

Code 3443



Global Unichip Corp.

2025 Annual Shareholders' Meeting

Meeting Handbook
(Translation)

May 15, 2025

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Global Unichip Corp.

2025 Annual Shareholders' Meeting

Meeting Procedure

1. Call the Meeting to Order
2. Chairperson's Address
3. Report Items
4. Proposed Resolutions
5. Discussion Items
6. Other Business and Special Motion
7. Meeting Adjourned

Global Unichip Corp.
2025 Annual General Shareholders' Meeting
Meeting Agenda

(Translation)

Meeting type : Physical shareholders' meeting

Time: 9:30 a.m., May 15, 2025 (Thursday)

Location: 3F, No. 10, Lixing 6th Rd., Hsinchu Science Park

Attendants: All shareholders or their proxy holders

Chairperson: F.C. Tseng, Chair of the Company

1. Call the Meeting to Order

2. Chairperson's Address

3. Report Items

- (1) To report the business of 2024.
- (2) To report 2024 employees' profit sharing and directors' compensation .
- (3) Audit and Corporate Governance Committee's review report.
- (4) Communication report between the convener of the Audit and Corporate Governance Committee, the members of independent directors and the head of Internal Audit.
- (5) To report the compensation received by the directors, including the compensation policy, the content and amount of individual compensation and their correlation with the performance evaluation results.

4. Proposed Resolutions

- (1) To accept 2024 Business Report and Financial Statements
- (2) To accept Company's 2024 Earnings Distribution

5. Discussion Items

To approve amendments of "Articles of Incorporation".

Voting by poll

6. Other Business and Special Motion

7. Meeting Adjourned

1. Call the Meeting to Order

2. Chairperson's Address

3. Report Items

Report No. 1

To report the business of 2024 (proposed by the Board of Directors)

Explanatory Notes:

2024 Annual Business Report of the Company is attached here to as Attachment 1 (Please refer to pages 8~13).

Report No. 2

To report 2024 employees' profit sharing and directors' compensation (proposed by the Board of Directors)

Explanatory Notes:

1. The compensation of employees and directors of the Company in 2024 was approved by the Board of Directors on January 23st, 2025. The above-mentioned compensation was paid in cash.
2. The total amount of employee compensation allocated in 2024 was NT\$1,245,288,011. After review by the Compensation Committee and discussion by the Board of Directors, the final amount approved for distribution by the Board was NT\$1,158,948,000.
3. The compensation of the directors is NT\$41,933,333.
4. The discrepancy between the estimated amount and the actual distribution of directors' remuneration was due to the resignation of Dr. Cheng-Wen Wu as an independent director on May 15, 2024. Dr. Cheng-Wen Wu served for less than 1 full year and thus the directors' remuneration was allocated proportionally.

Report No. 3

Audit and Corporate Governance Committee's review report (proposed by the Board of Directors)

Explanatory Notes:

The Audit and Corporate Governance Committee's review report is attached hereto as Attachment 2 (Please refer to page 14).

Report No. 4

Communication report between the convener of the Audit and Corporate Governance Committee, the independent director members and the head of Internal Audit(proposed by the Board of Directors)

Explanatory Notes:

In the quarterly Audit and Corporate Governance Committee meeting, the head of Internal Audit regularly reports to the Audit and Corporate Governance Committee the implementation of the audit plan, important findings and the progress of previously suggested improvement items, interacting face-to-face with independent directors. The head of Internal Audit reports to and communicates with the independent directors every month via a written monthly report. The key communications and interactions between the independent directors and the head of Internal Audit in the Audit and Corporate Governance Committee meeting are recorded in the meeting minutes. In addition, communication among independent directors, or between the head of Internal Audit and the members of the Audit and Corporate Governance Committee on audit and other matters related to the responsibilities of the Audit and Corporate Governance Committee will also be conducted via email and communication software. The convener of the Audit and Corporate Governance Committee maintains a good communication channel with independent directors and the head of Internal Audit.

Report No. 5

To report the compensation received by the directors, including the compensation policy, the content and amount of individual compensation and their correlation with the performance evaluation results(proposed by the Board of Directors)

Explanatory Notes:

1. The compensation, remuneration and travel expenses of

the Company's directors shall be provided in accordance with the "Regulations on the Directors' Compensation, Remuneration and Travel Expenses" unless otherwise stipulated by laws and regulations and the Company's Articles of Incorporation. The total compensation of the directors shall be regulated in accordance with Article 26 of the Company's Articles of Incorporation, and shall not exceed 2% of the Company's profit for the current year, and the total amount does not exceed NT\$45 million. The compensation is paid based on the earnings distribution approved by the shareholders' meeting. The compensation of independent directors and the additional compensation of directors serving as members of various functional committees shall be determined by the Board of Directors in accordance with industry standards.

2. The performance of the Company's Board of Directors, functional committees and individual directors is evaluated once a year in accordance with the "Regulations for the Performance Evaluation of the Board of Directors and Functional Committees". The proposed director's compensation has been reviewed by the Compensation Committee on January 23, 2025 and approved by the Board of Directors. It was proposed to distribute 0.77% of the Company's profit as the director's compensation, which is in line with industry standards. The distribution of the compensation is as follows: (Please refer to page 22~23 of the Annual Report)

4. Proposed Resolutions

Proposal No. 1

To accept 2024 Business Report and Financial Statements (proposed by the Board of Directors)

Explanatory Notes:

1. GUC's 2024 Financial Statements, including the balance sheet, income statement, statement of changes in shareholders' equity and statement of cash flow were audited by independent auditors, Hsieh-Chang Li and Ming-Hui Chen, of Deloitte Taiwan, and a report has been issued.

2. Please refer to Attachment 1 (pages 8-13) and Attachment 3 (pages 15-31) of this Handbook for the 2024 Annual Business Report and Financial Statements (including the Independent Auditor's Report).

Proposal No. 2

To accept Company's 2024 Earnings Distribution (proposed by the Board of Directors)

Explanatory Notes:

1. The 2024 Earnings Distribution was approved by the Board of Directors and reviewed by the Audit and Corporate Governance Committee, and the Audit and Corporate Governance Committee's Review Report has been issued.
2. The Company proposes to distribute NT\$2,144,190,576 from the 2024 distributable earnings as shareholder dividends, all of which will be paid in cash. (Common stock cash dividends of NT\$16.0 per share). Cash dividends will be distributed in integers of NTD (rounded down to an integer) with fractions of NTD accounted for as other income of the Company.
3. Upon the approval of the General Shareholders' Meeting, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, and other relevant issues. In the event that the Company needs to cancel the shares or issue new shares due to the Company's repurchase of treasury shares or other reasons, which affects the total number of outstanding shares of the Company, it is proposed that the Chair of the Board be authorized to distribute the total earnings based on the ordinary shares resolved and adjust the shareholders' cash dividend distribution ratio based on the number of actual shares outstanding on the record date for distribution.
4. Please refer to Attachment 4 (page 32) of this Handbook for the 2024 Earnings Distribution Table.

5. Discussion Items

To approve amendments of "Articles of Incorporation" (proposed by the Board of Directors)

Explanatory Notes:

1. In accordance with the resolution of the 7th meeting of the 10th Board of Directors, the company has renamed the Audit Committee as the Audit and Corporate Governance Committee. To ensure consistency in organizational naming, the company intends to amend Article 16-2 of the Articles of Incorporation accordingly.
2. In response to the newly amended provisions of Article 14, Paragraph 6 of the Securities and Exchange Act, the company “shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees.” Accordingly, the company intends to amend Article 26 of the Articles of Incorporation.
3. The amendments to Articles 16-2 and 26 of the Articles of Incorporation have been reviewed and approved by the Board of Directors. A comparison table of the revised and original provisions is provided in Attachment 5 of this manual (pages 33-35) for reference.

