Code: 2314

Microelectronics Technology Inc.

2025 Annual Shareholders’ Meeting

Meeting Handbook

(Translation)

June 18, 2025

Venue: No. 1, Innovation Road II, Hsinchu Science Park, Hsinchu City

Method of Meeting: Physical Shareholders' Meeting

Disclaimer: This is a translation of the handbook for the annual shareholders’ meeting of MTI and is intended solely for reference. MTI hereby disclaims any and all liabilities whatsoever for the translation. In the event of discrepancies, the Chinese version shall prevail.

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Microelectronics Technology Inc.
The Meeting Process and Agenda for the 2025 Annual Shareholders' Meeting

Time: 9:00 a.m., June 18, 2025 (Wednesday)
Venue: Microelectronics Technology Inc., No. 1, Innovation Road II, Hsinchu Science Park, Hsinchu City, Taiwan R.O.C.
Held by means of: Physical shareholders' meeting

1. Call meeting to order

2. Chairperson Remarks

3. Report Items
   (1) 2024 business report
   (2) 2024 Audit Committee's review report
   (3) Status of Business Improvement Plan Report
   (4) 2024 Directors' remuneration
   (5) The Accumulated Deficit Aggregates to Half of MTI's Paid-in Capital
   (6) Report on the status of the company's private placement of securities

4. Ratification Items
   1. 2024 business report and financial statements
   2. The proposal of the 2024 mark-up losses

5. Discussion Items
   1. The amendment of the company's Articles of Incorporation
   2. The capital reduction for financial restructuring and deficit elimination
   3. The Supplementary Explanation on the Issuance of Domestic Private Placement Convertible Bonds Approved by MTI's 2025 First Extraordinary Shareholders' Meeting
   4. The proposal of issuing new ordinary shares and/or domestic unsecured convertible bonds by way of private placement

6. Election item
   1. The election of directors

Voting by Poll

7. Other Motion
   1. The suspension of non-competition restrictions on the newly elected Directors and their representatives

8. Impromptu Motions

9. Adjourned

Report Items

Subject 1: 2024 Business Report
Explanation: 2024 Business Report is attached on page 10~11, Attachment 1.

Subject 2: 2024 Audit Committee's Review Report
Explanation: 2024 Audit Committee's Review Report is attached on page 12, Attachment 2.

Subject 3: Status of Business Improvement Plan Report
Explanation: Status of Business Improvement Plan Report is attached on page 13, Attachment 3.

Subject 4: 2024 Directors' Remuneration

1. Explanation: The fixed remuneration to the Directors is according to the Article 16 of Articles of Incorporation of the Company, the remuneration to the Directors may be submitted to the board of directors, which is expressly authorized to resolve the matter and shall take into account the general pay levels in the industry.
   According to the Article 25 of Articles of Incorporation of the Company, the Board shall determine the appropriation of no more than 1% of the earnings of the Company as remuneration to the Directors depending on the profit status of the year.
   According to the Article 9 of "Procedures for Performance Evaluation of Board of Directors Meeting", the Company shall base its election on the evaluation results of the performance of the board and shall base its determination of an individual director's remuneration on the evaluation results of his or her performance.
   Evaluation methods including: Participation in the operation of the company, Improvement of the quality of the board of directors' decision making, Election and continuing education of the directors etc.
2. 2024 Remuneration to the Directors Report is attached on page 14, Attachment 4.

Subject 5: The Accumulated Deficit Aggregates to Half of MTI's Paid-in Capital
Explanation: (I) In compliance with Article 211 of the Company Act, "In case the loss incurred by a company aggregates to half of its paid-in capital, the board of directors shall convene and make a report to the most recent meeting of shareholders."
(II) The Company's cumulative losses on the audited financial statements for the third quarter of 2024 were NT$2,769,314 thousand, which exceeded one half of the paid-in capital. This was reported to the special shareholders' meeting as required by laws.

Subject 6: Report on the status of the company's private placement of securities
Explanation: (I) The First Domestic Private Placement of Unsecured Corporate Bonds in 2024:
MTI originally obtained the Board of Directors' resolution on November 11, 2024, to issue NT$250 million of Domestic Privately Placed Unsecured Corporate Bonds, which were to be subscribed by Foxconn Technology Co., Ltd. (hereinafter referred to as "FTC"). Due to changes in both objective and subjective circumstances, FTC has requested MTI to provide collateral. As such, it is proposed to amend the issuance from Domestic Privately Placed Unsecured Corporate Bonds to Domestic Privately Placed Secured Corporate Bonds. The collateral shall be limited to Taicom shares and other company

assets with a total value of less than NT$250 million.

(II) The Private Placement of Common Shares through Capital Increase in 2024:

The Company's private placement of common shares through capital increase was approved at the annual shareholders' meeting on June 13, 2024. Considering the imminent expiration of the private placement period, the Board of Directors resolved on May 7, 2025, not to proceed with the offering within the remaining validity period.

(III)The 2025 Private Placement of Unsecured Convertible Bonds:

The Company's private placement of unsecured convertible corporate bonds, as approved in the first extraordinary shareholders' meeting on January 8, 2025, has not yet been executed as of the date of this report.

Ratification Items

Subject 1: The 2024 business report and financial statements (Proposed by the Board of Directors)

Explanation: (1) MTI's 2024 financial statements, including the balance sheets, statements of comprehensive income, statements of changes in equity, and statements of cash flows, were audited by the certificated public accountants, Ms. Tina Cheng and Ms. Chien-Yu Liu from PwC.

(2) The 2024 business report, auditors' report and the aforementioned financial statements are attached on to page 10~11 and 15~40, Attachment 1 and 5&6.

Subject 2: The proposal of the 2024 mark-up losses (Proposed by the Board of Directors)

Explanation: (1)MTI's net loss after tax of 2024 fiscal year was NT$1,146,172,059. The mark-up losses proposal is provided as below:

Unit: NTD

Item	Amount
Accumulated losses of previous years	(1,636,605,687)
Plus Less: Net loss of 2024 : Re-measurement of defined benefit obligation	 (1,146,172,059) 13,463,990
Deficit yet to be compensated, end of period	(2,769,313,756)

(2) The subject has been approved by the BoD on March 12, 2025.

Discussion Items

Subject 1: The amendment of the companys Articles of Incorporation (Proposed by the Board of Directors)
Explanation:

Ⅰ. In accordance with the Financial Supervisory Commission Order No. 1130385442, issued on November 8, 2024, publicly listed and over-the-counter (OTC) traded companies that specify in their Articles of Incorporation a designated percentage of annual earnings for salary adjustments or remuneration distribution to base-level employees must amend their Articles of Incorporation in compliance with Article 14, Paragraph 6 of the Securities and Exchange Act no later than the 2025 Shareholders' Meeting.".

Ⅱ. The comparison table for the company's Articles of Incorporation before and after revision is attached on page 41, Attachment 7.

Resolutions:

Subject 2: The capital reduction for financial restructuring and deficit elimination (Proposed by the Board of Directors)
Explanation:

I. As of December 31, 2024, the Company's accumulated losses amounted to NT$2,769,313,756. To strengthen the Company's financial structure, it is proposed that the Company reduce its capital to offset accumulated losses in accordance with Article 168 of the Company Act.

II. The Company's paid-in capital currently amounts to NT$2,520,283,200, with a total of 252,028,320 issued shares. It is proposed to reduce capital by NT$1,459,018,980 by cancelling 145,901,898 issued common shares with a par value of NT$10 per share. The cancellation ratio is 57.891073%, resulting in a share conversion ratio of 42.108927%, i.e., approximately 421.08927 shares will be issued for every 1,000 shares held. After the capital reduction, the paid-in capital will be NT$1,061,264,220, with a total of 106,126,422 shares issued at a par value of NT$10 per share.

III. Shareholding of less than one share after the capital reduction shall be paid in cash. Shareholders may register for the consolidation of fractional shares with the Company's shareholder services agent starting from five business days before the share transfer suspension date until one day before the suspension date. Any fractional shares that remain uncombined or are still less than one full share after consolidation shall be paid in cash based on par value, rounded down to the nearest dollar; amounts less than one dollar will be disregarded. The Chairman is authorized to arrange for specific persons to purchase such fractional shares at par value. (Proceeds from the sale of fractional shares may be used to offset dematerialization or centralized depository fees.)

IV. The new shares issued after the capital reduction will be in dematerialized form and shall have the same rights and obligations as the original shares. Following approval by the shareholders' meeting and the competent authority, the Chairman is authorized to set the record date of capital reduction, determine the share exchange plan, and handle all other matters related to the capital reduction.

V. In the event of changes to the Company's capital that affect the number of outstanding shares and require adjustment of the capital reduction ratio, or if changes are necessary due to amendments to applicable laws, regulatory revisions, or objective environmental factors, it is proposed that the Chairman be fully authorized to handle such matters as approved by the shareholders' meeting.

Resolutions:

Subject 3: The Supplementary Explanation on the Issuance of Domestic Private Placement Convertible Bonds Approved by MTI's 2025 First Extraordinary Shareholders' Meeting (Proposed by the Board of Directors)
Explanation:

Ⅰ. MTI had previously resolved at the 2025 First Extraordinary Shareholders' Meeting to issue Domestic Private Placement Convertible Bonds. However, due to recent fluctuations in MTI's share price in the centralized trading market, it is possible that the future conversion price may fall below par value. In accordance with Article 43-6 of the Securities and Exchange Act and the "Matters for Attention in the Private Placement of Securities by Public Companies," the following supplementary explanations are provided:

II. Basis and Reasonableness of the Private Placement Pricing and Its Impact on Shareholders' Rights:

1.(a)The simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection with capital reduction.

(b)The simple arithmetical average closing price of the ordinary shares of the Company for thirty trading days prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of shares cancelled in connection with capital reduction

The higher of the two calculated prices will be selected, with the final price set at no less than 70% of the reference price (rounded to the nearest 10 cents in NTD)

2. The issue price of the Company's domestic privately placed unsecured convertible bonds is intended to be no less than 75% of the theoretical price. The pricing of this private placement takes into account the relevant industry experience of the subscribers and their affiliated groups, which can help improve the Company's operational performance. Additionally, the transfer of privately placed securities is subject to strict limitations on timing, target parties, and quantity, with no listing or trading allowed within three years, resulting in lower liquidity. Furthermore, the company engaged CPA Wu Yu-Chi of Jiann-Tuoh & Co., C.P.A. to provide an opinion on the basis and reasonableness of the pricing for this private placement of convertible bonds, affirming that the pricing is reasonable.

3. The actual pricing date of this privately placed convertible bond and the actual private placement price are proposed to be authorized by the ESM within the range of the resolutions passed by the ESM (hereinafter referred to as the "ESM") . The Board of Directors will be authorized to decide based on subsequent discussions with specific parties and market conditions.

4. The common shares convertible from this private placement convertible bond shall have the same rights and obligations as the common shares already issued by the Company. The transfer of these shares will be subject to the restrictions under Article 43-8 of the Securities and Exchange Act. Furthermore, after the privately placed shares are delivered upon conversion of the Company's bonds, it is proposed that the ESM authorize the Board of Directors to decide, depending on the circumstances at that time, to apply to the competent authorities for the supplementary public offering and application for listing and trading.

5.Reasonableness of the Conversion Price Being Below Par Value:

According to current regulations and the above pricing methods, it is possible that the conversion price may fall below par value. However, privately placed securities may only be transferred as permitted under Article 43-8 of the Securities and Exchange Act, and are not freely transferable within three years. The Company's pricing basis complies with the "Matters for Attention in the Private Placement of Securities by Public Companies," and there is no material adverse effect on shareholders' rights and interests. Thus, it is considered reasonable.

6.Impact of Conversion Price Being Below Par Value on Shareholders' Rights:

If the conversion price falls below par value and results in an increase in accumulated losses, such losses will be addressed in accordance with future operational conditions of the Company, including potential capital reduction or other means of offsetting the losses.

Resolutions:

Subject 4: The proposal of issuing new ordinary shares and/or domestic unsecured convertible bonds by way of private placement (Proposed by the Board of Directors)

Explanation:

I. To support the Company's future long-term development and working capital requirements, it is proposed to conduct a private placement pursuant to Article 43-6 of the Securities and Exchange Act, with an aggregate issuance amount not exceeding 100,000,000 shares. The Company may select either or both methods: private placement of ordinary shares and/or issuance of domestic private placement unsecured convertible bonds, with the total principal amount not exceeding NT$700 million. It is further proposed that the shareholders' meeting authorize the Board of Directors to determine, in accordance with market conditions and the Company's operational needs, the actual implementation within one year from the date of the shareholders' meeting resolution, in multiple tranches (not exceeding six). For details, is attached on page 42~43, Attachment 8

II. The main content of the proposed private placement of ordinary shares and domestic unsecured convertible bonds, aside from the pricing discount ratio, including the actual issuance conditions, conversion methods, issue price, actual conversion price per share, number of issued shares, total fundraising amount, project items, fund utilization schedule, expected benefits, and other matters not yet specified, is proposed to be authorized to the Board of Directors to adjust, set, and handle within the scope authorized by the shareholders' meeting based on market conditions. In the future, if amendments are necessary due to regulatory revisions, operational assessments, or objective environmental changes, it is proposed that the Board be fully authorized to handle such matters.

