. The 5th amendment was made on June 7, 2013. The 6th amendment was made on June 7, 2018.</p>	<ol style="list-style-type: none"> <li>Article 10 is deleted and article order is adjusted in accordance with the deletion of article 10.</li> <li>Amended in line with the paragraph, with the addition of the last revision date.</li> </ol>



## Advanced Wireless Semiconductor Company

### List of candidates for directors and independent directors

Serial no.	Name	Education	Incumbent	Number of shares held (AWSC)	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
1.	You-Min Chi	Master of Electrical Engineering, U. of Pennsylvania	Chairman / Chief Operating Officer (COO) of Advanced Wireless Semiconductor Company	4,107,909	None	Director	-
		Work experience	Manager, Hughes Aircraft Co. GaAs Operation in USA Manager, Rockwell Semiconductor System in USA Chairman of Advanced Wireless Semiconductor Company				
Serial no.	Name	Education	Incumbent	Number of shares held (AWSC)	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
2.	Kuo-Chun Huang	Master of Electrical Engineering, National Cheng Kung University	Director/President of Advanced Wireless Semiconductor Company	116,747	None	Director	-
		Work experience	Senior Engineer, Philips Taiwan Ltd. President of Advanced Wireless Semiconductor Company				
Serial no.	Name	Education	Incumbent	Number of shares held Sino-American Silicon Products Inc.	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
3.	Sino-American Silicon Products Inc. Representative: Doris Hsu / Hsiu-lan Hsu	MA in Computer Science from University of Illinois	Chairman of Sino-American Silicon Products Inc.	55,923,000	Sino-American Silicon Products Inc.	Director	-
		Work experience	Chairman and CEO of Sino-American Silicon Products Inc. Chairman and CEO of Global Wafers Co., Ltd. Chairman of Taiwan Speciality Chemicals Corporation				

Serial no.	Name	Education	Incumbent	Number of shares held Sino-American Silicon Products Inc.	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
4.	Sino-American Silicon Products Inc. Representative: Tang-Liang Yao	MA Degree from the Graduate Institute of Management at Tamkang University	Vice Chairperson of Sino-American Silicon Products Inc.	55,923,000	Sino-American Silicon Products Inc.	Director	-
		Work experience	President of Sino-American Silicon Products Inc. Vice Chairperson and Vice CEO of Actron Technology Corporation Chairperson and CEO of Crystalwise Technology Inc. Representative of Institutional Director of Taiwan Speciality Chemicals Co., Ltd.				
Serial no.	Name	Education	Incumbent	Number of shares held Sino-American Silicon Products Inc.	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
5.	Sino-American Silicon Products Inc. Representative: Cheng-Chien Chen	Master of Commerce, National Taiwan University	President of Sino-American Silicon Products Inc.	55,923,000	Sino-American Silicon Products Inc.	Director	-
		Work experience	Executive Director, Senior Partner, and COO of Audit Department, KPMG Director and CEO of the Finance and Economics Research and Education Foundation				
Serial no.	Name	Education	Incumbent	Number of shares held (AWSC)	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
6.	Wen-Huei Tsai	Accounting Department, National Chengchi University	Chairman of Advanced Wireless Semiconductor Company	2,588,849	None	Director	-
		Work experience	Chairman of Chia Hua Venture Capital Co., Ltd. Chairman of Sino-American Silicon Products Inc. Chairman of Advanced Wireless Semiconductor Company				

Serial no.	Name	Education	Incumbent	Number of shares held (AWSC)	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
7.	Chung-Hsien Liu	Master of Management Science, Tamkang University	Independent Director of Advanced Wireless Semiconductor Company	-	None	Independent Director	No
		Work experience	Chairman of Ruentex Development Co., Ltd. Independent Director of Actron Technology Corporation Independent Director of Tatung System Technologies Inc. Independent Director of Johnson Health Tech.Co., Ltd. Chair Professor, Soochow University Professor, Tunghai University				
Serial no.	Name	Education	Incumbent	Number of shares held (AWSC)	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
8.	Chung-Wen Lan	PhD and Master of Science in Material Science, University of Wisconsin, USA, Wisconsin, USA	Distinguished Professor, National Taiwan University	-	None	Independent Director	No
		Work experience	Chairperson/Honorary Chairperson, Taiwan Photovoltaic Industry Association Director, Solar PV Technology Center, ITRI Senior Consultant of Sino-American Silicon Products Inc./GlobalWafers Co., Ltd; Consultant of Taiwan Speciality Chemicals Corporation Chemical Corporation, AUO Corporation, Solartech Energy Corp., Sunshine PV Corp., Shin Chi Corporation, Shihlien Fine Chemical Co., Ltd. Professor, National Central University				
Serial no.	Name	Education	Incumbent	Number of shares held (AWSC)	Name of the government or legal person represented	Nominee Category	Whether the person has been an independent director for the third consecutive term
9.	Ching-Wen Chou	MBA, Bernard M. Baruch College, CUNY	-	-	None	Independent Director	No
		Work experience	Senior Project Manager, R&D Department, Symbol Technologies Senior Manager of Procurement and Logistics Department, Glory Praise Photonics Corp. Manager of Procurement Department, Wistron NeWeb Corporation Deputy General Manager of Procurement Division and Chief Procurement Officer of GlobalWafers Co., Ltd/Sino-American Silicon Products Inc.				