Voting by poll

6. Other Business and Special Motion

7. Meeting Adjourned

Attachement1

Business Report

In FY2024, the global semiconductor industry encountered plentiful challenges and opportunities. High inflation and interest rates resulted in reduced demand for consumer electronics and network communication products compared to the forecasts. Overall economic uncertainty led consumer products customers to adopt a conservative stance regarding the demand for mass production. However, design services (or Non-Recurring Engineering [NRE]) business showed consistent growth, fueled by the AI surge and the cryptocurrency craze. In FY2024, Global Unichip Corporation (GUC) achieved consolidated annual revenue of NT\$250.44billion. The consolidated earnings per share stood at NT\$25.75, with profitability exceeding twice the Company's capital for the third consecutive year.

FY2024 Operational Results

(1) Business Plan Implementation Performance

In FY2024, GUC maintained steady profit growth in NRE business, with an annual growth rate of 25% due to the growing adoption of AI and cryptocurrency applications. Although AI and cryptocurrency applications showed an upward trend compared to the previous year, the demand for consumer products and network communication products was lower than initially forecast, which led to a 15% decline in turnkey business compared to the previous year. Despite the short-term challenge of product portfolio transformation faced by the turnkey business, progression through the stages of validation and mass production for AI-related design services in recent years is likely to drive additional growth momentum in the turnkey business.

GUC expanded its investment in research and development by assigning additional R&D personnel to advanced node design services, advanced packaging technology, and related IP development. Additionally, a new building was acquired to accommodate the hardware equipment (e.g., servers) necessary for R&D processes. Through this investment, GUC aims to maintain its leading technological position while continuously earning the trust of customers, thereby sustaining long-term growth in both revenue and profitability.

(2) Analysis of Operating Revenue and Profitability

In FY2024, GUC's consolidated operating revenue amounted to NT\$250.44 billion, representing a decrease of 5% compared to the previous year's revenue of NT\$26.241 billion. The after-tax net profit for the year was NT\$34.51 billion, which was a decrease of 2% compared to the previous year, and the earnings per share stood at NT\$25.75, which was a decrease of 2% compared to the previous year's earnings of NT\$26.18.

In terms of profitability, GUC achieved a gross margin of 32.4% in FY2024, representing a 2 percentage point increase from the previous year's 30.4%. This increase can primarily be attributed to a rise in the percentage of revenue from NRE business. The operating margin for the year was 15.2%, representing a 0.1 percentage point increase from the previous year due to effective cost control measures. The after-tax net profit margin was 13.8%, representing an increase of 0.4 percentage points compared to the previous year's 13.4%.

(3) Technical Development Status

BM3E controllers and PHY IPs gaining attention from numerous industry-leading CSP and HPC customers. The highlighted events of GUC's HBM3E IP are as follows:

1. Proven across TSMC advanced process technologies: Ready on the TSMC N7/N6, N5/N4P, N3E/N3P processes.
2. Silicon validated with all major HBM3 vendors. Silicon validated on both TSMC CoWoS-S and CoWoS-R technologies: GUC designs eDTC for the TSMC CoWoS-S and IPD for the TSMC CoWoS-R to achieve best power integrity.
3. Advanced Interposer Routing: Patented interposer layout to support angle routing with a Y-dimension offset while keeping best signal and power integrity.
4. Built-In chiplet interconnect monitoring solution: GUC collaborates with proteanTecs and has integrated chiplet interconnect monitors into the HBM PHY. This feature enhances chiplet observability and reliability.
5. Full 2.5/3D multi-die design service: GUC provides optional 2.5D and 3D service for HBM CoWoS ASIC platform design.

In terms of technology, GUC is also actively collaborating with the world's leading HBM suppliers to develop the HBM4 IP for next-gen AI ASICs. While preparing for future technological changes, GUC aims to

enhance its competitive edge in the AI sector to attract more orders from CSPs.

Moreover, by the end of 2024 our patent portfolio consists of 560 patents, demonstrating the achievements GUC has gained from active investment in R&D, and effectively enhancing our core competitiveness. Major technical breakthroughs and innovation achievements in 2024 are as follows:

- GUC's 3nm HBM3E 9.4G (PHY & Controller) have been successfully taped out in 1Q23, silicon proven in 1Q24, and adopted by several customers. The IP supports TSMC both CoWoS-S and CoWoS-R packaging technology.
- Combined with TSMC InFO/CoWoS packaging technology, GUC successfully ported the 3rd-generation chip interconnection IP "GLink 2.3" from 5nm to 3nm, and completed the silicon verification in 1Q24. This IP provides multi-chip interconnect solution, and has been adopted by several customers
- Combined with TSMC CoWoS-R packaging technology, GUC successfully proposed and taped out the UCIe/32G compliant, chip interconnection IP "GUCIe 1.0" in 3nm in Nov'23. The silicon will be back and silicon proven in 1Q25. The solution is ready to provide customers with complete multi-chip interconnect solutions following UCIe industrial standard for inter-operability
- GUC has taken the lead in 2nm design technology, completing the development of the design flow in Q2 2024 and successfully taping out a 2nm test chip in September 2024.
- GUC early adopted TSMC 3nm technology, completed N3P design flow and verification in 2Q24, and successful in customer's product tape-out in 2H24
- Based TSMC 3DFabric chip stacking technology, GUC and customer completed the first N7+N7 WoW(wafer on wafer) 3D testchip tape-out in Mar'23 and completed silicon verification in 1Q24
- GUC early adopted TSMC System-on-Wafer (SoW) technology, and has successfully helped TSMC and the lead customer in the development of the mechanical test vehicle. It has been successfully taped out in 4Q24.
- GUC has successfully helped multiple AI/HPC customers SoCs into production using TSMC's 2.5D CoWoS advanced packaging technologies for hyperscale data center applications, where 5nm AI

customer using HBM3E memory already entered production in 2024.

- GUC successfully enabled HPC customer's 6nm ASIC tapeout in 3Q23, which was under production in 2024.

Summary of the 2025 Business Plan

The growth of the semiconductor industry in FY2025 is expected to remain stimulated primarily by capital expenditures on cloud-related projects. Additionally, CSPs are likely to continue to invest in the development of their own ASIC chips to meet their specific needs for AI applications. ASICs offer higher performance compared to general-purpose AI chips such as GPUs and FPGAs. The growing demand for computing power on AI chips annually has led to a significant need for data centers, cloud computing, and edge computing. This has made ASICs' performance and cost advantages even more apparent. To capitalize on this market trend, GUC will continue to invest R&D resources in advanced manufacturing processes and related advanced packaging IPs to enhance the competitive edge of IC design services. GUC aims to provide customers with optimum performance and cost-effectiveness while attracting more NRE business from CSPs and effectively creating differentiation in competitive advantages.

(1) Sales Forecast

Looking ahead to FY2025, GUC anticipates business growth derived from continuous profit growth in AI design services and cryptocurrency-driven turnkey business. However, in light of export control measures, GUC will continue to adopt a cautious project selection policy to manage geopolitical risks. Over the past few years, investments in advanced manufacturing processes and advanced packaging technologies have shown promising progress. GUC believes that recent investments in AI-related NRE projects will also gradually translate into medium- and long-term growth momentum for the turnkey business.