III. The relevant information and the *Opinion and Assessment of the Securities Underwriter on the Necessity and Reasonableness of the Private Placement* is attached on page 44~54, Attachment 9.

IV. To cooperate with the execution of the private placement plan, it is proposed to authorize the Chairman or his designated representative to sign, negotiate, modify, and handle all relevant contracts and documents, and to undertake all necessary matters related to the private placement plan on behalf of the Company.

Resolutions:

Directors Election

Subject 1: Elect new directors of the Company (Proposed by the Board of Directors)

Explanation: (1) The tenure of the directors of the 17th term expired on June 13th, 2025. New directors shall be elected at this Annual Shareholders' Meeting.

(2) According to the Company's Articles of Incorporation, seven Directors (including four Independent Directors) shall be elected through the candidate nomination system. The term of office for the newly elected Directors shall be three years, commencing from June 18, 2025 and ending on June 17, 2028. The term of office for the 17th Board of Directors shall expire upon the conclusion of this Annual Shareholders' Meeting.

(3) The list of director candidates is attached on page 55, Attachment 10.

Election Result:

Other Motion

Subject 1: To lift the restrictions on non-competition for the newly elected Directors and their representatives (Proposed by the Board of Directors)

Explanation: (1) In according to Article 209 of the "Company Act", a director who does anything for himself/herself or on behalf of another person that is within the scopes of the company's business shall explain the essential contents of such an act to the shareholders' meeting and secure its approval.

(2) If the directors of the Company actually does anything for themselves or on behalf of another person within the scope of the Company's business, it is proposed to release the non-competition restriction on the directors and their representatives at the annual shareholders' meeting, and waiver of the right to disgorgement against them for such competitive acts.

(3) Please refer to the table below for the list of the release of non-competition restrictions on the newly elected directors.

<table>
<tr><th>Name</th><th colspan="2">Company Name and Current Position</th></tr>
<tr><td rowspan="6">Mr. Chi-Chia Hsieh</td><td>Innolux Corporation</td><td>Independent Director</td></tr>
<tr><td>Kopin Corp.</td><td>Director</td></tr>
<tr><td>Bright LED Electronics Corp</td><td>Director</td></tr>
<tr><td>Henan Bright Crystal Company Limited</td><td>Director</td></tr>
<tr><td>Bright Crystal Company Limited</td><td>Director</td></tr>
<tr><td>KoBrite Corp.</td><td>Director</td></tr>
<tr><td>Mr. Kuo-Chiang Young</td><td>Quanke Green Energy Co., Ltd.</td><td>Director</td></tr>
</table>

Resolution:

Impromptu Motions

Meeting Adjourned

Attachment 1

Microelectronics Technology Inc.

2024 Business Report

Dear Shareholders,

We sincerely appreciate your great support for MTI over the past year. We hereby provide a report on the 2024 operational outcome and the 2025 future outlook of the Company for your review and consideration.

Financial Performance and Operational Outcomes

2024 was a highly challenging year for the Company, as revenue was impacted by lower-than-expected shipments from major customers. In response, we implemented various adjustments, including operational transformation, cost reduction measures, the introduction of new products, and enhancements in R&D capabilities.

The overall financial performance is summarized as follows: In 2024, the Company's consolidated revenue reached NT$1.67 billion. The consolidated net loss after tax was NT$1.15 billion, with a loss per share of NT$4.55. To ensure sufficient working capital, the Company issued NT$250 million in privately placed corporate bonds. Additionally, our financial transactions with banking institutions have remained stable and fully compliant with contractual terms.

Business, Development, and Operational Focuses

Regarding business, MTI has made significant progress in the phased array antenna product for Ka-band satellite payloads. MTI has successfully secured a contract from Taiwan Space Agency (TASA) for the "RF Chain and Phase Array Antenna Development and Implementation Project."

Furthermore, in driving innovation in Open Radio Access Network (Open RAN), MTI received nearly US$ 35 million in funding from the U.S. National Telecommunications and Information Administration (NTIA) under the NOFO2 (Notice of Funding Opportunity) program. This enables us to expand collaboration opportunities with existing customers and establish long-term strategic partnerships, creating a win-win strategy.

As we move into 2025, macroeconomic and geopolitical uncertainties persist. However, the growing importance of wireless and satellite communications continues to elevate the industry's value within the global supply chain. Over the past years, MTI has invested extensively in R&D teams in the United States and Denmark, leading to the development of high-power single-band and multi-band Radio Units (RU). Additionally, our small cell solutions extend core networks to densely populated urban areas, reinforcing our position in the industry.

ESG & Governance

MTI has established the ESG Committee, led by the CEO, to promote corporate governance, environmental sustainability, supply chain responsibility, technological innovation, and social responsibility. From the perspective of sustainable development, the Company identifies key management issues, formulates strategies, conducts greenhouse gas inventory assessments, and reports to the Board of Directors.

In terms of corporate governance, MTI continues to achieve outstanding performance. In the 10th Corporate Governance Evaluation, MTI ranked in the top 6%–10% among listed companies with a market capitalization between NT$5 billion and NT$10 billion. The Company remains committed to enhancing governance transparency and rigor, earning recognition from professional institutions.

Outlook

MTI has 40 years of RF expertise in professional design and manufacturing. The Company will hold itself to rigorous standards of corporate governance and adhere to our core values of Integrity, Commitment, Innovation, and Customer Trust, while pursuing a sustainable future.

We anticipate the future and are even more firmly committed to earning good returns for our shareholders in the years to come.

Wishing you all health and prosperity!

Chairman	Chi-Chia Hsieh
President	Eugene Wu
Accounting Officer	Cheryl Liu

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements, and proposal for the losses covering. The CPAs, Tina Cheng and Chien-Yu Liu of PricewaterhouseCoopers have audited the Financial Statements and issued an audit report. The Business Report, Financial Statements, and mark-up losses proposal have been reviewed by the Audit Committee and no irregularities were found. We hereby report as above according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. We hereby submit this report.

To Microelectronics Technology Inc. 2025 Annual Shareholders' Meeting

Microelectronics Technology Inc.

Chairman of Audit Committee: Yun Lin

March 12, 2025

Attachment 3

Business Improvement Plan

I. 2024 Operating results

In 2024, the Company faced significant challenges, as revenue was impacted by the shipment delays of our two major customers. To address these challenges, we made adjustments in each aspect, including operational transformation, cost reductions, the introduction of new products, and securing external funding.. the Company's 2024 consolidated sales revenue was NT$1.67 billion, the consolidated net loss was NT$1.15 million, and the net loss per share was NT$4.55.

II. Operating target and plan

As global telecom operators continue to invest in 5G, 5G base stations account for up to 40% of overall capital expenditures, and the cost of 5G deployment is at least 1.5 times higher than that of 4G. This cost pressure has incentivized telecom operators to adopt an open network architecture (O-RAN) to optimize efficiency and reduce expenses.

In 2024, MTI achieved initial success in O-RAN 5G operations, forming a long-term strategic partnership with EchoStar Corporation to drive innovation in Open RAN development. Additionally, MTI secured nearly US$35 million in funding from the U.S. National Telecommunications and Information Administration (NTIA) to advance open and interoperable wireless networks. Through the Open RAN Center for Integration and Deployment (ORCID), MTI will conduct testing and validation of its hardware and software solutions—including the radio unit (RU), distributed unit (DU), and centralized unit (CU)—on EchoStar's Boost Mobile network, which serves as a fully commercial-grade Open RAN network.

The development of low-earth orbit (LEO) satellite user terminal equipment is another key focus area for the company. With increasing global attention on space technology, Taiwans progress in the satellite sector is gaining recognition. The domestically developed LEO communication satellite marks a significant step toward building Taiwans space industry. In 2024, MTIs Ka -band satellite payload phased array antenna product won the National Space Organization (TASA) contract for the "RF Chain and Phase Array Antenna Architecture and Implementation Development Project." Through this collaboration with TASA, MTI aims to further enhance Taiwans technological competitiveness in the space industry and provide cutting-edge solutions to the international market.

III. Implement measure

To ensure the effective execution of its business plan, MTI has implemented the following operational adjustments starting in the second half of 2024:

(1) Business Transformation: Strengthening product applications—With the global proliferation of mobile phone sales, demand for communication capabilities continues to rise. The need for satellite communication functions integrated into mobile devices is increasing, and MTI is actively working with customers to develop solutions that align with this global demand.

(2) Cost Optimization: To achieve profitability, MTI is implementing cost-saving measures, including personnel expense control, operational cost reductions, office rental optimization, and the sale of idle equipment and materials, aiming to accelerate the transition to profitability.

(3) Enhancing Financial Structure: To strengthen its financial position, the company's shareholders have approved a private placement of common shares and convertible bonds. This initiative will not only inject additional working capital into the company but also improve its net asset value.

To ensure the progress and success of these operational initiatives, the above strategic focus areas will be incorporated into MTI's 2025 annual business plan, with quarterly progress reviews and timely implementation of improvement measures to achieve its operational goals

Attachment 4

The 2024 Remuneration to the Directors Report

2024.12.31
Unit: NT$ Thousands

Title	Name	Director Fee								The sum of A + B + C + D in proportion to net income(%)		Remuneration in the capacity as employees								The sum of A + B + C + D + E + F + G in proportion to net income(%)		Remuneration from investee companies other than the subsidiaries
		Remuneration (A)		Pension and severance payment (B)		Director fee (C)		Professional subsidy (D)				Salaries, bonus, and special allowance(E)		Pension and severance payment (F) (Note 1)		Remuneration to employees (G)						
		From MTI	All companies included in the financial statements	From MTI	All companies included in the financial statements	From MTI	All companies included in the financial statements	From MTI	All companies included in the financial statements	From MTI	All companies included in the financial statements	From MTI	All companies included in the financial statements	From MTI	All companies included in the financial statements	From MTI		All companies included in the financial statements		From MTI	All companies included in the financial statements	
																Cash	Stocks	Cash	Stocks			
Director	Chi Hsieh	-	-	-	-	-	-	-	-	-	-	4,347	4,347	-	-	-	-	-	-	4,347 (0.38)%	4,347 (0.38)%	None
Director	Eugene Wu	-	-	-	-	-	-	-	-	-	-	4,368	4,368	191	191	-	-	-	-	4,537 (0.40)%	4,537 (0.40)%	None
Director	Gwong-Yih Lee (Note 2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	None
Director	Maxon Huang (Note 2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	None
Independent Director	Yun Lin	574	574	-	-	-	-	-	-	574 (0.05)%	574 (0.05)%	-	-	-	-	-	-	-	-	574 (0.05)%	574 (0.05)%	None
Independent Director	Golub Drakulovic	1,285	1,285	-	-	-	-	-	-	1,285 (0.11)%	1,285 (0.11)%	-	-	-	-	-	-	-	-	1,285 (0.11)%	1,285 (0.11)%	None
Independent Director	Jong Wang	450	450	-	-	-	-	-	-	450 (0.04)%	450 (0.04)%	-	-	-	-	-	-	-	-	450 (0.04)%	450 (0.04)%	None

1) According to the Articles of Incorporation of the Company, the remuneration to the Independent Directors may be submitted to the board of directors, which is expressly authorized to resolve the matter and shall take into account the general pay levels in the industry. In addition, the Company shall base its determination of an individual directors remuneration on the evaluation results of his or her performance. The Board shall determine the appropriation of no more than 1% of the earnings of the Company as remuneration to the Directors depending on the profit status of the year.
2) Other than disclosure in the above table, Directors remunerations earned by providing services for all of the companies listed in the financial reports (e.g. providing consulting services as a non-employee): None.

Note 1: The pension for retirement covers the old and new systems of retirement.
Note 2: CyberTAN, a corporate director, holding two seats as regular directors on the Board, was dismissed due to the transfer of its shares more than one half of the amount held when being elected.

Attachment 5

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of MICROELECTRONICS TECHNOLOGY, INC.

Opinion

We have audited the accompanying consolidated balance sheets of Microelectronics Technology Inc. and subsidiaries (the "Group") as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for 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 Group's 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2024 consolidated financial statements are stated as follows:

Intangible assets - assessment of goodwill impairment

Description

As of December 31, 2024, goodwill amounted to NT$285,914 thousand. The group estimates recoverable amount utilizing the future cash flows of goodwill's cash generating unit and appropriate discount rates in order to determine whether goodwill is impaired. Please refer to Notes 4(17), 5(2) and 6(10) for details. The estimation of future cash flows involves various assumptions, which may have significant effects on the estimation of recoverable amount. Thus, it has been identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Interviewed with management in order to obtain an understanding of the procedures in relation to identifying cash-generating units and estimating the future cash flows. Assessed the valuation model has been properly adopted.
2. Interviewed with management in order to obtain an understanding of development plans and schedules of the projects. Compared the financial forecast for the future cash flows are in agreement with the budget of the Group.
3. Assessed the key assumption that management used to estimate future cash flows, including operating revenue growth rate and gross margin, and compared with historical data, economic and industry forecast. Evaluated the parameters used in determining the discount rate, including the risk-free rate of return that was used to calculate cost of equity, industry's risk coefficient and long-term market return.