<b>Serial no.</b>	<b>Name</b>	<b>Education</b>	<b>Incumbent</b>	<b>Number of shares held (AWSC)</b>	<b>Name of the government or legal person represented</b>	<b>Nominee Category</b>	<b>Whether the person has been an independent director for the third consecutive term</b>
10.	Tzu-Hsuan Tsai	<b>Bachelor's degree, Master degree, and Ph.D., Department of Chemical Engineering, National Taiwan University</b>	<b>Associate Professor, Department of Resource Engineering, National Taiwan University of Science and Technology</b>	-	None	<b>Independent Director</b>	No
		<b>Work experience</b>	<b>Associate Professor, Department of Resource Engineering, National Taiwan University of Science and Technology</b> <b>Director, Institute of Resource Engineering, National Taiwan University of Science and Technology</b> <b>Associate Professor, Department of Materials and Resources Engineering, National Taiwan University of Science and Technology</b> <b>Assistant Professor, Department of Chemical Engineering and Material Engineering, Tamkang University</b>				

## Advanced Wireless Semiconductor Company

Table of details of the removal of non-competition restrictions on directors (including independent directors) and their representatives

Serial no.	Name	Title	Concurrent Positions in Other Companies
11.	<b>You-Min Chi</b>	<b>Director</b>	<b>None</b>
12.	<b>Kuo-Chun Huang</b>	<b>Director</b>	<b>None</b>
13.	<b>Sino-American Silicon Products Inc. Representative: Doris Hsu / Hsiu-lan Hsu</b>	<b>Director</b>	Chairman and CEO of Sino-American Silicon Products Inc., Chairman and CEO of GlobalWafers Co., Ltd., Director (corporate representative) of Actron Technology Corporation, Director (corporate representative) of Advanced Wireless Semiconductor, Director of Crystalwise Technology Inc., Chairman (corporate representative) of Taiwan Speciality Chemicals Corporation, Director (corporate representative) of SAS Sunrise Inc., Chairman (corporate representative) of Sunrise PV Three Co., Ltd., Chairman (corporate representative) of Zhongmeixin Investment Co., Ltd., Director of GlobalSemiconductor Inc., Chairman and CEO of GlobiTech Incorporated, Chairman of GlobalWafers Japan Co., Ltd., Chairman of MEMC Japan Ltd., Vice Chairman of Kunshan Zhongchen Silicon, Director of Topsil GlobalWafers A/S, Director of GlobalWafers Singapore Pte. Ltd., Chairman of Globalwafers Singapore Pte.; Director of GlobalWafers B.V.; Director of MEMC Korea Company; Chairman of GlobalWafers America, LLC; Chairman (corporate representative) of Crystalwise Technology Inc., Director of Crystalwise Technology (HK); Chairman of GlobalWafers Co., Ltd; Independent Director of Delta Electronics, Inc.
14.	<b>Sino-American Silicon Products Inc. Representative: Tang-Liang Yao</b>	<b>Director</b>	Vice Chairman of Sino-American Silicon Products Inc., Director (corporate representative) of GlobalWafers Co., Ltd., Chairman and CEO of Actron Technology Corporation, Chairman (corporate representative) of Advanced Wireless Semiconductor Company, Director (corporate representative) of Sunrise PV Three Co., Ltd., Director (corporate representative) of Chung Mei Shin Investment Co., Ltd., Director (corporate representative) of REC Technology Corporation, Director (corporate representative) of Ding-Wei Technology Co., Ltd., Director (corporate representative) of Mosel Vitelic Inc., Director (corporate representative) of Huan Chiu Shin Investment Co., Ltd., Director of GlobiTech Incorporated, Director of GlobalWafers Japan Co., Ltd., Chairman of Kunshan Sino Silicon Technology Co., Ltd., Director of GlobalWafers Singapore Pte., Director of GlobalWafers America, LLC, and Director of Yuanhong (Shandong) Photoelectric Material Co., Ltd.
15.	<b>Sino-American Silicon Products Inc. Representative: Cheng-Chien Chen</b>	<b>Director</b>	President of Sino-American Silicon Products Inc., Director (corporate representative) of ADVANCED WIRELESS SEMICONDUCTOR COMPANY, Vice Chairman (corporate representative) of Taiwan Speciality Chemicals Corporation, Director (corporate representative) of Sunrise PV Three Co., Ltd., Director (corporate representative) of Sustainable Energy Solution Co., Ltd., Chairman (corporate representative) of Accusolarpower Co., Ltd., Chairman (corporate representative) of Billion Electric Co., Ltd., Chairman (corporate representative) of Billion Watts Technologies Co., Ltd., Chairman (corporate representative) of Sunrise Intelligent Energy Co., Ltd., Director (corporate representative) of Mosel Vitelic Inc., Chairman (corporate representative) of Anneal Energy, Chairman (corporate representative) of Waferchem Technology Corporation, Director (corporate representative) of Sunrise PV Four Co., Director of MEMC Electronic Materials S.p.A.
16.	<b>Wen-huei Tsai</b>	<b>Director</b>	Chairman of Chia Hua Venture Capital Co., Ltd. Chairman of Sino-American Silicon Products Inc.
17.	<b>Chung-Hsien Liu</b>	<b>Independent Director</b>	Chair Professor, Soochow University Independent Director of Actron Technology Corporation Independent Director of Taiwan Speciality Chemicals Corporation Independent Director of Johnson Health Tech .Co., Ltd.
18.	<b>Chung-Wen Lan</b>	<b>Independent Director</b>	Editor of J. Crystal Growth Chief Technology Officer of Blue star advanced materials Co., Ltd. Independent Director, Mosel Vitelic Inc. Consultant, Gigasolar Materials Corporation
19.	<b>Ching-Wen Chou</b>	<b>Independent Director</b>	<b>None</b>
20.	<b>Tzu-Hsuan Tsai</b>	<b>Independent Director</b>	Independent Director of GlobalWafers Co., Ltd.