(2) Important Production and Marketing Policies

GUC will continue to strengthen the bond and collaboration with existing customers by delivering outstanding design services. GUC pledges to accelerate advanced manufacturing processes, shorten design time, and achieve rapid product launches for customers. Additionally, GUC will focus on the R&D and deployment of essential semiconductor

intellectual property rights for advanced manufacturing processes and advanced packaging.

Future Corporate Development Strategy and Impact of External Competitive, Regulatory, and Macroeconomic Environments

In the face of a rapidly changing regulatory environment with increasingly strict export control measures and a new U.S. tariff policy, GUC maintains a cautious approach to project selection. GUC remains committed to complying with all regulations and follows a rigorous customer evaluation procedure to ensure that services are provided to customers worldwide in a legal and responsible manner. In the future, GUC will remain highly attentive to U.S. control measures, aiming to mitigate geopolitical risks and safeguard the long-term interests of shareholders and employees.

The shifts in the supply chain landscape arising from the U.S.–China trade conflict and the increasing complexity of IC design in advanced manufacturing processes pose both challenges and opportunities. Nevertheless, GUC remains committed to collaborating with world-class customers and partners to seize critical opportunities for market growth. Looking ahead to FY2025, the Company has confidence in its medium- to long-term operational goals.

Environmental, Social, and Corporate Governance (ESG)

Business operation is a long and arduous task. In addition to keeping abreast of product technological development and seeking profitable growth, GUC is also committed to improving corporate governance and emphasizing the interests of all stakeholders. The operations of the Corporate Sustainability Committee enable GUC to fulfill its social corporate responsibilities while ensuring good corporate governance and meeting the expectation to contribute to society and the environment. In terms of corporate governance, GUC has voluntarily prepared an annual Corporate Social Responsibility (CSR) Report (sustainability report) since FY2011, and starting from FY2014, these reports have been verified by third-party independent organizations. To enhance the effectiveness of corporate governance, GUC amended the corporate governance best practice principles in FY2022 to limit the tenure of independent directors to no longer than three terms and ensure the

presence of at least one female director. GUC consistently ranked among the top 5% of companies in the TWSE/TPEX Corporate Governance Evaluation (with the smallest market capitalization among ten listed companies) from the first to seventh year of the evaluation. In the eighth evaluation, GUC slipped to the 6% to 20% range, but it regained a top 5% ranking in the ninth and tenth evaluations.

Regarding equal treatment of shareholders and enhancing information transparency, GUC holds its annual shareholders meeting before the end of May each year, and has done so since FY2014. Starting from the third quarter of FY2018, GUC has been announcing its financial statements in both Chinese and English shortly after the Board meeting. Additionally, GUC was honored with the Investor Relations Excellence Award by the Taiwan Investor Relations Institute in the category of large listed companies.

In FY2023, GUC completed the planning of a sustainable development pathway for the goal of net-zero carbon emissions by 2050. This plan includes conducting greenhouse gas inventories for all entities included in the consolidated financial reports, establishing a timeline for achieving carbon neutrality, and integrating climate-related opportunities and risk scenarios into its evaluations. In FY2023, GUC also published its first-ever Task Force on Climate - Related Financial Disclosures (TCFD) report. In FY2024, carbon reduction targets and plans submitted by GUC were approved from the Science Based Targets initiative (SBTi).

Despite GUC's status as an IC design services company without manufacturing facilities, the Company will not reduce its efforts to mitigate climate change. GUC remains committed to continuously reviewing and improving its risk management and internal control processes to promote net-zero emissions and carbon reduction and to build a sustainable future for the benefit of future generations.

Finally, all of the staff at GUC would like to express our sincere gratitude to all our customers, suppliers, shareholders, and the general public for your support and trust in GUC. We will strive to do our best to provide decent returns for our shareholders.

Wishing you good health and great success!

Attachment 2

Audit and Corporate Governance Committee's Review Report

The Company's 2027 financial statements approved by the Audit and Corporate Governance Committee and resolved by the Board of Directors has been audited by Deloitte & Touche appointed by the Board, and an Audit Report has been issued when Deloitte & Touche completed the audit.

As for the Company's 2024 business reports and the proposal regarding earnings distribution prepared and submitted by the Board, the Audit and Corporate Governance Committee, after completing relevant audits, considers that the said reports and proposal comply with provisions stipulated in Company Act. Thus, this report is hereby issued in accordance with Article 14-4 of Securities and Exchange Act and Article 219 of Company Act, and submitted for your Honor to approve.

To:

Global Unichip Corp. 2025 Regular Shareholders' Meeting

Auditand Corporate Governance Committee Convener: Jesse Ding

January 23, 2025

Attachment 3

Independent Auditors' Report (Consolidated Financial Statements)

Global Unichip Corp.

Opinion

We have audited the accompanying consolidated financial statements of Global Unichip Corp. and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matter of the Company's consolidated financial statements for the year ended December 31, 2024 is as follows:

Revenue Recognition from sale of goods

The Company's net revenue for the year ended December 31, 2024, was NT\$25,044,192 thousand, which is comprised of NT\$16,161,027 thousand from sale of goods and \$8,883,165 thousand from non-recurring engineering (NRE) services. For details on the accounting policies and information related to revenue recognition, please refer to Notes 4, 5, and 17 of the consolidated financial statements. The semiconductor industry is highly affected by factors such as demand fluctuations, technological advancements, geopolitical issues, and supply chain challenges. These factors may lead to specific customers dynamically adjusting their demand for products, thereby affecting the recognition of product sales revenue. As a result, we identified the occurrence of net revenue from sale of goods from specific customers as a key audit matter for the current year.

1. We obtained the understanding and tested the design and operating effectiveness of relevant controls over revenue recognition.
2. We performed sampling and executed the following procedures to verify the occurrence of net revenue from sale of goods from specific customers:
 - a. We reviewed customer contract terms to ensure revenue recognition complies with contract terms and accounting standards.
 - b. We examined shipping documents and contract terms to confirm that control over the goods had been transferred.
 - c. We examined the actual receipt of payments.

Other Matter

We have also audited the parent company only financial statements of Global Unichip Corp. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of 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 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 members of the Audit Committee) are responsible for overseeing the Company'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 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 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 Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence on the financial information of components constituting the Company 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 statements that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hsieh-Chang Li and Ming-Hui Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