Allowance for inventory valuation losses

Description

As of December 31, 2024, the balances of inventories and allowance for inventory valuation losses amounted to NT$1,580,758 thousand and NT$277,256 thousand, respectively. Please refer to Notes 4(13), 5(2) and 6(6) for details. Since inventory is material to the financial statements and the determination of net realisable value of the obsolete inventory involves management's subjective judgement, therefore, we determined valuation of inventories that are over a certain age and individually identified as obsolete or slow-moving as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Obtained an understanding of management policies on obsolete or slow-moving inventories, and verified the reasonableness of determining the obsolescence of inventory.
2. Tested the movements of inventories, and sampled individual inventory item numbers to check whether the classification of inventory aging is correct.
3. For obsolete or slow-moving inventories, sampled individual inventory item numbers to check progress of inventory clearance and evaluated the reasonableness of determining the allowance for inventory valuation losses.

Other matter

In Note 12(4) of the consolidated financial statements, as of December 31, 2024, MICROELECTRONICS TECHNOLOGY, INC. had an accumulated deficit of NT$2,769,313 thousand, which exceeds half of the paid-in capital. Additionally, the debt ratio and current ratio were 79% and 91%, respectively. MICROELECTRONICS TECHNOLOGY, INC. has presented a improvement plan for future operations.

We have audited and expressed an unmodified opinion on the parent company only financial statements of Microelectronics Technology Inc. as at and for the years ended December 31, 2024 and 2023.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting

Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors’ responsibilities for the audit of the consolidated financial statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year 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.

MICROELECTRONICS TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2024 AMOUNT	%	December 31, 2023 AMOUNT	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 587,755	15	$ 978,354	18
1110	Financial assets at fair value through profit or loss - current	6(2)	-	-	14,707	-
1136	Financial assets at amortised cost - current	6(4) and 8	15,318	-	32,215	1
1150	Notes receivable	6(5)	9,914	-	378	-
1170	Accounts receivable, net	6(5)	186,507	5	652,453	12
1180	Accounts receivable - related parties	6(5) and 7	22,736	1	22,759	-
1200	Other receivables		6,966	-	12,212	-
1210	Other receivables - related parties	7	405	-	399	-
130X	Inventories	6(6)	1,303,502	33	1,764,515	32
1410	Prepayments		50,540	1	51,801	1
11XX	**Total current assets**		2,183,643	55	3,529,793	64
	Non-current assets					
1510	Financial assets at fair value through profit or loss-non-current	6(2)	105,173	3	97,540	2
1517	Financial assets at fair value through other comprehensive income-non-current	6(3)	151,102	4	150,151	3
1600	Property, plant and equipment	6(7) and 8	474,723	12	576,849	11
1755	Right-of-use assets	6(8) and 7	325,694	8	395,585	7
1780	Intangible assets	6(9)(10)	314,405	8	308,455	6
1840	Deferred income tax assets	6(30)	394,784	10	409,126	7
1900	Other non-current assets	7	11,569	-	10,902	-
15XX	**Tatal non-current assets**		1,777,450	45	1,948,608	36
1XXX	**Total Assets**		$ 3,961,093	100	$ 5,478,401	100

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台揚科技股份有限公司
MICROELECTRONICS TECHNOLOGY INC.

MICROELECTRONICS TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

			December 31, 2024		December 31, 2023	
	Liabilities and Equity	Notes	AMOUNT	%	AMOUNT	%
	Current Liabilities					
2100	Short-term borrowings	6(11)	$ 1,204,033	30	$ 1,558,107	28
2120	Financial liabilities at fair value through profit or loss - current	6(12)	-	-	-	-
2130	Current contract liabilities	6(23)	63,429	2	11,555	-
2150	Notes payable		1,200	-	-	-
2170	Accounts payable		474,727	12	387,944	7
2180	Accounts payable - related parties	7	21,406	-	3,943	-
2200	Other payables	6(13)	150,082	4	221,850	4
2220	Other payables to related parties		17,055	-	2,011	-
2230	Current income tax liabilities		1,439	-	1,917	-
2250	Provisions for liabilities - current	6(18)	25,720	1	35,292	1
2280	Current lease liabilities	7	148,854	4	97,508	2
2320	Long-term liabilities, current portion	6(16) and 8	273,134	7	456,124	8
2399	Other current liabilities		7,771	-	33,472	1
21XX	**Total current liabilities**		2,388,850	60	2,809,723	51
	Non-current liabilities					
2530	Corporate bonds payable	6(16)	250,000	6	-	-
2540	Long-term loans	6(16) and 8	52,282	1	252,534	5
2550	Provisions for liabilities - non-current	6(18)	845	-	3,786	-
2570	Deferred income tax liabilities	6(30)	126,656	3	110,570	2
2580	Non-current lease liabilities	7	253,271	7	324,744	6
2600	Other non-current liabilities	6(16)	75,680	2	95,025	2
25XX	**Total non-current liabilities**		758,734	19	786,659	15
2XXX	**Total Liabilities**		3,147,584	79	3,596,382	66
	Equity					
	Equity attributable to owners of parent					
	Share capital	6(19)				
3110	Share capital-common stock		2,520,283	64	2,520,283	46
	Equity, Security Token Offer					
	Capital Reserves	6(20)				
3200	Capital surplus		1,091,896	27	1,091,896	20
	Retained Earnings	6(21)				
3310	Legal reserve		24,972	1	24,972	-
3320	Special reserve		193,426	5	193,426	4
3350	Accumulated deficit		(2,769,313)	(70)	(1,636,605)	(30)
	Other Equity Interest	6(22)				
3400	Other equity interest		(247,755)	(6)	(311,953)	(6)
31XX	**Equity attributable to owners of the parent**		813,509	21	1,882,019	34
3XXX	**Total equity**		813,509	21	1,882,019	34
	Significant contingent liabilities and unrecognised contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	**Total Liabilities and Equity**		$ 3,961,093	100	$ 5,478,401	100

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

MICROELECTRONICS TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

			Year ended December 31			
			2024		2023	
	Items	Notes	AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(23) and 7	$ 1,669,989	100	$ 3,353,797	100
5000	Operating costs	6(6)(28) and 7	(1,807,829)	(108)	(2,920,279)	(87)
5900	Gross profit		(137,840)	(8)	433,518	13
	Operating expenses	6(29)(29) and 7				
6100	Selling expenses		(70,665)	(4)	(123,038)	(4)
6200	General and administrative expenses		(119,361)	(7)	(139,736)	(4)
6300	Research and development expenses		(527,591)	(32)	(682,354)	(20)
6450	Loss on expected credit impairment		(226,768)	(14)	(14,973)	(1)
6000	Total operating expenses		(944,385)	(57)	(960,101)	(29)
6900	Operating loss		(1,082,225)	(65)	(526,583)	(16)
	Non-operating income and expenses					
7100	Interest income	6(24)	9,697	1	9,890	-
7010	Other income	6(25)	16,383	1	25,806	1
7020	Other gains and losses	6(26)	3,528	-	18,233	-
7050	Finance costs	6(27) and 7	(71,506)	(4)	(81,204)	(2)
7000	Total non-operating income and expenses		(41,898)	(2)	(27,275)	(1)
7900	**Loss before income tax**		(1,124,123)	(67)	(553,858)	(17)
7950	Income tax expense	6(30)	(22,049)	(2)	(65,900)	(2)
8200	**Loss for the year**		($ 1,146,172)	(69)	($ 619,758)	(19)
	Other comprehensive income (loss)					
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8311	(Gain) loss on remeasurements of defined benefit plans	6(16)	$ 13,464	1	($ 7,671)	-
8316	Unrealised (loss) gain from financial assets measured at fair value through other comprehensive income	6(3)(22)	(7,505)	-	42,245	1
	Components of other comprehensive income (loss) that will be reclassified to profit or loss					
8361	Currency translation differences of foreign operations	6(22)	89,630	5	(15,206)	-
8399	Income tax relating to the components of other comprehensive (loss) income that will be reclassified to profit or loss	6(22)(30)	(17,927)	(1)	3,041	-
8300	**Total other comprehensive income for the year**		$ 77,662	5	$ 22,409	1
8500	**Total comprehensive loss for the year**		($ 1,068,510)	(64)	($ 597,349)	(18)
	Loss attributable to:					
8610	Owners of the parent		($ 1,146,172)	(69)	($ 619,758)	(19)
	Comprehensive loss attributable to:					
8710	Owners of the parent		($ 1,068,510)	(64)	($ 597,349)	(18)
	Loss per share (in dollars)	6(31)				
9750	Basic		($ 4.55)		($ 2.60)	
9850	Diluted		($ 4.55)		($ 2.60)	

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

MICROELECTRONICS TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent							
				Retained earnings			Other equity interest		
	Notes	Share capital-common stock	Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Accumulated deficit	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total equity
2023									
Balance at January 1, 2023		$ 2,380,283	$ 830,132	$ 24,972	$ 193,426	($ 1,009,176)	($ 73,963)	($ 268,070)	$ 2,077,604
Loss for the period		-	-	-	-	(619,758)	-	-	(619,758)
Other comprehensive income (loss) for the period	6(3)(22)	-	-	-	-	(7,671)	(12,165)	42,245	22,409
Total comprehensive income (loss)		-	-	-	-	(627,429)	(12,165)	42,245	(597,349)
Cash capital increase	6(19)	140,000	257,977	-	-	-	-	-	397,977
Share-based payment transactions	6(17)	-	3,727	-	-	-	-	-	3,727
Capital surplus-other		-	60	-	-	-	-	-	60
Balance at December 31, 2023		$ 2,520,283	$ 1,091,896	$ 24,972	$ 193,426	($ 1,636,605)	($ 86,128)	($ 225,825)	$ 1,882,019
2024									
Balance at January 1, 2024		$ 2,520,283	$ 1,091,896	$ 24,972	$ 193,426	($ 1,636,605)	($ 86,128)	($ 225,825)	$ 1,882,019
Loss for the period		-	-	-	-	(1,146,172)	-	-	(1,146,172)
Other comprehensive income (loss) for the period	6(3)(22)	-	-	-	-	13,464	71,703	(7,505)	77,662
Total comprehensive income (loss)		-	-	-	-	(1,132,708)	71,703	(7,505)	(1,068,510)
Balance at December 31, 2024		$ 2,520,283	$ 1,091,896	$ 24,972	$ 193,426	($ 2,769,313)	($ 14,425)	($ 233,330)	$ 813,509

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

MICROELECTRONICS TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		($ 1,124,123)	($ 553,858)
Adjustments			
Adjustments to reconcile profit (loss)			
Loss on expected credit impairment		226,768	14,973
Depreciation	6(7)(8)(28)	187,503	194,509
Amortization	6(9)(28)	33,588	37,220
Net gain on financial assets at fair value through profit or loss	6(2)(26)	(7,239)	(15,305)
Net gain on financial liabilities at fair value through profit or loss	6(12)(26)	-	(220)
Interest income	6(24)	(9,697)	(9,890)
Dividend income	6(25)	(3,247)	(2,256)
Interest expense	6(27)	71,506	81,204
Compensation cost of share-based payment	6(17)	-	3,727
Gain on disposal of property, plant and equipment	6(26)	(14,666)	(5,573)
Loss on disposal of intangible assets	6(26)	142	-
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(9,536)	285
Accounts receivable		237,421	218,052
Accounts receivable-related parties		25,217	9,468
Other receivables		5,231	6,332
Other receivables-related parties		(6)	-
Inventories		492,255	563,618
Prepayments		3,185	23,398
Changes in operating liabilities			
Contract liabilities-current		51,873	(34,614)
Notes payable		1,200	-
Accounts payable		81,402	(553,128)
Accounts payable-related parties		18,220	(2,896)
Other payables		(76,664)	(85,555)
Other payables to related		15,044	2,011
Provisions for liabilities		(12,754)	11,140
Other current liabilities		(32,635)	6,454
Othe non-current liabilities		(7,329)	(17,939)
Cash inflow (outflow) generated from operations		152,659	(108,843)
Interest received		10,003	9,461
Dividend received		3,247	2,256
Interest paid		(69,482)	(83,576)
Income taxes paid		(8,145)	(16,792)
Net cash flows from (used in) operating activities		88,282	(197,494)

(Continued)

MICROELECTRONICS TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal of financial assets at fair value through profit or loss		$ 17,915	$ 4,237
Capital reduction of financial assets measured at fair value through profit or loss and return of shares		3,004	-
Increase in financial assets at amortized cost		18,615	2,479
Acquisition of financial assets at fair value through profit or loss		-	(42,887)
Acquisition of property, plant and equipment	6(32)	(12,217)	(60,337)
Proceeds from disposal of property, plant and equipment		38,876	6,626
Acquisition of intangible assets	6(9)	(30,109)	(31,710)
Increase in guarantee deposits paid		(580)	(151)
Net cash flows from (used in) investing activities		35,504	(121,743)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term borrowings	6(33)	1,267,168	3,101,133
Decrease in short-term borrowings	6(33)	(1,629,115)	(3,098,725)
Increase in long-term borrowings	6(33)	173,300	118,788
Decrease in long-term borrowings	6(33)	(556,124)	(278,471)
Repayment of principal portion of lease liabilities	6(33)	(28,431)	(65,868)
Issuance of corporate bonds		250,000	-
Cash capital increase	6(19)	-	397,977
Net cash flows (used in) from financing activities		(523,202)	174,834
Effects due to changes in exchange rate		8,817	(1,644)
Net decrease in cash and cash equivalents		(390,599)	(146,047)
Cash and cash equivalents at beginning of year	6(1)	978,354	1,124,401
Cash and cash equivalents at end of year	6(1)	$ 587,755	$ 978,354

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Microelectronics Technology, Inc.