## Advanced Wireless Semiconductor Company

### Rules and Procedures of Shareholders' Meeting

Article 1: To establish an excellent governance system for the Company's shareholders' meeting, improve the supervisory function, and strengthen the management function, these Rules are formulated in accordance with the provisions of Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2: Unless otherwise stipulated by laws or regulations, the rules of procedure for the Company's shareholders' meeting shall be governed by these Rules.

Article 3: Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.

Unless otherwise provided in the Regulations Governing the Administration of Shareholders Service of Public Companies, the Company's organization of a shareholders' meeting by means of visual communication network shall be expressly defined in the Articles of Incorporation and subject to resolution by the Board of Directors. Meanwhile, the organization of a shareholders' meeting by means of a visual communication network shall be adopted per the resolution rendered by a majority of directors at a meeting attended by two-thirds or more of the total number of directors.

Changes to the method of convening the shareholders' meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.

Thirty days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, the Company shall prepare electronic files of the meeting notice, proxy form, information on proposals for ratification, matters for discussion, election or dismissal of directors, and other matters on the shareholders' meeting agenda and upload them to the information filing website designated by the Financial Supervisory Commission. 21 days before the Company is to convene an annual general meeting, or 15 days before it convenes a special shareholders' meeting, it shall prepare an electronic file of the shareholders' meeting agenda handbook and the supplemental materials and upload it to the information disclosure website specified by the FSC. However, in the case the Company's paid-in capital reaches NT\$10 billion or more as of the last day of the most recent fiscal year or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the roster of shareholders at the time of holding of the annual general meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the annual general meeting is to be held. Within 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting handbook and supplementary information and made them available for review by shareholders at any time. The same shall also be displayed at the premises of the Company and the professional shareholder services agent designated by the Company.

The handbook and supplementary information referred to in the preceding paragraph shall be made available to the shareholders for reference by the Company on the day of the meeting in the following manner:

- I. For tangible shareholders' meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform in an electronic form.
- III. For shareholders' meeting convened by means of visual communication network only, to be shared on the virtual meeting platform in an electronic form.

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

The election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matter under Article 185, paragraph 1 of the Company Act, Article 26-1 and 43-6 of the Securities and Exchange Act, Article 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the meeting, and shall not be proposed as extraordinary motions:

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

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may submit to the Company a proposal for discussion at an annual general meeting, provided that the shareholder is allowed to submit no more than one proposal to the annual general meeting. Any additional proposal will not be included in the motions. A shareholder's proposal in alignment with any circumstance under any subparagraph of

paragraph 4 of Article 172-1, Paragraph 4 of the Company Act may not be included in the meeting agenda by the Board of Directors.

Any shareholder may submit any suggestive proposal to urge the Company to promote public interests or fulfill its social responsibilities. Procedurally, the shareholder is allowed to submit no more than one proposal pursuant to Article 172-1 of the Company Act. Any additional proposal will not be included in the motions.

Prior to the book closure date before an annual general meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically and the location and time period for their submission. The period for submission of shareholder proposals may not be less than 10 days.

Shareholders shall limit their proposed motions to 300 words only. Proposals that exceed 300 words will not be accepted for discussion. Shareholders who have successfully proposed their motions shall attend the annual general meeting in person or through proxy and participate in the discussion.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.

Article 4: For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

Each shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting and shall deliver the proxy form to the Company at least five days before the date of the shareholders' meeting. When a duplicate proxy form is served, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy form.

Once a proxy form is received by the Company, if a shareholder wishes to attend the shareholders' meeting in person or to exercise their voting rights in writing or by electronic means, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting, otherwise, the voting rights exercised by the authorized proxy at the meeting shall prevail.

Once the proxy form is received by the Company, in the case that the shareholder intends to attend the shareholders' meeting by video conference, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting; otherwise, the voting rights exercised by the authorized proxy at the meeting shall prevail.

Article 5: The venue for a shareholders' meeting shall be the premises of the company or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to independent directors' opinions with respect to the place and time of the meeting.

When the Company convenes a shareholders' meeting by video conference, it is not subject to the restriction on the venue of the meeting under the preceding paragraph.

Article 6: The Company shall specify in the meeting notice the time and place for acceptance of the registration from the shareholders, solicitors and proxies (hereinafter referred to as "shareholders") and other matters to be noted.

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

Shareholders shall attend the shareholders meeting with the attendance card, sign-in card or other attendance documents. The Company shall not arbitrarily add requirements for other supporting documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting the proxy letters shall also bring identification documents for verification.

If the shareholders' meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company two days prior to the shareholders' meeting.