January 23, 2025

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023		LIABILITIES AND EQUITY	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%		Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash and cash equivalents (Notes 6 and 28)	\$ 10,427,431	40	\$ 7,637,809	36	Contract liabilities (Note 17)	\$ 9,348,737	36	\$ 6,250,159	30
Financial assets at fair value through profit or loss (Note 8)	2,980,000	11	2,080,000	10	Accounts payable	1,078,444	4	1,174,487	6
Accounts receivable, net (Notes 7 and 17)	1,988,028	7	1,967,388	9	Payables to related parties (Note 28)	612,757	2	513,654	2
Receivables from related parties (Note 28)	19,368	-	22,040	-	Accrued employees' compensation and remuneration to directors (Note 24)	1,625,201	6	1,454,645	7
Inventories (Note 9)	2,794,441	11	4,850,717	23	Payables on machinery and equipment	94,955	1	16,416	-
Prepayment for purchases (Note 28)	5,575,145	21	2,274,363	11	Current tax liabilities (Note 22)	236,794	1	261,573	1
Other financial assets (Note 28)	6,301	-	3,862	-	Lease liabilities - current (Notes 11, 25 and 28)	76,965	-	78,372	-
Other current assets (Note 13)	<u>689,472</u>	<u>3</u>	<u>600,106</u>	<u>3</u>	Accrued expenses and other current liabilities (Note 14)	<u>1,594,794</u>	<u>6</u>	<u>1,204,559</u>	<u>6</u>
Total current assets	<u>24,480,186</u>	<u>93</u>	<u>19,436,285</u>	<u>92</u>	Total current liabilities	<u>14,668,647</u>	<u>56</u>	<u>10,953,865</u>	<u>52</u>
NON-CURRENT ASSETS					NON-CURRENT LIABILITIES				
Property, plant and equipment (Note 10)	941,947	3	558,637	3	Deferred income tax liabilities (Note 22)	145,665	1	127,918	1
Right-of-use assets (Note 11)	173,214	1	236,721	1	Lease liabilities - non-current (Notes 11, 25 and 28)	109,596	-	172,196	1
Intangible assets (Note 12)	437,800	2	587,286	3	Other long-term payables (Note 14)	73,067	-	112,618	-
Deferred income tax assets (Note 22)	36,844	-	15,655	-	Net defined benefit liabilities (Note 15)	14,292	-	22,312	-
Prepayments for business facilities	1,015	-	1,244	-	Guarantee deposits (Note 25)	<u>3,713</u>	<u>-</u>	<u>3,464</u>	<u>-</u>
Refundable deposits (Note 28)	216,053	1	215,904	1	Total non-current liabilities	<u>346,333</u>	<u>1</u>	<u>438,508</u>	<u>2</u>
Pledged time deposits (Notes 28 and 29)	<u>22,200</u>	<u>-</u>	<u>22,200</u>	<u>-</u>	Total liabilities	<u>15,014,980</u>	<u>57</u>	<u>11,392,373</u>	<u>54</u>
Total non-current assets	<u>1,829,073</u>	<u>7</u>	<u>1,637,647</u>	<u>8</u>	EQUITY (Note 16)				
					Share capital	1,340,119	5	1,340,119	6
					Capital surplus	32,843	-	32,801	-
					Retained earnings				
					Appropriated as legal reserve	1,779,227	7	1,428,010	7
					Appropriated as special reserve	34,007	-	18,234	-
					Unappropriated earnings	8,111,217	31	6,896,402	33
					Others	<u>(3,134)</u>	<u>-</u>	<u>(34,007)</u>	<u>-</u>
					Total equity	<u>11,294,279</u>	<u>43</u>	<u>9,681,559</u>	<u>46</u>
TOTAL	<u>\$ 26,309,259</u>	<u>100</u>	<u>\$ 21,073,932</u>	<u>100</u>	TOTAL	<u>\$ 26,309,259</u>	<u>100</u>	<u>\$ 21,073,932</u>	<u>100</u>

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

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
NET REVENUE (Notes 17 and 28)	\$ 25,044,192	100	\$ 26,240,714	100
COST OF REVENUE (Notes 24 and 28)	<u>16,936,638</u>	<u>68</u>	<u>18,265,019</u>	<u>70</u>
GROSS PROFIT	<u>8,107,554</u>	<u>32</u>	<u>7,975,695</u>	<u>30</u>
OPERATING EXPENSES				
Sales and marketing (Notes 24 and 28)	407,068	2	393,573	1
General and administrative (Notes 24 and 28)	528,209	2	496,950	2
Research and development (Notes 24 and 28)	3,223,366	13	3,116,402	12
Expected credit impairment loss (Note 7)	<u>146,023</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total operating expenses	<u>4,304,666</u>	<u>17</u>	<u>4,006,925</u>	<u>15</u>
INCOME FROM OPERATIONS	<u>3,802,888</u>	<u>15</u>	<u>3,968,770</u>	<u>15</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 18 and 28)	153,858	1	98,173	1
Other income (Notes 11 and 19)	11,987	-	74,367	-
Other gains and losses (Note 20)	97,857	-	19,474	-
Finance costs (Notes 21 and 28)	<u>(4,187)</u>	<u>-</u>	<u>(5,504)</u>	<u>-</u>
Total non-operating income and expenses	<u>259,515</u>	<u>1</u>	<u>186,510</u>	<u>1</u>
INCOME BEFORE INCOME TAX	4,062,403	16	4,155,280	16
INCOME TAX EXPENSE (Note 22)	<u>611,815</u>	<u>2</u>	<u>647,395</u>	<u>3</u>
NET INCOME	<u>3,450,588</u>	<u>14</u>	<u>3,507,885</u>	<u>13</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans (Note 15)	7,384	-	4,291	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign operations (Note 16)	<u>30,873</u>	<u>-</u>	<u>(15,773)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>38,257</u>	<u>-</u>	<u>(11,482)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,488,845</u>	<u>14</u>	<u>\$ 3,496,403</u>	<u>13</u>
EARNINGS PER SHARE (Note 23)				
Basic earnings per share	<u>\$ 25.75</u>		<u>\$ 26.18</u>	
Diluted earnings per share	<u>\$ 25.56</u>		<u>\$ 26.02</u>	

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

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In Thousands of New Taiwan Dollars, Unless Specified Otherwise)

	Share Capital - Common Stock		Capital Surplus	Retained Earnings			Total	Others	Total Equity
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings		Foreign Currency Translation Reserve	
BALANCE, JANUARY 1, 2023	134,011	\$ 1,340,119	\$ 32,676	\$ 1,056,442	\$ 38,471	\$ 5,611,724	\$ 6,706,637	\$ (18,234)	\$ 8,061,198
Appropriation and distribution of prior year's earnings									
Legal reserve	-	-	-	371,568	-	(371,568)	-	-	-
Reversal of special reserve	-	-	-	-	(20,237)	20,237	-	-	-
Cash dividends to shareholders - NT\$14.00 per share	-	-	-	-	-	(1,876,167)	(1,876,167)	-	(1,876,167)
Total	-	-	-	371,568	(20,237)	(2,227,498)	(1,876,167)	-	(1,876,167)
Donations from shareholders	-	-	50	-	-	-	-	-	50
Dividends from claims extinguished by prescription	-	-	75	-	-	-	-	-	75
Net income in 2023	-	-	-	-	-	3,507,885	3,507,885	-	3,507,885
Other comprehensive income in 2023, net of income tax	-	-	-	-	-	4,291	4,291	(15,773)	(11,482)
Total comprehensive income in 2023	-	-	-	-	-	3,512,176	3,512,176	(15,773)	3,496,403
BALANCE, DECEMBER 31, 2023	134,011	1,340,119	32,801	1,428,010	18,234	6,896,402	8,342,646	(34,007)	9,681,559
Appropriation and distribution of prior year's earnings									
Legal reserve	-	-	-	351,217	-	(351,217)	-	-	-
Special reserve	-	-	-	-	15,773	(15,773)	-	-	-
Cash dividends to shareholders - NT\$14.00 per share	-	-	-	-	-	(1,876,167)	(1,876,167)	-	(1,876,167)
Total	-	-	-	351,217	15,773	(2,243,157)	(1,876,167)	-	(1,876,167)
Dividends from claims extinguished by prescription	-	-	42	-	-	-	-	-	42
Net income in 2024	-	-	-	-	-	3,450,588	3,450,588	-	3,450,588
Other comprehensive income in 2024, net of income tax	-	-	-	-	-	7,384	7,384	30,873	38,257
Total comprehensive income in 2024	-	-	-	-	-	3,457,972	3,457,972	30,873	3,488,845
BALANCE, DECEMBER 31, 2024	134,011	\$ 1,340,119	\$ 32,843	\$ 1,779,227	\$ 34,007	\$ 8,111,217	\$ 9,924,451	\$ (3,134)	\$ 11,294,279