Opinion

We have audited the accompanying parent company only balance sheets of Microelectronics Technology, Inc. (the "Company") as at December 31, 2024 and 2023, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

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

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the parent company only Financial Statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2024 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2024 parent company only financial statements are stated as follows:

Intangible assets - assessment of goodwill impairment

Description

As of December 31, 2024, goodwill amounted to NT$285,914 thousand, comprising $143,637 thousand for goodwill of the Company and $142,277 thousand derived from the investment of subsidiaries which was included in the carrying amount of investment accounted for under equity method presented on the parent company only financial statements. For information on evaluation of goodwill impairment, please refer to Notes 4(17), 5(2) and 6(10) fo details. The Company estimates recoverable amount utilizing the future cash flows of goodwill's cash generating unit and appropriate discount rates in order to determine whether goodwill is impaired. The estimation of future cash flows involves various assumptions, which may have significant effects on the estimation of recoverable amount. Thus, it has been identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Interviewed with management in order to obtain an understanding of the procedures in relation to identifying cash-generating units and estimating the future cash flows. Assessed the valuation model has been properly adopted.
2. Interviewed with management in order to obtain an understanding of development plans and schedules of the projects. Compared the financial forecast for the future cash flows are in agreement with the budget of the Group.
3. Assessed the key assumption that management used to estimate future cash flows, including operating revenue growth rate and gross margin, and compared with historical data, economic and industry forecast. Evaluated the parameters used in determining the discount rate, including the risk-free rate of return that was used to calculate cost of equity, industry's risk coefficient and long-term market return.

Allowance for inventory valuation losses

Description

As of December 31, 2024, the balances of inventories and allowance for inventory valuation losses amounted to NT$1,173,444 thousand and NT$214,776 thousand, respectively. Please refer to Notes 4(12), 5(2) and 6(5) for details. Since inventory is material to the financial statements and the determination of net realisable value of the obsolete inventory usually involves management's subjective judgement, therefore, we determined valuation of inventories that are over a certain age and individually identified as obsolete or slow-moving as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Obtained an understanding of management policies on obsolete or slow-moving inventories, and verified the reasonableness of determining the obsolescence of inventory.
2. Tested the movements of inventories, and sampled individual inventory item numbers to check whether the classification of inventory aging is correct.
3. For obsolete or slow-moving inventories, sampled individual inventory item numbers to check progress of inventory clearance and evaluated the reasonableness of determining the allowance for inventory valuation losses

Other matter

In Note 12(4) of the consolidated financial statements, as of December 31, 2024, MICROELECTRONICS TECHNOLOGY, INC. had an accumulated deficit of NT$2,769,313 thousand, which exceeds half of the paid-in capital. Additionally, the debt ratio and current ratio were 80% and 68%, respectively. MICROELECTRONICS TECHNOLOGY, INC.has presented a improvement plan for future operations.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

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

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

Auditors' responsibilities for the audit of the parent company only financial statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design

audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current year 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.

MICROELECTRONICS TECHNOLOGY, INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2024 AMOUNT	%	December 31, 2023 AMOUNT	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 507,842	13	$ 768,451	14
1110	Financial assets at fair value through profit or loss - current	6(2)	-	-	14,707	-
1150	Notes receivable	6(4)	9,914	-	378	-
1170	Accounts receivable, net	6(4)	163,941	4	625,862	11
1180	Accounts receivable - related parties	6(4) and 7	22,736	-	22,759	-
1200	Other receivables		404	-	6,894	-
1210	Other receivables - related parties	7	405	-	399	-
130X	Inventories	6(5)	958,668	24	1,482,081	27
1410	Prepayments		31,973	1	26,636	1
11XX	**Total current assets**		1,695,883	42	2,948,167	53
	Non-current assets					
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	18,427	1	14,688	-
1550	Investments accounted for under equity method	6(6)	1,414,518	35	1,557,617	28
1600	Property, plant and equipment	6(7)	147,299	4	201,867	4
1755	Right-of-use assets	6(8) and 7	241,510	6	301,887	5
1780	Intangible assets	6(9)	163,719	4	157,024	3
1840	Deferred income tax assets	6(30)	319,137	8	362,193	7
1900	Other non-current assets	7	7,068	-	6,489	-
15XX	**Total non-current assets**		2,311,678	58	2,601,765	47
1XXX	**Total assets**		$ 4,007,561	100	$ 5,549,932	100

(Continued)

MICROELECTRONICS TECHNOLOGY, INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2024 AMOUNT	%	December 31, 2023 AMOUNT	%
	Current liabilities					
2100	Short-term borrowings	6(11)	$ 1,132,338	28	$ 1,375,591	25
2120	Financial liabilities at fair value through profit or loss - current	6(12)	-	-	-	-
2130	Current contract liabilities	6(23)	63,425	2	11,552	-
2150	Notes payable		1,200	-	-	-
2170	Accounts payable		427,982	11	265,634	5
2180	Accounts payable - related parties	7	109,323	3	188,847	3
2200	Other payables	6(13)	99,328	2	149,742	3
2220	Other payables - related parties	7	214,974	5	161,352	3
2250	Provisions for liabilities - current	6(18)	20,959	1	30,791	-
2280	Current lease liabilities	6(8) and 7	139,007	3	88,285	2
2320	Long-term liabilities, current portion	6(15)	273,134	7	456,124	8
2399	Other current liabilities	7	10,683	-	221,688	4
21XX	**Total current liabilities**		2,492,353	62	2,949,606	53
	Non-current liabilities					
2530	Corporate bonds payable	6(14)	250,000	6	-	-
2540	Long-term borrowings	6(15)	52,282	2	252,534	4
2550	Provisions for liabilities - non-current	6(18)	781	-	3,636	-
2570	Deferred income tax liabilities	6(30)	127,050	3	110,057	2
2580	Non-current lease liabilities	6(8) and 7	195,906	5	257,058	5
2600	Other non-current liabilities	6(16)	75,680	2	95,022	2
25XX	**Total non-current liabilities**		701,699	18	718,307	13
2XXX	**Total Liabilities**		3,194,052	80	3,667,913	66
	Equity					
	Share capital	6(19)				
3110	Common stock		2,520,283	63	2,520,283	45
	Capital reserve	6(20)				
3200	Capital surplus		1,091,896	27	1,091,896	20
	Retained earnings	6(21)				
3310	Legal reserve		24,972	-	24,972	-
3320	Special reserve		193,426	5	193,426	4
3350	Accumulated deficit		(2,769,313)	(69)	(1,636,605)	(29)
	Other equity interest	6(22)				
3400	Other equity interest		(247,755)	(6)	(311,953)	(6)
3XXX	**Total equity**		813,509	20	1,882,019	34
	Significant contingent liabilities and unrecognised contract commitments	8				
	Significant events after the balance sheet date	10				
3X2X	**Total liabilities and equity**		$ 4,007,561	100	$ 5,549,932	100

The accompanying notes are an integral part of these parent company only financial statements.

台揚科技股份有限公司
MICROELECTRONICS TECHNOLOGY INC.

MICROELECTRONICS TECHNOLOGY, INC.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except for loss per share amounts)

	Items	Notes	2024 AMOUNT	2024 %	2023 AMOUNT	2023 %
4000	Operating revenue	6(23) and 7	$ 1,658,324	100	$ 3,342,399	100
5000	Operating costs	6(5) and 7	(1,661,839)	(100)	(3,095,991)	(92)
5900	Gross profit		(3,515)	-	246,408	8
	Operating expenses	6(28)(29) and 7				
6100	Selling expenses		(45,279)	(3)	(90,637)	(3)
6200	General and administrative expenses		(53,438)	(3)	(61,124)	(2)
6300	Research and development expenses		(567,566)	(34)	(724,563)	(22)
6450	Loss on expected credit impairment		(210,767)	(13)	(14,973)	-
6000	Total operating expenses		(877,050)	(53)	(891,297)	(27)
6900	Operating loss		(880,565)	(53)	(644,889)	(19)
	Non-operating income and expenses					
7100	Interest income	6(24)	6,900	-	6,009	-
7010	Other income	6(25)	16,734	1	25,624	1
7020	Other gains and losses	6(26)	(12,634)	(1)	(10,447)	(1)
7050	Finance costs	6(27) and 7	(65,529)	(4)	(72,969)	(2)
7070	Share of profit of associates and joint ventures accounted for under equity method	6(6)	(168,956)	(10)	128,114	4
7000	Total non-operating income and expenses		(223,485)	(14)	76,331	2
7900	**Loss before income tax**		(1,104,050)	(67)	(568,558)	(17)
7950	Income tax expense		(42,122)	(2)	(51,200)	(2)
8200	**Loss for the year**		($ 1,146,172)	(69)	($ 619,758)	(19)
	Other comprehensive income (loss)					
	Components of other comprehensive loss that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plans	6(16)	$ 13,464	1	($ 7,671)	-
8316	Unrealised gain from financial assets measured at fair value through other comprehensive income	6(3)(22)	3,739	-	2,335	-
8330	Share of other comprehensive (loss) income of associates and joint ventures accounted for under equity method, components of other comprehensive income that will not be reclassified to profit or loss	6(6)(22)	(11,244)	(1)	39,910	1
	Components of other comprehensive income that will be reclassified to profit or loss					
8380	Share of other comprehensive income (loss) of associates and joint ventures accounted for under equity method, components of other comprehensive income that will be reclassified to profit or loss	6(6)(22)	89,630	6	(15,206)	-
8399	Income tax relating to the components of other comprehensive income that will be reclassified to profit or loss	6(22)(30)	(17,927)	(1)	3,041	-
8300	**Total other comprehensive income for the year**		$ 77,662	5	$ 22,409	1
8500	**Total comprehensive loss for the year**		($ 1,068,510)	(64)	($ 597,349)	(18)
	Loss per share (in dollars)	6(31)				
9750	Basic		($ 4.55)		($ 2.60)	
9850	Diluted		($ 4.55)		($ 2.60)	

The accompanying notes are an integral part of these parent company only financial statements.

台揚科技股份有限公司
MICROELECTRONICS TECHNOLOGY INC.

MICROELECTRONICS TECHNOLOGY, INC.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

				Retained earnings			Other equity interest		
	Notes	Share capital - common stock	Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Accumulated deficit	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total equity
2023									
Balance at January 1, 2023		$ 2,380,283	$ 830,132	$ 24,972	$ 193,426	($ 1,009,176)	($ 73,963)	($ 268,070)	$ 2,077,604
Loss for the year		-	-	-	-	(619,758)	-	-	(619,758)
Other comprehensive income (loss)	6(3)(22)	-	-	-	-	(7,671)	(12,165)	42,245	22,409
Total comprehensive income (loss)		-	-	-	-	(627,429)	(12,165)	42,245	(597,349)
Cash capital increase	6(19)	140,000	257,977	-	-	-	-	-	397,977
Share-based payment transactions	6(17)	-	3,727	-	-	-	-	-	3,727
Capital surplus-other		-	60	-	-	-	-	-	60
Balance at December 31, 2023		$ 2,520,283	$ 1,091,896	$ 24,972	$ 193,426	($ 1,636,605)	($ 86,128)	($ 225,825)	$ 1,882,019
2024									
Balance at January 1, 2024		$ 2,520,283	$ 1,091,896	$ 24,972	$ 193,426	($ 1,636,605)	($ 86,128)	($ 225,825)	$ 1,882,019
Loss for the year		-	-	-	-	(1,146,172)	-	-	(1,146,172)
Other comprehensive income (loss)	6(3)(22)	-	-	-	-	13,464	71,703	(7,505)	77,662
Total comprehensive income (loss)		-	-	-	-	(1,132,708)	71,703	(7,505)	(1,068,510)
Balance at December 31, 2024		$ 2,520,283	$ 1,091,896	$ 24,972	$ 193,426	($ 2,769,313)	($ 14,425)	($ 233,330)	$ 813,509

The accompanying notes are an integral part of these parent company only financial statements.