If the shareholders' meeting is convened by video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them until the end of the meeting.

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

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

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

Article 6-1: The Company shall specify the following in the shareholders' meeting notice when convening a shareholders' meeting by means of visual communication network:

- I. Methods for shareholders to participate in the meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed, if required, or on which the meeting will resume.
  - (II) Shareholders not registering to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
  - (III) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
  - (IV) Actions to be taken if the outcome of all proposals have been announced while extraordinary motions have not been carried out.
- III. When the Company convenes a virtual-only shareholders' meeting, it shall also specify appropriate alternative measures available to shareholders who have difficulty taking part in the virtual-only shareholders' meeting. Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.

Article 7: If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the chair, the Chairman shall appoint the Vice Chairman to act as the chair. If no Vice Chairman is appointed or the Vice Chairman is also on leave or for any reason unable to exercise the power of the chair, the Chairman shall appoint one of the managing directors to act as the chair. If no managing director is appointed, the Chairman shall appoint one director to act as the chair. If the Chairman does not make such a designation, the managing directors, or directors, shall select from among themselves one person to serve as the chair.

When a managing director or director serves as the chair, as referred to in the preceding paragraph, the director shall have held that position for six months or more with great understanding of the Company's financial position and business conditions. The same shall apply for a representative of an institutional director to serve as the chair.

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

Where a shareholders' meeting is convened by a party with power to convene other than the Board of Directors, the convening party shall chair the meeting. When there are more than two such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, CPAs, or relevant persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8: The Company shall make an uninterrupted audio and video recording of the entire process of the shareholders' meeting from shareholders' sign-in, the proceedings of the meeting, as well as the process of voting and vote counting.

The audio and video recording in the preceding paragraph shall be kept for at least one year. If, however, a



shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

If a shareholders' meeting is convened by video conference, the Company shall keep records of shareholders' registration, sign-in, questions raised, as well as voting and the Company's vote counting results and retain the records, while making an uninterrupted audio and video recording of the entire video conference.

The above-mentioned materials and audio and video recordings shall be properly kept by the Company during the period of its existence, and the audio and video recordings shall be provided to those who are entrusted to handle the video conference affairs for storage.

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

**Article 9:** Attendance at shareholders' meetings shall be counted based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time, and at the same time announce the number of non-voting shares and the number of shares attending the meeting.

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

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

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

**Article 10:** If the shareholders' meeting is convened by the Board of Directors, its agenda shall be set by the Board of Directors. Relevant motions (including extraordinary motions and amendments to an original motion) should be decided by voting one by one. The meeting shall be conducted according to the scheduled agenda, and shall not be changed without the resolution of a shareholders' meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party with the power to convene other than the Board of Directors.

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

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

**Article 11:** Before speaking, an attending shareholder shall specify on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech is not in alignment with the subject on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes; if the shareholder's speech violates the rules or exceeds the scope of the motion, the chair may have the shareholder stop the speech.

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the time when the chair declares the meeting open until the chairperson declares 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, 2, 5 and 6 do not apply.

If such questions in the preceding paragraph are not in violation of the regulations or not outside the scope of the motions, it is advisable to disclose such questions on the video platform.

Attending shareholders may not interfere with the speaking shareholders without the Chairman's consent and the speaking shareholders. The Chairman will have the violating shareholders stopped.

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

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

Article 12: Votes cast at shareholders' meetings shall be calculated based on numbers of shares.

With respect to resolutions by a shareholders' meeting, the number of shares held by a shareholder without voting rights shall not be calculated as part of the total number of outstanding shares.

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

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

With the exception of a trust enterprise or a stock affairs agency approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of the issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the counting.

Article 13: Each shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder's exercise of voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. Notwithstanding, they are considered to have waived their rights with respect to the extraordinary motions and amendments to original motions of that meeting. Therefore, it is advisable that the Company should avoid the submission of extempore motions and amendments to original proposals.

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

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or a virtual shareholders' meeting, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, within 2 days before the date of the shareholders' meeting. If the notice of retraction is submitted after due date, the voting rights already exercised by correspondence or electronic means shall prevail. If the shareholder exercises the voting rights in writing or by electronic means and appoints a proxy with a proxy form to attend the shareholders' meeting, the voting right exercised by the attending proxy at the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a vote by 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, against and the number of abstentions, shall be entered onto the information filing website designated by the Financial Supervisory Commission.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected and no further voting shall be required.

Those who exercise their voting rights in writing or by electronic means without retracting their declaration of intention and participate in the shareholders' meeting by video conference shall not exercise their voting rights on

the same motions, propose amendment to the same motions, or exercise their voting rights for revised motions, except for extraordinary motions.

Scrutineers and vote counting personnel for the voting on proposals shall be appointed by the chair, provided all scrutineers be shareholders of the Company.

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

When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on motions and elections on the virtual meeting platform before the chair announces the voting session ends, or will be deemed abstained from voting. In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration 2 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.

Article 14: When the shareholders' meeting elects directors, it shall proceed in accordance with the regulations for election of directors established by the Company, and shall announce the results of the election on the spot, including the name list of elected directors and the number of votes with which they were elected and the name list of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 15: Matters relating to the resolutions by a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The preparation and distribution of the minutes of meeting on record may be made by means of a public announcement in an electronic form.