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

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 4,062,403	\$ 4,155,280
Adjustments for:		
Depreciation	247,147	266,989
Amortization	375,803	347,745
Expected credit impairment loss	146,023	-
Gain on financial assets at fair value through profit or loss	(50,270)	(22,551)
Finance costs	4,187	5,504
Interest income	(153,858)	(98,173)
Gain on disposal of property, plant and equipment, net	-	(110)
Gain on foreign exchange, net	(1,814)	(29,423)
Changes in operating assets and liabilities:		
Accounts receivable, net (including related parties)	(173,140)	1,010,805
Inventories	2,056,276	1,712,005
Prepayment for purchases	(3,285,564)	(891,897)
Other current assets	(80,816)	58,157
Contract liabilities	3,098,578	(99,317)
Accounts payable (including related parties)	(12,158)	(973,754)
Accrued employees' compensation and remuneration to directors	170,556	713,827
Accrued expenses and other current liabilities	480,183	(685,447)
Net defined benefit liabilities	(636)	(684)
Cash generated from operations	6,882,900	5,468,956
Income tax paid	(640,614)	(960,765)
Net cash generated from operating activities	<u>6,242,286</u>	<u>4,508,191</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of:		
Financial assets at fair value through profit or loss	(3,880,000)	(2,380,000)
Property, plant and equipment	(470,618)	(101,565)
Intangible assets	(361,731)	(376,185)
Proceeds from disposal of:		
Financial assets at fair value through profit or loss	3,030,270	2,102,551
Property, plant and equipment	-	163
Refundable deposits paid	(102,470)	(86,758)
Refundable deposits refunded	111,399	3,055
Interest received	151,435	95,842
Net cash used in investing activities	<u>(1,521,715)</u>	<u>(742,897)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Guarantee deposits received	54	48
Guarantee deposits refunded	(27)	(50)
Repayment of the principal portion of lease liabilities	(81,695)	(79,965)
Cash dividends paid	(1,876,167)	(1,876,167)

(Continued)

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	2024	2023
Interest paid	\$ (4,187)	\$ (5,504)
Donations from shareholders	-	50
Dividends from claims extinguished by prescription reclassified to capital surplus	<u>42</u>	<u>75</u>
Net cash used in financing activities	<u>(1,961,980)</u>	<u>(1,961,513)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>31,031</u>	<u>(14,529)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,789,622	1,789,252
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>7,637,809</u>	<u>5,848,557</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 10,427,431</u>	<u>\$ 7,637,809</u>

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

(Concluded)

Independent Auditors' Report

(Parent Company Only Financial Statements)

Global Unichip Corp.

Opinion

We have audited the accompanying parent company only financial statements of Global Unichip Corp. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, statements of changes in equity and statements of cash flows for the years then ended, and the notes to the parent company only financial statements, including material accounting policy information.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matter of the parent company only financial statements for the year ended December 31, 2024 is as follows:

Revenue Recognition from sale of goods

The Company's net revenue for the year ended December 31, 2024, was NT\$25,044,149 thousand, which is comprised of NT\$16,160,984 thousand from sale of goods and \$8,883,165 thousand from non-recurring engineering (NRE) services. For details on the accounting policies and information related to revenue recognition, please refer to Notes 4, 5, and 18 of the parent company only financial statements. The semiconductor industry is highly affected by factors such as demand fluctuations, technological advancements, geopolitical issues, and supply chain challenges. These factors may lead to specific customers dynamically adjusting their demand for products, thereby affecting the recognition of product sales revenue. As a result, we identified the occurrence of net revenue from sale of goods from specific customers as a key audit matter for the current year.

1. We obtained the understanding and tested the design and operating effectiveness of relevant controls over revenue recognition.
2. We performed sampling and executed the following procedures to verify the occurrence of net revenue from sale of goods from specific customers:
 - a. We reviewed customer contract terms to ensure revenue recognition complies with contract terms and accounting standards.
 - b. We examined shipping documents and contract terms to confirm that control over the goods had been transferred.
 - c. We examined the actual receipt of payments.

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 members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

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

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors’ report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence on the financial information of components constituting 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 statements that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our auditors’ report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors’ report are Hsieh-Chang Li and Ming-Hui Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

January 23, 2025

Notice to Readers

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

For the convenience of readers, the independent auditors’ report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors’ report and financial statements shall prevail.

GLOBAL UNICHIP CORP.

PARENT COMPANY ONLY BALANCE SHEETS (In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023		LIABILITIES AND EQUITY	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%		Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash and cash equivalents (Notes 6 and 29)	\$ 9,589,907	36	\$ 7,064,578	34	Contract liabilities (Notes 18 and 29)	\$ 9,348,737	36	\$ 6,250,159	30
Financial assets at fair value through profit or loss (Note 8)	2,980,000	11	2,080,000	10	Accounts payable	1,078,444	4	1,174,487	6
Accounts receivable, net (Notes 7 and 18)	1,988,028	8	1,967,388	9	Payables to related parties (Note 29)	709,888	3	736,968	3
Receivables from related parties (Note 29)	19,368	-	22,040	-	Accrued employees' compensation and remuneration to directors (Note 25)	1,625,201	6	1,454,645	7
Inventories (Note 9)	2,794,441	11	4,850,717	23	Payables on machinery and equipment	94,955	-	16,416	-
Prepayment for purchases (Note 29)	5,575,145	21	2,244,765	10	Current tax liabilities (Note 23)	232,110	1	258,361	1
Other financial assets (Note 29)	5,709	-	3,428	-	Lease liabilities - current (Notes 12, 26 and 29)	37,090	-	38,073	-
Other current assets (Note 14)	664,400	3	563,571	3	Accrued expenses and other current liabilities (Notes 15 and 29)	1,628,039	6	1,237,081	6
Total current assets	23,616,998	90	18,796,487	89	Total current liabilities	14,754,464	56	11,166,190	53
NON-CURRENT ASSETS					NON-CURRENT LIABILITIES				
Investments accounted for using equity method (Note 10)	1,042,944	4	922,659	4	Deferred income tax liabilities (Note 23)	145,509	1	127,626	1
Property, plant and equipment (Note 11)	927,281	3	538,510	2	Lease liabilities - non-current (Notes 12, 26 and 29)	56,923	-	83,591	-
Right-of-use-assets (Note 12)	91,052	-	118,546	1	Other long-term payables (Note 15)	73,067	-	112,618	-
Intangible assets (Note 13)	437,800	2	587,286	3	Net defined benefit liabilities (Note 16)	14,292	-	22,312	-
Deferred income tax assets (Note 23)	36,611	-	15,298	-	Guarantee deposits (Note 26)	3,278	-	3,071	-
Prepayments for business facilities	1,015	-	1,244	-	Total non-current liabilities	293,069	1	349,218	1
Refundable deposits (Note 29)	165,911	1	194,737	1	Total liabilities	15,047,533	57	11,515,408	54
Pledged time deposits (Notes 29 and 30)	22,200	-	22,200	-	EQUITY (Note 17)				
Total non-current assets	2,724,814	10	2,400,480	11	Share capital	1,340,119	5	1,340,119	6
					Capital surplus	32,843	-	32,801	-
					Retained earnings				
					Appropriated as legal reserve	1,779,227	7	1,428,010	7
					Appropriated as special reserve	34,007	-	18,234	-
					Unappropriated earnings	8,111,217	31	6,896,402	33
					Others	(3,134)	-	(34,007)	-
					Total equity	11,294,279	43	9,681,559	46
TOTAL	\$ 26,341,812	100	\$ 21,196,967	100	TOTAL	\$ 26,341,812	100	\$ 21,196,967	100