MICROELECTRONICS TECHNOLOGY, INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		($ 1,104,050)	($ 568,558)
Adjustments			
Adjustments to reconcile profit (loss)			
Loss on expected credit impairment		210,767	14,973
Depreciation	6(7)(8)(28)	119,783	119,016
Amortization	6(9)(28)	18,049	20,232
(Gain) net loss on financial assets at fair value through profit or loss	6(2)(26)	(3,209)	3,483
Net gain on financial liabilities at fair value through profit or loss	6(26)	-	(220)
Interest income	6(24)	(6,900)	(6,009)
Dividend income	6(25)	(110)	(65)
Interest expense	6(27)	65,529	72,969
Compensation cost of share-based payment	6(16)	-	3,727
Gain on disposal of property, plant and equipment	6(26)	(3,593)	(1,071)
Share of profit of associates accounted for under the equity method	6(6)	168,956	(128,114)
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(9,536)	285
Accounts receivable		251,154	193,467
Accounts receivable - related parties		23	4,001
Other receivables		6,459	(5,201)
Other receivables - related parties		(6)	(160)
Inventories		523,413	583,316
Prepayments		(4,685)	20,424
Changes in operating liabilities			
Contract liabilities		51,873	(34,529)
Notes payable		1,200	-
Accounts payable		162,348	(401,799)
Accounts payable - related parties		(79,524)	(166,100)
Other payables		(50,604)	(52,606)
Other payables - related parties		53,622	37,248
Provisions for liabilities		(12,687)	11,421
Other non-current liabilities		(7,330)	(17,939)
Other current liabilities		(209,928)	183,807
Cash inflow (outflow) generated from operations		141,014	(114,002)
Interest received		6,931	6,002
Dividend received		52,639	65
Interest paid		(62,843)	(75,668)
Income tax paid		(696)	-
Net cash flows from (used in) operating activities		137,045	(183,603)

(Continued)

MICROELECTRONICS TECHNOLOGY, INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at fair value through profit or loss		$ -	($ 14,963)
Proceeds from disposal of financial assets measured at fair value through profit or loss		17,916	-
Acquisition of property, plant and equipment	6(32)	(7,763)	(31,498)
Proceeds from disposal of property, plant and equipment		3,593	1,992
Acquisition of intangible assets	6(9)	(24,744)	(14,992)
Decrease in guarantee deposits paid		(579)	(93)
Net cash flows used in investing activities		(11,577)	(59,554)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term borrowings	6(32)	910,964	2,363,441
Decrease in short-term borrowings	6(32)	(1,154,217)	(2,449,922)
Increase in long-term borrowings	6(32)	173,300	118,788
Decrease in long-term borrowings	6(32)	(556,124)	(278,471)
Repayments of principal portion of lease liabilities	6(32)	(10,000)	(52,713)
Proceeds from issuing bonds	6(14)(32)	250,000	-
Cash capital increase	6(19)	-	397,977
Net cash flows (used in) from financing activities		(386,077)	99,100
Net decrease in cash and cash equivalents		(260,609)	(144,057)
Cash and cash equivalents at beginning of year	6(1)	768,451	912,508
Cash and cash equivalents at end of year	6(1)	$ 507,842	$ 768,451

The accompanying notes are an integral part of these parent company only financial statements.

Attachment 7

Comparison table for the Articles of Incorporation Before and After Revision

Article No.	Amendment	Original Contents	Explanation
Article 25	If the company achieves a profit in a given fiscal year, no less than 7% of the annual profit shall be allocated as employee compensation. This amount will be distributed in the form of either stock or cash, as decided by the board of directors, with the beneficiaries including employees of subsidiary companies that meet certain conditions. Additionally, based on the company's annual profit status, the board of directors may allocate up to 1% of the profit as director compensation. The employee compensation mentioned in the previous paragraph shall include an allocation of no less than 0.001% of the company's annual profit for the distribution of compensation to non-executive employees. The allocation of employee compensation and director compensation shall be reported to the shareholders' meeting. However, if the company still has accumulated losses, an amount for loss compensation shall be reserved in advance, after which the employee and director compensation will be allocated based on the percentage in 1st Paragraph. If the company's annual financial statement shows a surplus, taxes shall be paid first, followed by the compensation of accumulated losses. Ten percent (10%) of the surplus shall be allocated to the statutory surplus reserve. However, if the statutory surplus reserve has already reached the company's paid-in capital, no further allocation is required. Additionally, reserves for special surplus may be allocated or reversed based on the company's operational needs and legal requirements. The remaining balance shall be used to prioritize the distribution of preferred stock dividends. Any remaining undistributed earnings will be included in the surplus distribution plan, which shall be drafted by the board of directors and submitted to the shareholders' meeting for approval of the dividend distribution.	If the company achieves a profit in a given fiscal year, no less than 7% of the annual profit shall be allocated as employee compensation. This amount will be distributed in the form of either stock or cash, as decided by the board of directors, with the beneficiaries including employees of subsidiary companies that meet certain conditions. Additionally, based on the company's annual profit status, the board of directors may allocate up to 1% of the profit as director compensation. The allocation of employee compensation and director compensation shall be reported to the shareholders' meeting. However, if the company still has accumulated losses, an amount for loss compensation shall be reserved in advance, after which employee and director compensation will be allocated based on the percentage in preceding paragraph. If the company's annual financial statement shows a surplus, taxes shall be paid first, followed by the compensation of accumulated losses. Ten percent (10%) of the surplus shall be allocated to the statutory surplus reserve. However, if the statutory surplus reserve has already reached the company's paid-in capital, no further allocation is required. Additionally, based on the company's operational needs and legal requirements, reserves for special surplus may be allocated or reversed. The remaining balance shall be used to prioritize the distribution of preferred stock dividends. Any remaining undistributed earnings will be included in the surplus distribution plan, which shall be drafted by the board of directors and submitted to the shareholders' meeting for approval of the dividend distribution.	1.In accordance with the amendment of Article 14, Paragraph 6 of the Securities and Exchange Act, the company's compensation policy for non-executive employees shall specify in MTI's "Articles of Incorporation". 2.Text adjustments.
Article 25	The Articles of Incorporation was initially executed on November 22, 1982. Twenty- eighth amendments have been made since then. The last amendment was made on June 18, 2025.	The Articles of Incorporation was initially executed on November 22, 1982. Twenty- seventh amendments have been made since then. The last amendment was made on June 15, 2023.	Amendment Frequency and Dates

Attachment 8

The proposal of issuing new ordinary shares and/or domestic unsecured convertible bonds by way of private placement

In accordance with Article 43-6 of the Securities and Exchange Act and the "Matters for Attention in the Private Placement of Securities by Public Companies," the details are as follows:

1. Basis and Reasonableness of the Private Placement Pricing and Its Impact on Shareholders Rights:
   (1) The private placement price per share for ordinary shares shall not be lower than 80% of the reference price, which is calculated based on the higher of the following two benchmarks
      (a)The simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection with capital reduction.
      (b) The simple arithmetical average closing price of the ordinary shares of the Company for thirty trading days prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of shares cancelled in connection with capital reduction
   (2) Domestic Privately Placed Unsecured Convertible Corporate Bonds:
      (a) Total number of bonds to be issued: A maximum of 7,000 bonds.
      (b) Par value: NT$100,000 each.
      (c) Total amount (Par Value) of the privately placed bonds: A maximum of NT$700,000,000.
      (d) The issuance period for the Privately Placed Convertible Bonds will be three years, with a restriction on transfer for the first three months after issuance.
      (e) The issue price of the private placement convertible bonds shall not be lower than 80% of the theoretical price. The theoretical price shall be determined by selecting an appropriate valuation model covering and considering the terms of issuance. The conversion price shall be calculated based on the higher of: (i) the simple arithmetic average of the closing prices of the Company’s ordinary shares for either the one, three, or five business days prior to the pricing date; or (ii) the simple arithmetic average of the closing prices for the thirty business days prior to the pricing date, all adjusted for ex-rights and ex-dividends and adding back the share price after capital reduction, and shall not be lower than 80% of the reference price. For details of the issuance and conversion plan for the proposed private placement convertible bonds, please refer to Appendix .
   (3) Reasonableness of Pricing Basis: It is proposed to authorize the Board to determine the actual private placement price in accordance with applicable laws and regulations, and within the approved discount ratio range resolved by the shareholders meeting, based on negotiations with specific persons, market conditions, and the Companys future prospects. The pricing basis complies with the laws and regulations and takes into account that the transfer of privately placed securities is subject to strict limitations on timing, target parties, and quantity, and no public listing is allowed within three years, which results in lower liquidity, thus the setting of the discount ratio is deemed reasonable and not significantly detrimental to shareholders rights.
   (4) If future fluctuations in the securities market cause the actual issue price per share or the actual conversion price per share to fall below the par value, given that the pricing basis is in compliance with laws and reflects market conditions, and is necessary for successful fundraising and the Company’s long-term stable growth, such pricing is deemed necessary and reasonable. If the per-share issuance or conversion price falls below par and results in an increase in accumulated losses affecting shareholders equity, the Company will take actions such as capital reduction or other methods to eliminate the losses depending on future operational status.

2. Method for Selection of Specific Parties:
   (1) The investors for the private placement must meet the requirements set forth in Article 43-6 of the Securities and Exchange Act, the FSC ruling Jin-Guan-Zheng-Fa-Zi No. 1120383220 dated September 12, 2023, and other relevant regulations governing private placements by public companies.
   (2) If the subscriber is a strategic investor:
      (a) Selection method and purpose: To enhance competitiveness and implement the Company's long-term development plan, strategic and/or financial investors who can assist the Company in maintaining market competitiveness, expanding operations, and contributing to future operational and profitability growth will be prioritized.
      (b) Necessity: Introducing strategic and/or financial investors is a necessary strategy for enriching working capital, strengthening competitive advantages, and reducing capital costs for the Company's long-term development.
      (c) Expected benefits: It will enhance the Company's financing flexibility and agility, lower interest costs, and improve future operational performance and competitiveness.
      (d) The qualifications of strategic investors are proposed to be subject to the review of the Board of Directors.
   (3) The Company has not yet negotiated with any specific investor; the actual counterparties are proposed to be authorized to be determined by the Board of Directors.
3. Necessity and Reasons for Private Placement
   (1) Reasons for Not Adopting a Public Offering.
      In order to ensure the timeliness and feasibility of raising funds while effectively reducing capital costs, the Company intends to issue domestic unsecured convertible bonds by way of a private placement. Additionally, by authorizing the Board of Directors to conduct the private placement based on market conditions and the Companys actual needs, the flexibility and efficiency of the Companys fundraising efforts will be enh anced. The restriction on the transfer of the convertible bonds for three years from the issuance date will further ensure a long-term cooperative relationship between the Company and investors.
   (2) The Use and Anticipated Benefits of the Funds Raised.
      The funds raised from the Proposed Private Placement are intended to strengthen the Company's working capital and support its long-term operational development.
4. No significant changes in the Company's control occurred within one year prior to the resolution of the Board to conduct the private placement. The selection of specific investors for this private placement prioritizes those who can directly or indirectly contribute to the Company's future operations, and currently, no specific investors have been determined. Although introducing investors is not expected to cause a significant change in control, a change of up to one-third of directors cannot be ruled out. Therefore, the Company has engaged an underwriter to provide an "Evaluation Opinion on the Necessity and Reasonableness of the Private Placement,".

Attachment 9

Microelectronics Technology Inc.

The Opinion and Assessment of the Securities Underwriter on the Necessity and Reasonableness of the Private Placement

Commissioned by: Microelectronics Technology, Inc.
Received by: Microelectronics Technology, Inc.
The Intended Purpose of the Opinion: Only for the private placement of 2025 by Microelectronics Technology, Inc.
Type of Report: Opinion of the Independent Experts on the Reasonableness of a Private Placement

Evaluated by: Taishin Securities Co., Ltd.
Representative: Kuo, Chia-Hong

(The content of this opinion report only intends to be used as a reference for the Board of Directors meeting in 2025 and the shareholders meeting in 2025 to resolve the private placement and shall not be used for other purposes. This statement is based on the financial information provided by Microelectronics Technology, Inc., and the information announced on the MOPS; it is hereby declared that for any impact of changes in the content of this statement due to changes in the Companys future plans or other matters, the Opinion shall not be liable.)

May 7, 2025

Microelectronics Technology, Inc. (hereinafter "Microelectronics," or "the Company") intends to conduct a private placement of securities in accordance with Article 43-6 of the "Securities and Exchange Act" and the "Directions for Public Companies Conducting Private Placements of Securities" to meet the working capital needs in the future, strengthen the Companys competitiveness and expand the scale of operations. The related matters are proposed to be discussed at the Board of Directors meeting on May 7, 2025, and at the shareholders' meeting on June 18, 2025. The Company plans to issue a domestic private placement of unsecured convertible corporate bonds with a maximum of 7,000 lots, each with a par value of NT$100,000. The issue price shall not be lower than 80% of the theoretical price, and the conversion price shall not be lower than 80% of the reference price. The placement will be made in several batches within one year from the resolution date of the special shareholders meeting, and no more than six batches will be made. The underlying target of conversion is the privately placed new common shares of Microelectronics. The actual pricing date and conversion price of the private placement of convertible corporate bonds converted into common shares will be determined by the Board of Directors, with the authorization of the shareholders meeting, within the range of the percentage resolved by the shareholders meeting, depending on the negotiation with the specific person and market conditions. In addition, the Company may select either or both methods to conduct a domestic private placement of up to 100,000 shares of common stock. The issue price shall not be lower than 80% of the reference price. This private placement of common shares will also be carried out in several batches within one year from the date of the resolution of the shareholders' meeting, and no more than six batches. According to Paragraph 3, Article 4 of the "Directions for Public Companies Conducting Private Placements of Securities" (content as follows), if there has been, is, or will be any significant change in managerial control during the period from one year preceding the day on which the board of directors resolves on the private placement of securities to one year from the delivery date of those privately placed securities, the company shall engage a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement, and shall state the opinion in the notice to convene the shareholders meeting to serve as a reference for the shareholders to decide whether to agree. The underwriters evaluation is as follows:

I. Company Profile

Microelectronics Technology Inc. was established on March 31, 1983, and listed on the Taiwan Stock Exchange on August 8, 1990. The Companys current capital is NT$2.52 billion, and its main products are satellite communication systems and equipment, and ground microwave communication systems and equipment. The production sites include Hsinchu, Taiwan and Wuxi, China. In addition, R&D centers have been established in California, USA and Denmark in North Europe. In Europe and other regions, sales bases and service networks have been established one after another.