The Company may distribute the meeting minute referred to in the preceding paragraph by means of a public announcement made through the information filing website designated by the Financial Supervisory Commission.

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

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minute as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and minute recorder's name, alternative measures available to shareholders with difficulties in attending the virtual shareholders' meeting and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to force majeure events and how issues are dealt with, shall also be included in the minute.

When convening a virtual shareholders' meeting, in addition to complying with the requirements in the preceding paragraph, the Company shall also specify in the meeting minutes alternative measures available to shareholders with difficulties in attending the virtual shareholders' meeting.

Article 16: On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means and shall make an express disclosure of the same at the place of the shareholders' meeting.

If the shareholders' meeting is convened by video conference, the Company shall upload the above-mentioned materials to the video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them until the end of the meeting. When a shareholders' meeting is convened by video conference, when the chair calls the meeting to order, the total number of voting shares in attendance shall be disclosed on the video conference platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If any resolutions by the shareholders' meeting are material information as stipulated by laws and regulations or Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall upload the content to the information reporting website designated by the FSC prior to the deadline.

- Article 17: Staff handling administrative affairs of a shareholders' meeting shall wear an identification badge.
- The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification badge.
- At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
- When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.
- Article 18: When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
- If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.
- A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
- Article 19: When a shareholders' meeting is convened by video conference, the Company shall immediately disclose the voting results and election results of various motions on the video conference platform in accordance with the regulations and shall continue to disclose for at least 15 minutes after the chair declares the meeting adjourned.
- Article 20: When a shareholders' meeting is convened by video conference, the chair and the minute taker shall be at the same location in Taiwan, and the chair shall disclose the address of the place when calling the meeting to order.
- Article 21: When a shareholders' meeting is convened by video conference, the Company may allow shareholders to perform a simple test of the connection before the meeting commences and provide relevant services immediately before and during the meeting to assist with any technical communication problems.
- In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within next 5 days, in which case Article 182 of the Company Act shall not apply.
- For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders not registering to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
- For a meeting to be postponed or resumed under Paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.
- During a postponed or resumed session of a shareholders' meeting held under Paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or the name list of elected directors/supervisors.
- When postponing or resuming a meeting according to Paragraph 2, the Company shall handle the lead-time work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
- Based on the period under Article 12, second-half paragraph and Article 13, paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies; Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the shareholders' meeting at a date as per paragraph 2. When the Company convenes a shareholder's meeting, supplemented by a video conference, if the video conference cannot continue as under paragraph 2, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance reaches the legal quorum for the shareholder resolution, the shareholders' meeting may continue. There is no need to postpone or resume the meeting in accordance with paragraph 2.
- Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by

shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all motions on meeting agenda of that shareholders' meeting.

Article 22: When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be provided. Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.

Article 23: These Rules and all amendments thereto shall be enforced upon approval by a shareholders' meeting.  
These regulations were enacted on March 30, 2001.  
The 1st amendment was made on February 15, 2007.  
The 2nd amendment was made on June 10, 2011.  
The 3rd amendment was made on June 7, 2012.  
The 4th amendment was made on June 7, 2013.  
The 5th amendment was made on June 20, 2022.  
The 6th amendment was made on May 28, 2024.

# Advanced Wireless Semiconductor Company

## Regulations Governing the Election of Directors and Independent Directors (before amendment)

- Article 1: To ensure a just, fair, and open election of Directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
- Article 2: Unless otherwise provided by laws and regulations or by the Company's articles of incorporation, elections of Directors shall be conducted in accordance with these Regulations.
- Article 3: The selection of the Company's Directors shall take into consideration the overall composition of the Board of Directors. The composition of the Board of Directors shall be determined by considering diversity and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

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

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

- I. Operating judgment
- II. Accounting and financial analysis
- III. Business management
- IV. Crisis management
- V. Industrial Knowledge.
- VI. International market perspective
- VII. Leadership
- VIII. Decision-making

A spousal relationship or a familial relationship within the second degree of kinship may not be present among more than half of the directors of the Company.

- Article 4: The qualifications of independent directors of the Company shall meet the requirements set forth in Articles 2, 3 and 4 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."
- Article 5: Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures specified in Article 192-1 of the Company Act. For the purpose of reviewing the candidates' qualification criteria, education and work experience background and whether there are any circumstances as stated in Article 30 of the Company Act, no other evidential documents of other qualification criteria may be arbitrarily added, and the review results shall be presented to the shareholders for reference, in order to elect suitable directors.

When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a director by-election.

When the number of Independent Directors falls below that required under the provision of Paragraph 1, Article 14-2 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of the Standards for Determining Unsuitability for Taipei Exchange Listing under Article 10, Paragraph 1 of the Taipei Exchange Rules Governing the Review of Securities for Trading on the Taipei Exchange, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the Independent Directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

- Article 6: The election of directors shall adopt a disclosed cumulative voting method. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of

votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates.

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

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

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

Article 10: If the candidate is a shareholder, the voter must fill in the name in the "Candidate" column of the ballot with the candidate's shareholder account name and shareholder account number. If the candidate is not a shareholder, the name and the identification document number of the candidate should be filled in the said column of the ballot. However, when the government or corporate shareholder is a candidate, the title of the government or corporate should be filled in the "Candidate" column of the ballot with the name of its representative stated. If there is more than one representative appointed, the names of their representatives shall be added.