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

GLOBAL UNICHIP CORP.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
NET REVENUE (Notes 18 and 29)	\$ 25,044,149	100	\$ 26,240,714	100
COST OF REVENUE (Notes 25 and 29)	<u>16,960,362</u>	<u>68</u>	<u>18,280,005</u>	<u>70</u>
GROSS PROFIT	<u>8,083,787</u>	<u>32</u>	<u>7,960,709</u>	<u>30</u>
OPERATING EXPENSES				
Sales and marketing (Notes 25 and 29)	421,327	2	409,132	1
General and administrative (Notes 25 and 29)	511,997	2	482,081	2
Research and development (Notes 25 and 29)	3,281,747	13	3,171,821	12
Expected credit impairment loss (Note 7)	<u>146,023</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total operating expenses	<u>4,361,094</u>	<u>17</u>	<u>4,063,034</u>	<u>15</u>
INCOME FROM OPERATIONS	<u>3,722,693</u>	<u>15</u>	<u>3,897,675</u>	<u>15</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 19 and 29)	134,718	1	92,118	-
Other income (Notes 12 and 20)	7,813	-	6,237	-
Other gains and losses (Note 21)	90,873	-	14,692	-
Finance costs (Notes 22 and 29)	(1,501)	-	(1,657)	-
Share of profit of subsidiaries	<u>89,412</u>	<u>-</u>	<u>122,512</u>	<u>1</u>
Total non-operating income and expenses	<u>321,315</u>	<u>1</u>	<u>233,902</u>	<u>1</u>
INCOME BEFORE INCOME TAX	4,044,008	16	4,131,577	16
INCOME TAX EXPENSE (Note 23)	<u>593,420</u>	<u>2</u>	<u>623,692</u>	<u>3</u>
NET INCOME	<u>3,450,588</u>	<u>14</u>	<u>3,507,885</u>	<u>13</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans (Note 16)	7,384	-	4,291	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign operations (Note 17)	<u>30,873</u>	<u>-</u>	<u>(15,773)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>38,257</u>	<u>-</u>	<u>(11,482)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,488,845</u>	<u>14</u>	<u>\$ 3,496,403</u>	<u>13</u>
EARNINGS PER SHARE (Note 24)				
Basic earnings per share	<u>\$ 25.75</u>		<u>\$ 26.18</u>	
Diluted earnings per share	<u>\$ 25.56</u>		<u>\$ 26.02</u>	

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

GLOBAL UNICHIP CORP.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
(In Thousands of New Taiwan Dollars, Unless Specified Otherwise)

	Share Capital - Common Stock		Capital Surplus	Retained Earnings			Total	Others	Total Equity
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings		Foreign Currency Translation Reserve	
BALANCE, JANUARY 1, 2023	134,011	\$ 1,340,119	\$ 32,676	\$ 1,056,442	\$ 38,471	\$ 5,611,724	\$ 6,706,637	\$ (18,234)	\$ 8,061,198
Appropriation and distribution of prior year's earnings									
Legal reserve	-	-	-	371,568	-	(371,568)	-	-	-
Reversal of special reserve	-	-	-	-	(20,237)	20,237	-	-	-
Cash dividends to shareholders - NT\$14.00 per share	-	-	-	-	-	(1,876,167)	(1,876,167)	-	(1,876,167)
Total	-	-	-	371,568	(20,237)	(2,227,498)	(1,876,167)	-	(1,876,167)
Donations from shareholders	-	-	50	-	-	-	-	-	50
Dividends from claims extinguished by prescription	-	-	75	-	-	-	-	-	75
Net income in 2023	-	-	-	-	-	3,507,885	3,507,885	-	3,507,885
Other comprehensive income in 2023, net of income tax	-	-	-	-	-	4,291	4,291	(15,773)	(11,482)
Total comprehensive income in 2023	-	-	-	-	-	3,512,176	3,512,176	(15,773)	3,496,403
BALANCE, DECEMBER 31, 2023	134,011	1,340,119	32,801	1,428,010	18,234	6,896,402	8,342,646	(34,007)	9,681,559
Appropriation and distribution of prior year's earnings									
Legal reserve	-	-	-	351,217	-	(351,217)	-	-	-
Special reserve	-	-	-	-	15,773	(15,773)	-	-	-
Cash dividends to shareholders - NT\$14.00 per share	-	-	-	-	-	(1,876,167)	(1,876,167)	-	(1,876,167)
Total	-	-	-	351,217	15,773	(2,243,157)	(1,876,167)	-	(1,876,167)
Dividends from claims extinguished by prescription	-	-	42	-	-	-	-	-	42
Net income in 2024	-	-	-	-	-	3,450,588	3,450,588	-	3,450,588
Other comprehensive income in 2024, net of income tax	-	-	-	-	-	7,384	7,384	30,873	38,257
Total comprehensive income in 2024	-	-	-	-	-	3,457,972	3,457,972	30,873	3,488,845
BALANCE, DECEMBER 31, 2024	134,011	\$ 1,340,119	\$ 32,843	\$ 1,779,227	\$ 34,007	\$ 8,111,217	\$ 9,924,451	\$ (3,134)	\$ 11,294,279

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

GLOBAL UNICHIP CORP.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 4,044,008	\$ 4,131,577
Adjustments for:		
Depreciation	198,179	218,936
Amortization	375,803	347,745
Expected credit impairment loss	146,023	-
Gain on financial assets at fair value through profit or loss	(50,270)	(22,551)
Finance costs	1,501	1,657
Interest income	(134,718)	(92,118)
Share of profit of subsidiaries	(89,412)	(122,512)
Gain on foreign exchange, net	(1,814)	(29,423)
Gain on disposal of property, plant and equipment, net	-	(110)
Changes in operating assets and liabilities:		
Accounts receivable, net (including related parties)	(173,140)	1,010,805
Inventories	2,056,276	1,712,005
Prepayment for purchases	(3,285,564)	(891,897)
Other current assets	(92,905)	49,297
Contract liabilities	3,098,578	(99,317)
Accounts payable (including related parties)	(167,939)	(779,617)
Accrued employees' compensation and remuneration to directors	170,556	713,827
Accrued expenses and other current liabilities	480,906	(653,476)
Net defined benefit liabilities	(636)	(684)
Cash generated from operations	<u>6,575,432</u>	<u>5,494,144</u>
Income tax paid	<u>(623,102)</u>	<u>(939,525)</u>
Net cash generated from operating activities	<u>5,952,330</u>	<u>4,554,619</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of:		
Financial assets at fair value through profit or loss	(3,880,000)	(2,380,000)
Equity interest in subsidiary	-	(30,602)
Property, plant and equipment	(468,225)	(91,405)
Intangible assets	(361,731)	(376,185)
Proceeds from disposal of:		
Financial assets at fair value through profit or loss	3,030,270	2,102,551
Property, plant and equipment	-	163
Refundable deposits paid	(73,015)	(85,299)
Refundable deposits refunded	111,003	2,628
Interest received	132,437	90,188
Dividends received	<u>-</u>	<u>64,449</u>
Net cash used in investing activities	<u>(1,509,261)</u>	<u>(703,512)</u>

(Continued)