With more than 40 years of experience in professional design and manufacturing (ODM/OEM), Microelectronics is able to provide real-time engineering prototype samples and introduction of mass production quickly. Based on the needs of different customers, the Company also provides flexible and reliable production services; this is why it is so well recognized and accepted by international telecommunication firms. Based on the core RF technology, Microelectronics continuously develops products with best niche potentials in the wireless communication market and complete the verification of the users end equipment of low -earth orbit satellite, for transceivers and the antenna modules, in response to the future market trends. In addition, the Company will also establish key core technologies through cross-field cooperation. In addition, the Company has strategic cooperation with emerging vRAN/ORAN solution providers to achieve the support for the construction of 5G Open RAN RU for the operation. The goal of Microelectronics is to become a world-class professional RF communication equipment supplier, while continuously expanding the Companys customer base and extending its market share.

The condensed financial information of the most recent five years is shown below:

Consolidated Parent Company Only Balance Sheet (IFRS adopted)

Unit: thousand NTD

Items \ Year		Financial information in the most recent five years (Note 1)				
		2020	2021	2022	2023	2024
Current assets		2,507,893	3,618,560	3,891,842	2,948,167	1,695,883
Real estate, plant and equipment		119,451	177,033	233,326	201,867	147,299
Intangible assets		166,109	163,048	162,264	157,024	163,719
Other assets		2,401,619	2,349,632	2,158,279	2,242,874	2,000,660
Total assets		5,195,072	6,308,273	6,445,711	5,549,932	4,007,561
Current liabilities	Before distribution	1,753,740	3,096,197	3,311,675	2,949,606	2,492,353
	After distribution	1,753,740	3,096,197	3,311,675	2,949,606	2,492,353
Non-current liabilities		1,021,802	1,249,710	1,056,432	718,307	701,699
Total liabilities	Before distribution	2,775,542	4,345,907	4,368,107	3,667,913	3,194,052
	After distribution	2,775,542	4,345,907	4,368,107	3,667,913	3,194,052
Equity attributable to owners of the parent company		2,419,530	1,962,366	2,077,604	1,882,019	813,509
Share capital		2,280,283	2,280,283	2,380,283	2,520,283	2,520,283
Capital reserve		402,937	402,937	830,132	1,091,896	1,091,896
Retained earnings	Before distribution	101,062	(339,909)	(790,778)	(1,418,207)	(2,550,915)
	After distribution	101,062	(339,909)	(790,778)	(1,418,207)	(2,550,915)
Other equity		(364,752)	(380,945)	(342,033)	(311,953)	(247,755)
Treasury shares		-	-	-	-	-
Non-controlling interests		-	-	-	-	-
Total equity	Before distribution	2,419,530	1,962,366	2,077,604	1,882,019	813,509
	After distribution	2,419,530	1,962,366	2,077,604	1,882,019	813,509

Note 1: The financial information from 2020 to 2024 has been audited.

Condensed Parent Company Only Statement of Comprehensive Income (IFRS adopted)

Unit: thousand NTD

Items \ Year	Financial information in the most recent five years (Note 1)				
	2020	2021	2022	2023	2024
Operating revenue	3,165,331	3,606,238	4,406,763	3,342,399	1,658,324
Operating gross profit	498,049	383,628	634,365	264,408	(3,515)
Operating profit and loss	(183,873)	(465,289)	(326,292)	(644,889)	(880,565)
Non-operating income and expenses	88,458	9,273	(152,657)	76,331	(223,485)
Net income before tax	(95,415)	(456,016)	(478,949)	(568,558)	(1,104,050)

Continuing operations Net income of the period	(95,415)	(450,016)	(486,411)	(619,758)	(1,146,172)
Loss from the discontinued operation	-	-	-	-	-
Net income (loss)	(95,415)	(450,016)	(486,411)	(619,758)	(1,146,172)
Other comprehensive income (loss) for the period (Net amount after tax)	(140,510)	(7,148)	74,454	22,409	77,662
Total comprehensive income	(235,925)	(457,164)	(411,957)	(597,349)	(1,068,510)
Net income attributable to owners of parent company	(95,415)	(450,016)	(486,411)	(619,758)	(1,146,172)
Net income attributable to non-controlling interests	-	-	-	-	-
Total comprehensive income attributable to owners of parent company	(235,925)	(457,164)	(411,957)	(597,349)	(1,068,510)
Total comprehensive income attributable to Non-controlling interests	-	-	-	-	-
Earnings per share	(0.42)	(1.97)	(2.06)	(2.60)	(4.55)

Note 1: The financial information from 2020 to 2024 has been audited.

Consolidated Balance Sheet (IFRS adopted)

Unit: thousand NTD

Items / Year		Financial information in the most recent five years (Note 1)				
		2020	2021	2022	2023	2024
Current assets		3,451,306	4,563,530	4,501,789	3,529,793	2,183,643
Real estate, plant and equipment		522,570	573,940	657,372	576,849	474,723
Intangible assets		304,576	298,072	313,755	308,455	314,405
Other assets		1,121,331	1,116,808	1,068,134	1,063,304	988,322
Total assets		5,399,783	6,552,350	6,541,050	5,478,401	3,961,093
Current liabilities	Before distribution	1,888,517	3,281,470	3,325,624	2,809,723	2,388,850
	After distribution	1,888,517	3,281,470	3,325,624	2,809,723	2,388,850
Non-current liabilities		1,091,736	1,308,514	1,137,822	786,659	758,734
Total liabilities	Before distribution	2,980,253	4,589,984	4,463,446	3,596,382	3,147,584
	After distribution	2,980,253	4,589,984	4,463,446	3,596,382	3,147,584
Equity attributable to owners of the parent company		2,419,530	1,962,366	2,077,604	1,882,019	813,509
Share capital		2,280,283	2,280,283	2,380,283	2,520,283	2,520,283
Capital reserve		402,937	402,937	830,132	1,091,896	1,091,896
Retained earnings	Before distribution	101,062	(339,909)	(790,778)	(1,418,207)	(2,550,915)
	After distribution	101,062	(339,909)	(790,778)	(1,418,207)	(2,550,915)
Other equity		(364,752)	(380,945)	(342,033)	(311,953)	(247,755)

Treasury shares		-	-	-	-	-
Non-controlling interests		-	-	-	-	-
Total equity	Before distribution	2,419,530	1,962,366	2,077,604	1,882,019	813,509
	After distribution	2,419,530	1,962,366	2,077,604	1,882,019	813,509

Note 1: The financial information from 2020 to 2024 has been audited.

Consolidated Income Statement (IFRS adopted)

Unit: thousand NTD

Items \ Year	Financial information in the most recent five years (Note 1)				
	2020	2021	2022	2023	2024
Operating revenue	3,949,997	3,929,852	4,482,301	3,353,797	1,669,989
Operating gross profit	739,872	515,172	629,308	433,518	(137,840)
Net operating profit	(137,009)	(475,162)	(418,739)	(526,583)	(1,082,225)
Non-operating income and expenses	56,464	16,754	(47,370)	(27,275)	(41,898)
Net income before tax	(80,545)	(458,408)	(466,109)	(553,858)	(1,124,123)
Net income from continuing operations	(95,415)	(450,016)	(486,411)	(619,758)	(1,146,172)
Loss from the discontinued operation	-	-	-	-	-
Net income (loss)	(95,415)	(450,016)	(486,411)	(619,758)	(1,146,172)
Other comprehensive income (loss) for the period (Net amount after tax)	(140,510)	(7,148)	74,454	22,409	77,662
Total comprehensive income	(235,925)	(457,164)	(411,957)	(597,349)	(1,068,510)
Net income attributable to parent company shareholders	(95,415)	(450,016)	(486,411)	(619,758)	(1,146,172)
Net income attributable to non-controlling interests	-	-	-	-	-
The total comprehensive income attributable to owners of the parent company	(235,925)	(457,164)	(411,957)	(597,349)	(1,068,510)
The total comprehensive income attributable to non-controlling interests	-	-	-	-	-
Earnings per share	(0.42)	(1.97)	(2.06)	(2.60)	(4.55)

Note 1: The financial information from 2020 to 2024 has been audited and attested by CPAs

II. Review of the material changes in the management right within the year before the private placement resolved by the Board of Directors

The full re-election of directors was made in Microelectronics’ 2022 annual shareholders meeting, with the new directors took office on June 14, 2022. In January 2025, two directors, Lee, Kuang-Yi and Hsieh Han-Yuan, were automatically dismissed in accordance with the law, as they had transferred more than half of the shares they held at the time of their election during their term of office. The changes in the directors are summarized as follows:

Title	Re-elected in June 2022 List of Directors	Marh 2025 (current) List of Directors	Changed or not
Chairperson	Hsieh, Chi-Chia	Hsieh, Chi-Chia	No
Director	Li, Guang-Yi	-	Yes (as the director transferred more than half of their shareholding during their term of office, the dismissal was by operation of law).
Director	Hsieh, Han-Yuan	-	Yes (as the director transferred more than half of their shareholding during their term of office, the dismissal was by operation of law)
Director	Wu, Yung-Chin	Wu, Yung-Chin	No
Independent Director	Lin, Yun	Lin, Yun	No
Independent Director	GOLUB DRAKULOVIC	GOLUB DRAKULOVIC	No
Independent Director	Wang, Chung	Wang, Chung	No

As of the date of publication of this report, the change in seats of Microelectronics' directors was 2/7, and there was no change in the number of seats of directors that met the requirement of Article 4, Paragraph 3 of the "Directions for Public Companies Conducting Private Placements of Securities": The occurrence of a material change in the management within the year before the resolution adopted by the Board of Directors to conduct a private placement of securities.

III. After the private placement introduces specific investors, whether the management right will significantly change is still doubtful.

The Company has filed a proposal to the Board of Directors to approve the private placement of convertible corporate bonds on May 7, 2025, and will file a proposal to the 2025 annual shareholders' meeting on June 18, 2025, for approval before the private placement can be officially conducted. This private placement will be conducted in accordance with Article 43-6 of the Securities and Exchange Act and the Financial Supervisory Commission's Order No. 1120383220 dated September 12, 2023, and the Ministry of Finance's Order No. (91)-Tai-Tsai-Cheng-Yi-Zi No. 0910003455 dated June 13, 2002. The ideal places of this private placement will be those who possess a deep understanding of the Company's operations and are expected to bring substantial benefits to the Company's future development. The final list of places has not yet been confirmed. Therefore, whether the investors to be introduced through the private placement of common shares and/or unsecured convertible corporate bonds will obtain a certain number of board seats and thus participate in the Company's management, or whether there will be any significant change in the Company's control as a result, remains uncertain.

The Company currently has issued 252,028 thousand shares. The maximum number of the unsecured convertible corporate bonds to be issued under this private placement is 7,000 lots, and the Company may choose to conduct a concurrent private placement of 100,000 lots of common shares, depending on actual needs. If May 7, 2025 is used as the tentative pricing reference date, the conversion price of the private placement of convertible corporate bonds to be issued is 80% of the higher of (i) the simple arithmetic average closing price of the common shares for one, three, or five business days before the pricing reference date, or (ii) the average closing price of the common shares for the thirty business days before the pricing reference date, which is approximately NT$9.29 per share. If the private placement of unsecured convertible corporate bonds is fully issued and fully converted, and the private placement of common shares is included, the shares acquired by the placee(s) will account for approximately 41.03% of the Company's issued common shares after the capital increase. Given that the shareholding percentage of the placee(s) after conversion may reach a certain level, the possibility to obtain seats of directors of the Company in the future is not ruled out, and significant changes in management control may occur. Therefore, in accordance with the "Directions for Public Companies Conducting Private Placements of Securities," the Company has engaged this underwriter to issue an independent expert's opinion regarding the necessity and reasonableness of this private placement. However, the placee(s) of this private placement have not yet been finalized, and whether the introduction of specific investors through this private placement will lead to significant changes in management control remains uncertain.

IV. Description of the private placement plan

In order to meet the working capital needs of the Company in the future for long-term development, to strengthen the Company's overall competitiveness and expand the scale of operations, while taking into comprehensive consideration the timeliness, convenience, issuance cost, and equity stability of fund raising, it is considered that the financing through public offering of securities may not be easy to obtain the required funds in the short term. Therefore, the Company intends to offer the convertible corporate bonds via a private placement pursuant to Article 7 and Article 43-6 of the Securities and Exchange Act, with a maximum of 7,000 lots to be issued, and to concurrently or alternatively conduct a private placement of up to 100,000 shares of common stock.