Article 11: An election ballot is invalid under any of the following circumstances:

- I. Ballots prepared by the Board of Directors are not used.
- II. A blank ballot is placed in the ballot box.
- III. The writing is unclear and indecipherable or has been altered.
- IV. The candidate whose name is entered in the ballot is a shareholder and his/her account name and shareholder account number does not conform to the shareholder registry, or the candidate whose name is entered in the ballot is not a shareholder and does not conform to the name and identity document number provided.
- V. Other words or marks are entered in addition to the name of the candidate, shareholder number (or identification document number) and the number of voting rights allotted.
- VI. There is no way to identify the candidate person when the candidate name is the same as other shareholder and the shareholder number or national identification number has not been filled in.

Article 12: The voting rights shall be calculated on-site immediately after the end of the poll; and the results of the calculation for the list of elected directors shall be announced by the chair on site.

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

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 13: The Board of Directors of the Company shall issue notifications to the persons elected as Directors.

Article 14: These regulations are to be announced and implemented after being approved by the shareholders' meeting. The same shall apply to any amendments to these regulations.

These regulations were enacted on March 30, 2001.

The 1st amendment was made on February 10, 2002.

The 2nd amendment was made on June 21, 2006.

The 3rd amendment was made on February 15, 2007.

The 4th amendment was made on May 29, 2008.

The 5th amendment was made on June 7, 2013.

The 6th amendment was made on June 7, 2018.

## Advanced Wireless Semiconductor Company

### Articles of Incorporation (before amendment)

#### Chapter 1. General Provisions

- Article 1: The Company is incorporated under the provisions of the Company Act and is named Advanced Wireless Semiconductor Company.
- Article 2: The Company's business is as follows:  
 I. CC01070 Wireless Communication Mechanical Equipment Manufacturing  
 II. CC01080 Electronics Components Manufacturing  
 (Research, development, production, testing, manufacturing and sales:  
 1. GaAs chip.  
 2. Digital mobile phone power amplifier module.)
- Article 2-1: delete
- Article 3: The Company shall be headquartered in Southern Taiwan Science Park and may establish branch offices, subsidiaries, representative offices or plants domestically and abroad at the approval of the Board and the register for establishment after the approval of the competent authority where necessary. The Company may reinvest in other enterprises for business needs, not subject to the restrictions of Article 13 of the Company Act.
- Article 4: The Company's announcement method is proceeded with in accordance with the Company Act and other relevant laws and regulations.

#### Chapter 2. Shares

- Article 5: The total capital of the Company shall be NTD 5,000,000,000 in 50,000,000 registered shares, at face value of NTD 10 per share, of which NTD 300,000,000 have been reserved for the issuance of employee stock warrants. The Board of Directors is authorized to issue them in installments.
- Article 5-1: If the Company intends to issue employee warrants at a subscription price lower than the market price, such warrants may be issued only after having received a resolution at a shareholders' meeting in accordance with Article 56-1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers."
- Article 5-2: If the Company intends to transfer the repurchased shares of the Company to employees at a lower price than the average price of the shares actually repurchased, the Company shall have the matter resolved at the latest shareholders' meeting in accordance with Article 10-1 of the Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies, and the shares may then be transferred.
- Article 6: The Company may issue shares exempted from the requirements about printing of stock certificates, and shall have the shares kept by a centralized securities depository institution and comply with the institution's requirements.
- Article 7: Shareholders shall have their names and addresses notified to the Company for entry in the register of shareholders, and the specimen seal shall be retained by the Company. For the Company's shareholders processing share transfer, pledge of rights, report of loss, inheritance, gift, and report loss of seal, change or change of address and other stock affairs, unless otherwise specified by laws and regulations and securities regulations, it shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies."
- Article 8: delete
- Article 9: For changes made to the contents of the shareholders' register, the transfer of shares shall be stopped within 60 days before a regular session of the Annual General Meeting of Shareholders, or within 30 days before a special session of the shareholders, or within 5 days prior to the day the Company decides to distribute dividends, bonuses, or other interests. The exercise of the rights is limited to the shareholders who are listed in the Company's shareholder register on the record date.