GLOBAL UNICHIP CORP.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	\$ (40,114)	\$ (39,128)
Cash dividends paid	(1,876,167)	(1,876,167)
Equity interest in subsidiary	-	(62,199)
Interest paid	(1,501)	(1,657)
Donations from shareholders	-	50
Dividends from claims extinguished by prescription reclassified to capital surplus	<u>42</u>	<u>75</u>
Net cash used in financing activities	<u>(1,917,740)</u>	<u>(1,979,026)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,525,329	1,872,081
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>7,064,578</u>	<u>5,192,497</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 9,589,907</u>	<u>\$ 7,064,578</u>

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

Attachment 4

Global Unichip Corp. 2024 Profit Distribution Table

Unit: NTD

Retained earnings at the beginning of the period	4,653,244,650
2024 Net profit	3,450,587,494
Plus: Actuarial gain of defined benefit plan	7,384,157
The net profit after tax of the current period with the amount for items other than the net profit after tax of the current period are included in the undistributed earnings of the current year	3,457,974,651
Less: Appropriation for legal reserve	(345,797,166)
Add: Reverse of special reverse	30,872,848
Earnings available for distribution by the end of 2024	7,796,291,983
Items of distribution:	
—Shareholders' cash dividend (NT\$16 per share)	(2,144,190,576)
Undistributed earnings at the end of the period	5,652,101,407

Chair: F.C. Tseng

Manager: Sean Tai, Daniel Chien

Chief Accountant: Blithe Chiang

Attachment 5

Global Unichip Corporation

Comparison Table of Amendments to the Articles of Incorporation

Item	After Amendment	Before Amendment	Reason for Amendment
Article 16-2	In compliance with Article 14-4 of the Securities and Exchange Act of Republic of China, the Company shall establish an audit <u>and Corporate Governance</u> committee, which shall consist of the entire number of independent directors. The audit <u>and Corporate Governance</u> committee or the members of audit <u>and Corporate Governance</u> committee shall be delegated the power as set forth in the provisions regarding supervisors in the Company Act of Republic of China, the Securities and Exchange Act of Republic of China, and other laws and regulations.	In compliance with Article 14-4 of the Securities and Exchange Act of Republic of China, the Company shall establish an audit committee, which shall consist of the entire number of independent directors. The audit committee or the members of audit committee shall be delegated the power as set forth in the provisions regarding supervisors in the Company Act of Republic of China, the Securities and Exchange Act of Republic of China, and other laws and regulations.	Amended in accordance with the resolution of 7th board meeting of the 10th term.
Article 26	When allocating the net profits for each fiscal year, the Company shall set aside not less than two percent of the profit distributable as bonus to employees and not more than two percent of the profit distributable as bonus to directors. <u>Additionally, no less than 0.7% of the aforementioned ratio of employees' remuneration shall be distributed to the Company's non-executive employees.</u> Directors who also serve as executive officers of this Company are not entitled to receive bonus to directors. However,	When allocating the net profits for each fiscal year, the Company shall set aside not less than two percent of the profit distributable as bonus to employees and not more than two percent of the profit distributable as bonus to directors. Directors who also serve as executive officers of this Company are not entitled to receive bonus to directors. However, the Company's accumulated losses shall have been covered. The Company may have the profit distributable as employees' compensation	Amended in accordance with the Chin-Kuan-Cheng-Fa-Tzu No. 1130385442 issued by the FSC.

Item	After Amendment	Before Amendment	Reason for Amendment
	<p>the Company's accumulated losses shall have been covered.</p> <p>The Company may have the profit distributable as employees' compensation distributed in the form of shares or in cash. There may have certain qualification requirements set for employees entitled to receive such compensation.</p> <p>The net profit for each fiscal year distributable set out in the preceding paragraph is the net income before tax set aside the employees' and board of directors' compensation.</p> <p>The Company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' and board of directors' compensation and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.</p>	<p>distributed in the form of shares or in cash. There may have certain qualification requirements set for employees entitled to receive such compensation.</p> <p>The net profit for each fiscal year distributable set out in the preceding paragraph is the net income before tax set aside the employees' and board of directors' compensation.</p> <p>The Company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' and board of directors' compensation and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.</p>	
Article 31	<p>These Articles of Incorporation are agreed to and signed on December 11, 1997 by all the promoters in the promoters meeting of the Company, and these Articles shall take effect from the date of approval of registration by the competent authority. The first Amendment was approved by the shareholders' meeting on April 14, 1998, the second Amendment on October 20, 1998, the third Amendment on August</p>	<p>These Articles of Incorporation are agreed to and signed on December 11, 1997 by all the promoters in the promoters meeting of the Company, and these Articles shall take effect from the date of approval of registration by the competent authority. The first Amendment was approved by the shareholders' meeting on April 14, 1998, the second Amendment on October 20, 1998, the</p>	Added the date of the most recent amendment.

Item	After Amendment	Before Amendment	Reason for Amendment
	<p>8, 2001, the fourth Amendment on July 30, 2002, the fifth Amendment on July 30, 2002, the sixth Amendment on December 18, 2002, the seventh Amendment on January 23, 2003, and the eighth Amendment on May 31, 2005, the ninth Amendment on January 10, 2006, the tenth Amendment on June 30, 2006, the eleventh Amendment on May 24, 2007, the twelfth Amendment on June 3, 2009, the thirteenth Amendment on June 4, 2010, the fourteen Amendment on June 20, 2013, and the fifteen Amendment on May 26, 2016. <u>The 16th amendment was made on May 15, 2025.</u></p>	<p>third Amendment on August 8, 2001, the fourth Amendment on July 30, 2002, the fifth Amendment on July 30, 2002, the sixth Amendment on December 18, 2002, the seventh Amendment on January 23, 2003, and the eighth Amendment on May 31, 2005, the ninth Amendment on January 10, 2006, the tenth Amendment on June 30, 2006, the eleventh Amendment on May 24, 2007, the twelfth Amendment on June 3, 2009, the thirteenth Amendment on June 4, 2010, the fourteen Amendment on June 20, 2013, and the fifteen Amendment on May 26, 2016.</p>	

Appendix 1

Global Unichip Corp. Rules and Procedures of Shareholders' Meeting

1. Unless otherwise provided for in applicable laws or regulation, shareholders' meetings of the Company shall be conducted in accordance with the rules and procedures specified herein.
2. Attending shareholders or their proxies shall submit a sign-in card . The total shares represented by shareholders present in person or by proxy should be determined based on the submitted sign-in cards.
3. Attendance and voting rights at shareholders' meetings shall be calculated based on the numbers of shares represented.
4. The venue of shareholders' meetings shall be on the Company's premises or at another place convenient for shareholders to attend and suitable for such a meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m.
5. If a shareholders' meeting is convened by the Board of Directors, the Chair of the Board of Directors shall be the chairperson presiding at the meeting. If the Chair of the Board of Directors is on leave or unable to perform his duties for any other reason, the Vice Chair shall preside at the meeting on the Chair's behalf. If the Vice Chair is also on leave or unable to perform his duties for any other reason, the Chair of the Board of Directors shall appoint a Managing Director to act on his behalf. If there are no Managing Directors, the Chair shall appoint a Director to act on his behalf. If the Chair does not make such a designation, the Managing Directors or Directors shall select one person from among themselves to serve as the chair.
The Chairperson in the preceding paragraph shall be a member of the Board of Directors, and they shall have served on the Board of Directors for a minimum of six months, and be well versed in the Company's financial and operational status. The same shall apply if the Chairperson is the representative of a juristic person.
If the shareholders' meeting is convened by any other person entitled to convene the meeting other than the Board of Directors, such person shall be the chairperson of the meeting.
When there are two or more such convening parties, they shall mutually select a Chairperson from among themselves.
6. The Company may appoint designated counsel, certified public accountants, or other relevant persons to attend the shareholders' meeting. Staff handling administrative affairs of a shareholders' meeting shall wear identification badges or armbands.
7. The Company's shareholders' meetings must be videotaped or audio recorded and kept for at least one year.