The issue price for the private placement of domestic convertible corporate bonds shall not be lower than 80% of the theoretical price. The theoretical price shall be determined based on the pricing model that covers and takes into account the rights contained in the issuance terms. The conversion price shall not be lower than 80% of the higher between the following two standard calculations:

(I) The simple average closing price of the common shares of the company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

(II) The simple average closing price of the common shares of the company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

In addition, this private placement will also select or combine with a concurrent cash capital increase, issuing 100,000 shares of common stock. The price per share will be determined based on the higher of the following two benchmark prices, with a discount of not less than 80%:

(I) The simple average closing price of the common shares of the company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

(II) The simple average closing price of the common shares of the company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

The actual pricing date and issue price will be determined by the Board of Directors, with the authorization of the shareholders' meeting, within the range of the percentage resolved by the shareholders' meeting, depending on the market conditions.

V. The necessity and reasonableness of the private placement

(I) The necessity of the private placement

The operating revenue, gross operating profit, net operating profit (loss) and net profit (loss) before tax in the recent three years listed in the consolidated financial statements of Microelectronics are as follows:

Unit: thousand NTD

Items \ Year	2022	2023	2024
Operating revenue	4,482,301	3,353,797	1,669,989
Operating gross profit	629,308	433,518	(137,840)
Net operating profit (loss)	(418,739)	(526,583)	(1,083,225)
Net income (loss) before tax	(466,109)	(553,858)	(1,124,123)

Source: Consolidated financial statements audited and attested by CPAs.

The comprehensive financial data shows that the Company has still been in a loss-making state in recent years. The primary reason is the impact of macroeconomic and geopolitical uncertainties, especially the slowdown in global economic growth and the continued rise in inflationary pressures, which have led to increased operating costs, thereby negatively affecting the Company's profitability. Additionally, the rapid rise of OTT streaming platforms in recent years has also disrupted the traditional satellite TV market. The demand for traditional satellite TV is gradually decreasing, which has had a significant impact on the Company's operations.

In recent years, the Company has been actively negotiating with international telecom giants to establish strategic partnerships and has joined the 5G industry's O-RAN alliance to strengthen its grasp of market trends and marketing channels. However, new business models and market arrangements still require time to develop and mature. In the short term, operational results are unlikely to be immediately apparent. Given the current financial structure and market conditions, public issuance of new shares may not attract investor interest. After a comprehensive evaluation of the Company's business plans and funding needs, issuing convertible corporate bonds and/or private placement of common stock is not only cost-effective with quick, simple procedures but also helps accelerate the infusion of capital, which will aid in driving the Company's operations in 2025.

In conclusion, in response to the long-term operational development needs of the Company and to balance the timeliness and flexibility of capital raising, it is necessary to adopt a private placement approach for the issuance of convertible corporate bonds and/or common stock.

(II) The reasonableness of the private placement

Microelectronics plans to submit a proposal for approval at the 2025 Shareholders' Meeting on June 18, in accordance with the provisions of Paragraph 6, Article 43-6 of the Securities and Exchange Act, and will list and explain the relevant matters regarding the private placement of securities in the meeting notice. There are no significant abnormalities.

The main purpose of the funds raised this time is to secure working capital for long-term development, strengthening the competitiveness of Microelectronics and expanding its operational scale. The expected benefits include optimizing the company's financial structure, improving operational performance, and enhancing overall competitiveness, which will have a positive impact on shareholder interests.

In addition, compared to public offerings, this private placement has the advantage of obtaining long-term stable capital, and the restriction that it cannot be freely transferred within three years helps establish a long-term cooperative relationship between the company and the specific investors, contributing significantly to the company's mid-term operational growth. The subscription price for the private placement of convertible corporate bonds and the conversion price shall not be lower than 80% of the theoretical and reference prices, respectively; the issuance price of the private placement common shares shall not be lower than 80% of the reference price.

In conclusion, the securities underwriter, in accordance with the "Guidelines for Public Companies Conducting Private Placements of Securities," deems that the private placement is both necessary and reasonable.

VI. The reasonableness and necessity of the change in management caused by the private placement.

(I) Impacts of material changes in management on the Company's business, finance, and shareholders' equity

1. Impact on the Company's business

In response to the future long-term development needs for working capital, to strengthen the competitiveness of MTI and expand its operational scale, the company is raising funds through a private placement. This private placement aims to introduce places or strategic investors who can directly or indirectly benefit the company's future operations. This will ensure a long-term cooperative relationship between the company and its investors. Through cooperation with these places or strategic investors, the company expects to enhance industry integration, technological research, quality improvement, and market or product expansion, thereby strengthening its overall competitiveness. Thus, the private placement is expected to have a positive impact on the company's business development.

2. Impact on the Company's finance

This private placement, in accordance with Article 43-6 of the Securities and Exchange Act, will involve the issuance of convertible corporate bonds within a limit of 7,000 lots, and depending on actual needs, may alternatively or concurrently involve the private placement of up to 100,000 common shares. The funds raised through this private placement will be used to meet the future long-term working capital needs, strengthen MTIs competitiveness, and expand its operational scale. This will increase the company's equity ratio and improve its financial structure, thereby reducing financial operating risks. Therefore, the private placement is expected to have a positive impact on the company's financial condition.

3. Impact on the Companys shareholders equity

The private placement is intended to meet MTIs long -term working capital needs, strengthen its overall competitiveness, and expand its operational scale. The subscription price and conversion price for the private placement convertible corporate bonds will be no less than 80% of the theoretical price and reference price, respectively. The private placement of common stock will also be priced no lower than 80% of the reference price.

However, due to changes in the overall industry environment, technological transformation pressures, and global economic fluctuations, MTI has faced cost structure adjustments and increased competition for orders. With continued investment in research and development, there has been some impact on short-term financial performance, resulting in a slight increase in accumulated losses and a decrease in net asset value per share below par value. The company is actively adjusting its operational strategies, improving product competitiveness, and optimizing its cost structure, with the goal of gradually improving its operational condition, restoring profitability, and enhancing net asset value per share.

If the reference date is set as the day before the board meeting on May 7, 2025, and the reference price is determined as the higher of the simple arithmetic average closing price of the common shares for the previous 1, 3, or 5 trading days, and the average closing price for the last 30 trading days, the conversion price of the private placement convertible corporate bonds and/or the price of the private placement common shares may be lower than par value but higher than the most recent net asset value per share of NT$3.23 as shown in the latest audited financial statements. This should increase the net asset value per share without eroding the rights of existing shareholders. Therefore, the proposed private placement is expected to have a positive impact on shareholder equity.

(II) Selection of places and the feasibility and necessity

This private placement is selected in accordance with Article 43-6 of the Securities and

Exchange Act and the Financial Supervisory Commission's letter Jin-Guan-Zheng-Fa-Zi No. 1120383220 dated September 12, 2023, and the Ministry of Finance's letter (91) Tai-Cai-Zheng-Yi-Zi No. 0910003455 dated June 13, 2002. The Company is currently prioritizing potential applicants who have an in-depth understanding of the Companys operations and can contribute significantly to the future development of the Company. However, the final selection of applicants will be conducted in accordance with relevant regulations after discussions, and thus, the selection method for applicants should be considered appropriate.

The purpose of this private placement is to improve the Companys financial position, effectively expand the scale of its operations, and ensure the continued development of the Company, thereby safeguarding the rights and interests of employees and shareholders. The feasibility and necessity of consulting with applicants for this private placement are affirmed.

(III) The reasonableness of the expected benefits from the private placement

The purpose of this private placement fundraising is primarily to meet the companys long-term development needs for working capital, in order to strengthen the overall competitiveness of MTI, expand the scale of operations, optimize the financial structure, improve operational efficiency, and enhance overall competitiveness, thus bringing positive benefits to shareholders equity. The funds raised will mainly be used to replenish working capital, and it is expected that the benefits will be reasonable. Overall, the companys objective in conducting this private placement is to strengthen its operational structure and competitiveness, thereby enhancing overall shareholder equity. Considering the current operating conditions of the company, the timeliness and feasibility of fundraising, the issuance of convertible bonds and/or private placement of common stock through this private placement is necessary and reasonable.

Declaration of Independence

The Company entrusted the Taiwan Tech Corporation (hereinafter referred to as Taiwan Tech) to issue an opinion on the necessity and reasonableness of the private placement in 2025.

We hereby declare that it does not engage in any of the following activities in the execution of the above business:

1. We are not an investee of Microelectronics under the equity method.
2. We are not a company investing Microelectronics under the equity method.
3. Our chairperson or general manager is not the same person as the chairperson or general manager of Microelectronics, nor any relationship of spouse or relative within second degree of kinship.
4. We are not a director or supervisor of Microelectronics.
5. Microelectronics is not our director or supervisor.
6. We and Microelectronics are not related parties defined in Article 18 of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Our assessment opinions on the necessity and reasonableness of the private placement of common shares for Microelectronics are all independent and impartial.

Taishin Securities Co., Ltd.

Person in Charge: Kuo, Chia-Hong

May 7, 2025

(This is solely for the purposes of necessity and reasonableness of the 2025 private placement of Microelectronics Technology, Inc. only)

Attachment 10

List of Director (Independent Director) Candidates

Category of the Nominee	Name	Education	Experience	Number of Shares
Director	Chi-Chia Hsieh	Ph.D. in Electrical Engineering, Santa Clara University	Chairman, Microelectronics Technology Inc.	2,459,279
Director	Eugene Wu	M.S., Electrical Engineering, University of Pittsburgh MBA, Rensselaer Polytechnic Institute	General manager and CEO, Microelectronics Technology Inc.	145,586
Director	Dunga Wu	M.S., Civil Engineering, National Chiao Tung University Bachelor of Science in Transportation Engineering and Mgt., National Chiao Tung University	VP, Microelectronics Technology Inc.	30,000
Independent Director	Golub Drakulovic	M.B.A.,Fairleigh Dickenson University, Rutherford, NJ	VP China Wireless R&D - Lucent/Alcatel Director - Lucent CDMA Deployment Wireless Networks (US)	0
Independent Director	Kuo-Chiang Young	B.S., ROC Military Academy	National Security Bureau, R.O.C. Chairman, Shin-Shin Bus Company, Ltd. President of ROC Military Academy	0
Independent Director	Li-Ching Tsai	Master of Laws, National Chengchi University Bachelor of Laws, National Chengchi University	Arbitrator, Chinese Arbitration Association,R.O.C. Partner Attorney, C&R International Law Firm Prosecutor, Taiwan High Prosecutors Office	0
Independent Director	S.H., Fuong	Master of Economics, University of Bonn B.A., Fu Jen Catholic University	CFO, Microelectronics Technology Inc. Executive VP, Bank of America Credit Dept. Manager, Frankfurt Headquarters, Deutsche Bank	0

Appendix 1

Rules of Procedure for Shareholders Meetings

June 11, 2015
Approved by shareholders meeting

I. The rules of procedure for the Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

II. “Shareholders” in these Rules means shareholders and their proxies.

III. Shareholders attending the Meeting shall submit the attendance card for the purpose of signing in.
The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

IV. Attendance and voting at shareholders meetings shall be calculated based on numbers of shares.

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

VI. The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be preserved for at least one year.

VII. The chair shall call the meeting to order if the attending shareholders exceed the majority of the total number of issued shares. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.
When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting.

VIII. If the shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.
The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After the meeting, the shareholders may not elect another chair to continue the meeting at the original site or another place.

IX. During the Meeting, the chairman may, at his discretion, set time for intermission.

X. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

XI. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.
If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
When a shareholder defies the chair's correction, the Rules are adopted pursuant to Article 18, paragraph 2.

XII. The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.

XIII. Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, if the chair has consulted the no-objection, it shall be deemed to have passed, and its validity shall be the same as the voting. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act. Resolution of the shareholders' meeting, the number of shares of non-voting shareholders, not counting the total number of issued shares.
If the shareholders are unable to attend the shareholders' meeting for any reason, they will be issued a power of attorney issued by the company, stating the scope of the authorization. In accordance with the company law and the public offering company's attendance at the shareholders' meeting using the rules of the power of attorney, the agent is entrusted to attend the shareholders' meeting. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.
A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting.
If the duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.
After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days

before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
Other matters related to the agency shall be handled in accordance with the regulations of the competent authority.

XIV. When a legal person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
When a legal person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

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

XVI. The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s). The result of voting shall be announced at the Meeting and placed on record.

XVII. If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

XVIII. The chairman may conduct the disciplinary officers or the security guard to assist in keeping order of the Meeting place.
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.

XIX. The matters not specified in these Rules shall be handled in accordance with the provisions of the Company Law and relevant laws and regulations and the articles of association of the Company.

XX. These Rules and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Appendix 2

Articles of Incorporation

Chapter I General Provisions

Article I The Corporation is incorporated under the Company Act of the Republic of China, and its name is 台揚科技股份有限公司 in Chinese language, and Microelectronics Technology Inc. in English language.

Article II The business scope of the Corporation is as stated below:

1. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
2. CC01070 Telecommunication Equipment and Apparatus Manufacturing
3. CC01080 Electronic Parts and Components Manufacturing
4. CC01100 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
5. CC01990 Electrical Machinery, Supplies Manufacturing
6. E701010 Telecommunications Construction
7. E701020 Channel KU and C of Satellite TV Equipments and Materials Construction
8. E701030 Restrained Telecom Radio Frequency Equipments and Materials Construction
9. EZ99990 Other Construction
10. F401010 International Trade
11. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import

(I) To conduct research, development, design, production, manufacturing, and sales of the following items:
  1. Personal communication device components, subsystems and systems
  2. Wireless microwave communication systems equipment, electronic components, electronic systems and etc.