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

- Article 10: The Company's shareholders' meetings are divided into ordinary shareholders' meetings and extraordinary shareholders' meetings. The Board of Directors shall convene the Annual General Meeting of Shareholders within six months after the close of each fiscal year. Special meetings are convened whenever necessary. Shareholders' meeting notices may be made electronically in accordance with Article 172 of the Company Act.
- Article 10-1: For the Company's shareholders' meeting, the shareholders' meeting may be held by means of video conference or other methods promulgated by the central competent authority.
- Article 11: For the convening of the regular and special meetings of the shareholders, a meeting notice stating the meeting date, venue and reasons for convening must be sent to each of the shareholders at no later than 30 days before the regular session and no later than 15 days before the special session.
- Article 12: Shareholders of the Company have one voting right per share. However, those who are restricted or hold non-voting shares as specified in Article 179 of the Company Act, or directors who have the circumstances specified in Paragraph 2, Article 197-1 of the Company Act shall have their voting rights restricted.
- Article 12-1: When the Company convenes the shareholders' meeting, a shareholder may exercise of his/her voting rights by correspondence or electronic means.
- Article 13: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.
- Article 14: If a shareholder is unable to attend the shareholder meeting in person, a proxy can be appointed to attend the shareholders' meeting in accordance with Articles 177, 177-1, and 177-2 of the Company Act and "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" by completing the Company's proxy form and by specifying the scope of delegated authority.
- Article 15: When the government or a juristic person is the Company's shareholder, its proxy shall not be limited to one person, provided that the voting right that may be exercised shall be calculated on the basis of the total number of shares it holds. When there are more than two representatives, they shall exercise their voting right jointly.  
If a shareholder of the Company holds shares for others, such shareholder may exercise his/her/its voting rights separately.
- Article 16: For a shareholders' meeting convened by the board of directors, the chairman of the meeting shall be appointed in accordance with the provisions of Paragraph 3, Article 208 of this Act; whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.
- Article 17: Matters relating to the resolutions by a shareholders' meeting shall be recorded in the shareholders' meeting minutes. The meeting minutes shall be signed or affixed a seal by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The distribution of the minutes may be effected by means of a public notice. The meeting minutes together with the attendance list and the proxy form shall be kept in the Company's premises.
- Article 17-1: If the Company wishes to revoke the public offering, it shall submit a proposal to the shareholders' meeting for resolution, and this provision will not be changed during the listing period.

### **Chapter 4. Board of Directors**

- Article 18: The Company shall have 7 to 10 Directors. The candidate nomination system shall be adopted for the Company. The directors shall be elected by the Shareholders' Meeting from the director candidate list. The term of office of the Directors is three years and is eligible for re-election. There shall be more than half of the seats among the Directors, and no spouse or relatives in two degrees of kinship is allowed. The Company may purchase the directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship. Among the directors of the Company referred to above, there must be no less than two independent directors and no less than one fifth of the total number of directors as

independent directors.

The professional qualifications, shareholding, restrictions on positions held concurrently, nomination, election methods, and other matters to be followed for independent directors are in accordance with the relevant regulations of the competent securities authority.

The election of directors shall adopt a disclosed cumulative voting method. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. If it is necessary to revise such election method, such election method shall be processed in accordance with Article 172 of the Company Act, and the comparison table of such election method shall be specified in the reason of the meeting in the meeting notice.

Article 19: The Board of Directors shall be composed of the Directors. The meeting shall be convened once every quarter. The Board of Directors may be convened by written method, e-mail or fax. The functions and powers are as follows:

1. Preparation of business plan.
2. Propose motions for allocating retained earnings or offsetting losses.
3. Proposal of capital increase or decrease.
4. Approved important rules and agreements.
5. Appointment and dismissal of the Company's managerial officers.
6. Approval of budget and settlement of accounts.
7. Acquiring, transferring, and conferring know-how and patent rights, and approving and revising technology cooperation contracts.
8. Review of investments made by related businesses.
9. Other powers and authorities as determined by the Company Act or the Shareholders' Meeting.

Article 19-1: The Company may compensate the chairman and directors, regardless of whether the Company is operating at a profit or loss, when they are performing duties. The Board of Directors is authorized to determine the remuneration based on the extent of their involvement in and the value of their contribution to the operations of the Company and in consideration of industry standard.

Article 20: At the Board of Directors meeting, attended by more than two-thirds of the Directors and with the consent of a majority of the Directors present, a person shall be elected from among themselves as the Chairman of the Board. The chairman performs all of the Company's businesses in accordance to the laws and regulations, charters, resolutions of shareholders' and board meetings. When the Chairman is on leave or unable to exercise the powers for any reason, the Chairman shall appoint one director to act as chair. Where the Chairman does not make such a designation, the directors shall elect a chair from among themselves. A vice chairman may be appointed where necessary.

Article 21: If a director is unable to attend the meeting for any reason, they may entrust another director to attend by proxy according to laws; however, each director shall act as a proxy for only one director.

Article 22: The essentials of the proceedings and the result of the discussions shall be recorded in the meeting minutes. The meeting minutes shall be kept with the attendance book and the proxy form for custody in the Company. The essentials of the proceedings and the result of the discussions shall be recorded in the meeting minutes. The meeting minutes shall be kept with the attendance book and the proxy form for custody in the Company.

## **Chapter 5. Audit Committee**

Article 23: The Company appoints an Audit Committee in accordance with the Securities and Exchange Act, consisting entirely of independent directors.

Article 24: The composition, powers and authorities, rules of procedure for meetings and other compliance matters of the Audit Committee of the Company are handled in accordance with the relevant regulations of the securities competent authority.  
From the date of the Auditing Committee's establishment, the powers that shall be exercised by the supervisors according to the Company Act, Securities and Exchange Act, and other laws and regulations shall apply mutatis mutandis to the Auditing Committee.

## **Chapter VI - Managerial Officers**

- Article 25: The Company's managerial officers are appointed in accordance with the Articles of Incorporation.
- Article 26: The appointment and discharge of the president shall be at the proposal of the chairman and then resolved by the Board of Directors. The appointment and discharge of other managerial officers shall be at the proposal of the president and resolved by the Board of Directors.
- Article 27: delete

## **Chapter 7 Accounting**

- Article 28: The Company's earnings distribution or deficit compensation shall be made at the end of the fiscal year.
- Article 28-1: The proposal of the Company's surplus earning distribution or loss off-setting for the fiscal year, together with the business report and financial statements, shall be forwarded to the Audit Committee for their auditing, and afterwards be submitted to the board of directors for approval.  
When distributing earnings of the previous paragraph in the form of cash, the Board is authorized to distribute the dividends or bonuses in whole or in part by cash with the resolution supported by a majority of the attending directors at the board meeting attended by more than two-thirds of the directors in accordance with Article 240, Paragraph 5 of the Company Act. The matter is to be reported to the shareholders' meeting. When the earnings distribution is in the form of new shares, the distribution can only be proceeded with after it is resolved at the shareholders meeting.
- Article 28-2: The Company adopts the calendar year as its accounting fiscal year and starts on January 1 each year and ends on December 31 in the same year. After final settlement each fiscal year, the Company prepares the following financial statements, which are reviewed by the Board and submitted to the shareholders' meeting for ratification according to legal procedures:
1. Business report.
  2. Financial statements.
  3. Proposal for the distribution of earnings and for making up losses.
- Article 29: If the Company is profitable in the year, it should allocate 5-10% as employees' remuneration. The Board of Directors decides to distribute the remuneration in stock or cash. The subject of the distribution includes the employees of the subordinate company who meet certain conditions. If the Company makes a profit with the above amount, the Board of Directors decides to allocate up to 2% as its directors' remuneration. The distribution proposal of remuneration of employees and directors should be submitted and reported to the shareholders' meeting.  
However, when the Company still has a cumulative deficit, it shall reserve an amount to compensate the deficit in advance and then allocate the employee remuneration and directors' remuneration at the percentage specified in the preceding paragraph.  
The Company's settlement each year, where there is a surplus, must first be set aside to pay the taxes, make up for the accumulated losses, and 10% of the remaining balance must be recorded as provision of legal reserve, with exception to legal reserve already at an amount equals to the Company's total paid-in capital; and then make provision of special reserves in accordance with other laws and regulations. The remainder, plus the accumulated undistributed earnings of the previous year, is the accumulated distributable earnings. The Board of Directors proposes a motion for earnings distribution and submits it to the shareholders' meeting for distribution or retention.  
In order to balance dividends and financial planning, and to evaluate the effect of stock dividend distribution on future dilution of earnings per share, the Company maintains a stable dividend distribution without excessive dilution of earnings per share, of which the cash dividend shall not be less than 10% of the total dividends. The remainder shall be paid in stock dividends.

## **Chapter 8. Supplementary Provisions**

- Article 30: The Company's Board of Directors is authorized to formulate the Articles of Incorporation and by-laws.
- Article 31: Any matters that are not properly addressed in these Articles of Incorporation shall be handled

Article 32: in accordance with the Company Act and other applicable laws and regulations.  
delete

Article 33: The Company's Articles of Incorporation was dated November 3, 1998.  
The 1st amendment was made on April 28, 2000.  
The 2nd amendment was made on March 30, 2001.  
The 3rd amendment was made on May 16, 2002.  
The 4th amendment was made on June 21, 2006.  
The 5th amendment was made on February 15, 2007.  
The 6th amendment was made on May 29, 2008.  
The 7th amendment was made on June 18, 2009.  
The 8th amendment was made on October 13, 2009.  
The 9th amendment was made on June 15, 2010.  
The 10th amendment was made on June 10, 2011.  
The 11th amendment was made on June 7, 2012.  
The 12th amendment was made on June 7, 2013.  
The 13th amendment was made on June 7, 2016.  
The 14th amendment was made on June 7, 2018.  
The 15th amendment was made on June 6, 2019.  
The 16th amendment was made on June 10, 2020.  
The 17th amendment was made on June 20, 2022.

Advanced Wireless Semiconductor Company

Responsible person: You-Min Chi

**Advanced Wireless Semiconductor Company**  
**Shareholding of Directors**

Title	Name	Number of shares held as of the register closure date	Percentage to the total number of shares issued
Chairman	You-Min Chi	4,107,909	2.09 %
Director	Sino-American Silicon Products Inc. Representative: Hsiu-Lan Hsu	55,923,000	28.46%
Director	Kuo-Chun Huang	116,747	0.06 %
Director	Sino-American Silicon Products Inc. Representative: Tang-Liang Yao	55,923,000	28.46 %
Director	Sino-American Silicon Products Inc. Representative: Cheng-Chien Chen	55,923,000	28.46%
Director	Wen-Huei Tsai	2,588,849	1.31 %
Independent Director	Chung-Hsien Liu	0	0.00%
Independent Director	Kune-Muh Tsai	0	0.00%
Independent Director	Chi-Hsiung Cheng	0	0.00%
Independent Director	Chien-Yung Ma	0	0.00%

Note:

1. Pursuant to Article 26 of the Securities and Exchange Act, the total number of shares held by all Directors of the Company shall not be less than 7.5% of the total number of issued shares of the Company.
2. Pursuant to Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies,” “if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 20 percent.”
3. Minimum number of shares to be held by all directors of the Company shall be 11,790,967 shares. As of the date of publication of the annual report, the Company’s directors hold 62,736,505 shares in total, accounting for 31.92% of the total number of issued shares.
4. The Company has already established an Audit Committee and there is no supervisor applicable to the legal requirement of shareholding.