(II) Manufacture for foreign and Taiwan domestic markets:
  1. Substrate and capacitors used in microwave integrated circuit.
  2. High frequency microwave and millimeter wave components
  3. Microwave and millimeter wave subsystem and system
  4. Integrated imported and self-made microwave and optic electronic components into subsystem and system

(III) Manufacture and sale of direct broadcasting satellite receiver equipment for foreign and domestic market

(IV) Custom design and manufacture the above-mentioned products according to customers' specifications

(V) Provide inspection, repair and maintenance, tooling, and installation services for the above-mentioned products

(VI) Import/Export for the above-mentioned business

Article II-I When being the limited liability shareholder of other companies, the total amount of the Corporations investment is exempted from the restriction of not more than forty percent of the Corporations paid -up capital as provided in Article 13 of the Company Act, but subject to total shareholders' equity of the Corporation.

Article III The Corporation shall have its head office in Science Park, Hsin Chu, Taiwan, Republic of China, and shall be free, upon approval of Board of Directors and government authorities in charge, to set up representative and branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Corporation deems it necessary or advisable to carry out any or all of its activities.

Article IV Public announcements of the Corporation shall be made in accordance with Article 28 of the Company Act of the Republic of China.

Chapter II Capital Stock

Article V The total authorized capital stock of the Corporation is in the amount of 7,000,000,000 New Taiwan Dollars, divided into 700,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments and in form of preferred stock subject to Board of Directors' approval. A total of 50,000,000 shares among the above total capital stock should be reserved for issuing stock options, corporate bonds with warrants and preferred shares with warrants.

Article V-I The rights, obligations and other important conditions regarding the first name-bearing preferred shares of the Corporation are as the followings:

I. At the end of each fiscal year, after the Corporation has provided for taxes, made up the prior years losses, set aside legal reserve, special capital reserve, and dividends of preferred shares should be paid in first priority.

II. The dividends ratio of the preferred shares is 3% per year. Calculated based on the issuing price and are payable in cash annually. The Board of directors will resolve a record date after Shareholders' meeting to effect the dividends payment. The preferred shares are not entitled to dividends when transferring to common shares but are entitled to dividend of common shares at that year.

III. If the profit of the Corporation is not enough for dividends distribution to preferred shares, it will be paid in future year in the first priority. But after transferring to common shares, all accumulated dividends will not be distributable.

IV. The preferred stocks can participate in the common share stock dividend distribution.

V. If the Corporation distributes its legal reserve and the capital reserve of special shares by issuing new shares or by cash dividend, the preferred stock can't join the earning distribution.

VI. When the Corporation issues new shares in cash, the shareholders of the preferred stocks shall have the same preemptive rights with respect to the new shares as those of the shareholders of the common shares.

VII. Limited by the issuing total amount, preferred stocks have priority to get the residual assets of the Corporation when liquidation.

VIII. Shareholders of preferred stocks have voting right, elect right and the right be the candidate for the directorship in annual shareholders' meeting.

IX. The preferred stock can only be transferred to common shares after three years of issuance and the exchange rate is one on one. After transfer, the right and obligation is the same as other common shares.

Article V-II The Corporation may issue treasury stock to employees of the affiliated companies meeting certain qualifications.

The Corporation may issue share subscription warrant or restricted stock awards to employees of the affiliated companies meeting certain qualifications.
The Corporation may issue the new shares to employees of the affiliated companies meeting certain qualifications.

Article VI The share certificates of the Corporation shall all be name-bearing share certificates with signatures of the director representing the Corporation, and issued in accordance with the Company Act and relevant rules and regulations of the Republic of China.
Subject to the Company Act or other related regulations, the stock certificates of the Corporation may be made without physical certificates. However, the stock of the Corporation shall be registered with the securities centralized depositary institution.

Article VII Registration for transfer of shares shall be suspended for sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or five (5) days before the day on which dividend, bonus, or any other benefit are scheduled to be paid by the Corporation.

Article VIII Prior to the transfer of Corporation shares, an application for transfer of share certificates with the seals of both transferor and transferee, shall be filed with the Corporation or the agent of the Corporation jointly by the transferors and the transferee. Before the transfer is duly made, the share certificates are deemed as belonging to the original shareholder. Application for mortgage or discharge of mortgage of share certificates with the seals of mortgager and mortgagee shall be filled with the Corporation or its agent of the Corporation jointly by the mortgager and the mortgagee. Before the mortgage is duly registered with the Corporation or its agent, the mortgager cannot defend himself against the Corporation.

Article IX The Corporation shall handle its share-related issues in accordance with relevant rules and regulations of the Republic of China.

Chapter III Section III – Shareholders' Meeting

Article X Shareholders' meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings. Except special reasons ruled by the Company Act, shareholders' meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. However, the special case authorized by government administrator is not subject to this rule, special meetings shall be convened in accordance with the law when necessary.

Article XI If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend it and exercise on his/her behalf the rights at the meeting with the proxies printed by the Corporation. Excluding the trust enterprise and agents for stock affairs authorized by the government, if a shareholder is on behalf of more than two persons to exercise their rights simultaneously, proxies over 3% of total voting rights can't be counted.
The proxies should be delivered to the Corporation no later than five days before the Shareholders' meeting date.
If there is double submission of proxies, the Corporation will accept the first one unless the revoking claim of the one is made.

The Corporation shall handle its proxies in accordance with relevant rules and regulations of the Republic of China.

Article XII Each share of stock is entitled to one vote, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

Article XIII Resolutions at a shareholders' meeting shall, unless otherwise provide for by the Company Act, be adopted by a majority vote of the shareholders present, who must represent more than one half of the total number of voting shares. Shareholders may vote via an electronic voting system, and those who do so shall be deemed to as attending the shareholders' meeting in person; electronic voting shall be conducted in according with the relevant laws and regulations.

Article XIV The shareholders' meeting of the Corporation shall be presided over by the chairman of the board of directors. In case the chairman is to be absent or cannot exercise his powers for any cause whatsoever, he may designate one of directors to act on his behalf. In the absence designation, the directors shall elect one from among themselves.
If the shareholders’ Meeting is called by other legal person(s), (s)he should be presided. If there are several legal persons, they shall elect one from among themselves.

Article XV The resolutions of a shareholders’ meeting shall be recorded in the minutes, recording the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting, and such minutes shall be signed by or sealed with the chop of the chairman. The minutes shall be distributed to all shareholders of the Corporation within twenty (20) days after the close of the meeting.
The distribution of the minutes of shareholders' meeting as required in Paragraph One of this Article may be effected by means of a public notice.

Chapter IV Directors and the Audit Committee

Article XVI The Corporation shall have 7~9 directors. The term of office of directors is three years, after which they will be eligible for reelection. When one-third of the directors have vacated their offices, a special shareholders’ meeting shall be convened by the Board of Directors within sixty days to elect new directors to fill the vacancies. The term of office of the newly elected director shall be the same as the remaining term of the predecessor. The share holdings of all directors shall be no less than the regulation from the government authorities.
No less than 3 and one-third of the directors of the Corporation shall be independent director. The election of director shall be conducted in accordance with a candidate nomination system, and that the shareholders shall elect director from among those listed in the slate of independent director candidates. The method for the accepting nomination in connection with the director shall comply with the relevant provisions under the Company Act and Securities Exchange Act.
The Corporation shall form the Audit Committee, which is composed of all independent directors.
The Corporation will authorize Board of directors to buy Directors and Officers insurance during the term of office of directors. The Board of directors is authorized

to determine the compensation for the directors, aligned with the standards of the industry within the R.O. C and overseas.

Article XVII The Board of directors shall be formed by directors. The directors shall elect from among themselves the Chairman of the Board of directors by a majority of votes cast by the directors present at the meeting attended by at least two-thirds of the directors. The chairman of the board of directors shall represent the Corporation.
Such method may apply to the election of vice-Chairman, who will assist Chairman in all aspects.

Article XVIII Board meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.
Pursuant to Paragraph 4, Article 203, or Paragraph 3, Article 203-1 of the Company Act, when a board meeting is convened by the majority of the directors, the meeting shall be chaired by a director selected among the directors.
When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair.
The notice set forth in the preceding Paragraph may be affected by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof.

Article XIX Unless otherwise provided by the Company Act and this Articles of Incorporation, the resolutions of board of directors shall be adopt by a majority vote at a meeting attended by at least one half of the directors.
A director may designate another director to act as his proxy in case he cannot attend the meeting.
Minutes of the meeting of the board of directors shall be taken.

Article XX The function of the board of directors shall be in accordance with the provision as described in the laws and regulations.

Article XXI The functions of the Audit Committee shall be in accordance with the provision as described in the laws and regulations.

Chapter V Managers

Article XXII The Corporation shall have one president and one or more vice presidents or mangers, whose appointment, dismissal or remuneration shall be proposed by the chairman of the board of directors and consented by a majority vote of the directors.

Chapter VI Accounting

Article XXIII The fiscal year of the Corporation begins on January 1 and ended on December 31. At the end of each fiscal year, the following statements shall be prepared by the board of directors, and submitted (a) Business report (b) Financial statements (c) Proposals of profit distribution or losses covering to the regular shareholders' meeting for approval.

Article XXIV The Corporation may provide endorsement and guarantee and act as a guarantor.

Article XXV At the end of each fiscal year, the Corporation shall first set aside a reserve to cover accumulated losses if any; then set aside no less than 7% of its pre-tax profits as remuneration to employees, and no more than 1% as remuneration to directors. By a resolution of the Board of Directors, employee remuneration may be distributed in the form of shares or in cash. Employees entitled to receive shares or cash may include employees from affiliated companies who meet certain qualification. A remuneration proposal of employees or/and directors and supervisors should be reported at the shareholders' meeting.

When allocating the net profits for each fiscal year, the Corporation shall first offset its accumulated losses and set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve equals the total paid-in capital of the Corporation; then set aside special capital reserve in accordance with relevant laws or regulations, and dividends of preferred shares. The remaining net profits and the retained earnings from previous years shall be distributed to shareholders according to the proposal made by the Board of Directors and passed to the shareholders' meeting for approval.

Article XXV-I The Corporation is currently at a steady growth stage. With the consideration of industry and corporation's external environment, the future capital expenditure and working capital needs, enterprise development, cash dividend shall be the priority, stock dividend as supplementary. The amount of dividends distributed to shareholders shall be no less than 30% of distributable earnings for the year. The Corporation may pay dividend or not, provided the accumulated disposable earning is less than 5% of outstanding share capital. The portion of cash dividend shall be between 30%~100% and the remaining is stock dividend. The surplus earnings distribution shall be approved by the Board of Directors and Shareholders' Meeting.

Chapter VII Supplementary Provisions

Article XXVI Provisions of the Company Act shall be referred to for matters not provided for in the Articles of Incorporation.

Article XXVII The Articles of Incorporation was initially executed on November 22, 1982. Twenty- eighth amendments have been made since then. The last amendment was made on June 15, 2023.

Microelectronics Technology Inc.
Chairperson: Hsieh, Chi-Chia

Appendix 3

Measures of the Election of Directors

Article 1
The election of directors shall be conducted in accordance with the Procedures.

Article 2
The directors shall be election at the shareholders meeting.

Article 3
The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected.
Candidate nomination system is the directors are selected from the list of director candidates by the shareholders. The manner of acceptance of the nomination of directors and other matters to be complied with shall be handled in accordance with the relevant laws and regulations of the Company Law and the Securities Exchange Act.

Article 4
Except as otherwise provided by the Corporation's articles of incorporation, each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 5
The number of directors will be as specified in the Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 6
A person with the right to convene 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
At the beginning of the election, the chair shall appoint persons with shareholder status to check and record the ballots, and to handle the supervision and ticketing matters.

Article 8
The ballot boxes shall be prepared by the authorized conveners of the shareholders meeting and publicly checked by the vote monitoring personnel before voting commences.

Article 9

A ballot is invalid under any of the following circumstances:

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

Article 10

The ticket is monitored by the inspector. The results of the election should be announced by the chair at the meeting. The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 11

These Procedures and any amendments thereof shall be implemented after approval at the shareholders' meeting.

Article 12

Provisions of the Company Act shall be referred to for matters not provided for in the Articles of Incorporation.

Appendix 4

Current Shareholding of Directors and Supervisors

As of the book closure date for the special shareholders meeting: April 20, 2025

Title	Name	Current Shareholding (Shares)
Chairman	Mr. Chi-Chia Hsieh	2,459,279
Director	Eugene Wu	145,586
Independent Director	Ms. Yun Lin	0
Independent Director	Mr. Golub Drakulovic	0
Independent Director	Mr. Jong Wang	0
The minimum legal number of shares that all directors should hold		0
Total shareholdings of all Directors		2,604,865 1.03% of total shares (Note 2)

Note：
(1) Total outstanding shares as of April 20, 2025: 252,028,320 common shares
(2) The number of independent directors of the Company exceeds one-half of the total number of directors, and an Audit Committee has been established. Therefore, the statutory minimum shareholding requirement for all directors and supervisors is not applicable.