8. The chairperson shall call the meeting to order at the appointed time. However, if the attending shareholders do not represent more than one-half of the total number of issued shares, the chairperson may postpone the meeting time. No more than two such postponements, for a combined total of no more than one hour shall be made. If after two postponements the attending shareholders still represent less than one-half of the total number of issued shares but represent more than one-third of the total issued shares, provisional resolutions may be adopted in accordance with Article 175, Paragraph 1 of the Company Act.
Such provisional resolutions shall be handled in accordance with the relevant provisions of the Company Act.
If during the process of the meeting the number of issued shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairperson may submit the provisional resolutions to the meeting for approval in accordance with Article 174 of the Company Act.
9. The agenda of the shareholders' meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. The meeting shall proceed in accordance with the agenda unless otherwise resolved at the meeting. In addition to the resolutions listed on the agenda, other resolutions proposed by shareholders, amendments to or alternatives to the original resolutions shall be seconded by other shareholders.
10. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting that is convened by any person other than the Board of Directors entitled to convene a meeting.
Unless otherwise resolved at the meeting, the chairperson cannot announce adjournment of the meeting before all the items (including extemporaneous motions) listed in the agenda are resolved.
The shareholders cannot designate any other person as chairperson and continue the meeting in the same or another place after the meeting is adjourned unless the chairperson violates the rules of procedure and declares the meeting adjourned, in which case the meeting may continue to be held with the consent of more than half of the voting rights of the shareholders present.
11. The shareholders present have the obligation to abide by the rules of the meeting, obey the resolutions, and maintain the order of the meeting.
12. Any legal entity designated as proxy by a shareholder to be present at the meeting may appoint only one representative to attend the meeting.
13. Unless otherwise permitted by the chair, each shareholder shall not speak more than twice on the same discussion item and each speech may not exceed five minutes. If a shareholder violates the rules outlined in the preceding paragraph or exceeds the scope of the discussion item, the chair may stop the shareholder's speech. If one refuses to accept the correction from the chair and disrupts the order of the meeting, the chair may instruct disciplinary officers (or security personnel) to help maintain order at the meeting place.

If a legal entity is a shareholder and designates two or more representatives to attend the meeting, only one representative can speak for each discussion item.

After the speech of a shareholder, the chair may respond in person or designate another person to respond.

14. The chair may announce to end the discussion of any resolution and call for a vote if the chair deems it appropriate.
15. The chair shall appoint persons responsible for monitoring and counting ballots. However, the persons responsible for monitoring ballots must be shareholders. Vote-tallying for Shareholders' Meeting resolutions and election proposals shall be handled in an open manner at the Shareholders' Meeting venue; the results thereof shall, upon completion of tallying, be immediately announced at the Shareholders' Meeting venue. Such an announcement shall include the full tally of the number of share votes and be recorded in the meeting minutes.
16. During the meeting, the chairperson may, at their discretion, set time for intermission. In the event of a force majeure, the chairperson may decide to suspend the meeting temporarily, and announce a time for the meeting to resume as appropriate or resume the meeting within five days without the need for notice and announcement when approved by the shareholders' meeting.
17. Unless otherwise stipulated by the Company Act and the Articles of Incorporation, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the meeting. When voting, if there is no objection after consultation by the chairperson, it will be deemed as passed, and its effect is the same as that of voting.
All shareholders are entitled to one vote for every share held.
18. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the sequence of voting. If any one of them has been adopted, the other proposals will then be deemed vetoed, and no further voting shall be required.
19. The chair may instruct disciplinary officers (or security personnel) to help maintain order at the meeting place. Such disciplinary officers (or security personnel) shall wear arm bands which identify their roles as a "Disciplinary Officers".
20. Matters not stipulated in the rules and procedures herein shall be handled in accordance with the provisions of the Company Act and other relevant laws and regulations.

21. The Rules and Procedures of Shareholder's Meeting shall take effect after approval by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 2

Articles Of Incorporation of Global Unichip Corp.

Section I - General Provisions

Article 1

The Company shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 創意電子股份有限公司 in the Chinese language, and Global Unichip Corporation in the English language.

Article 2

The scope of business of the Company shall be as follows:

CC01080 Electronic Parts and Components Manufacturing

A. Engage in research & development, production, testing , and sales of:

i. Embedded memory and logic components for various applications ICs;

ii. Cell libraries for various applications ICs; and

iii. EDA tools for various applications ICs.

B. Provide technological support and consulting services related to the aforementioned products.

Article 3

The Company may provide endorsement and guarantee and act as a guarantor.

Article 4

The Company may, by a resolution adopted by the Board of Directors, becomes a shareholder of limited liability in other companies, the total amount of its investments in such other companies shall not be subject to the restriction of not exceed forty percent of the amount of its own paid-up capital as provided for in Article 13 of the Company Act of the Republic of China. However, the total amount of its investments in such other companies shall not exceed to one half of its paid-in capital. The aforesaid resolution shall be adopted by a majority of directors at a meeting attended by two-thirds or more of the total number of directors.

Article 5

The Company shall have its head office established in Hsinchu Science Park, Hsinchu, Taiwan, Republic of China, and shall, upon the resolutions of the Board of Directors and approval of competent authorities, be free to set up representative and branch offices at various locations.

Section II - Capital Stock

Article 6

The total capital stock of the Company shall be in the amount of 1,800,000,000 New Taiwan Dollars, divided into 180,000,000 shares (of which 15,000,000 shares should be reserved for issuance of employee share subscription warrants), at par value of ten New Taiwan Dollars each. The Company may, by a resolution adopted by the Board of Directors, and issues the total authorized number of shares in installments.

Article 6 -1

Where the Company issues employee stock warrants, if the exercise price is lower than the closing price for the Company's common shares, the Company is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares. The Company is allowed to register multiple issues over a period of 1 year from the date of the shareholders resolution.

To transfer shares to employee at the price less than the average actual share repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares.

Article 7

The share certificates of the Company shall all be name-bearing share certificates and issued in accordance with the Company Act and relevant rules and regulations of the Republic of China.

In compliance with the relevant provisions of the Company Act, rules and regulations of the Republic of China, the Company may be exempted from printing any share certificate for the shares issued.

Article 8

All transfer of stocks, pledge of rights, reporting of loss, succession, gift, loss of seal, amendment of seal, change of address or similar stock transactions conducted by shareholders of the Company shall follow the "Guidelines for Stock Operations for Public Companies" unless specified otherwise by law and securities regulations.

Article 9

Alteration of entries in the shareholders' roster shall be suspended within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.

Section III – Shareholders’ Meeting

Article 10

Shareholders’ meeting of the Company is in two types, namely:

- (1) Regular shareholders’ meeting and
- (2) Special shareholders’ meeting.

Regular shareholders’ meeting shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special shareholders’ meeting shall be convened in accordance with the relevant laws, rules, and regulations of the Republic of China.

Article 11

The shareholders’ meeting shall be presided over by the chair of the Board of Directors of the Company. In his/her absence, either the vice chair of the Board of Directors or one of the directors shall preside; whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairperson of that meeting provided, however, that if there are two or more persons having the convening right, the chairperson of the meeting shall be elected from among themselves.

Article 12

A notice stating date, venue, and agenda to convene a regular shareholders’ meeting shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. In the case of a special shareholders’ meeting, a meeting notice shall be given to each shareholders no later than 15 days prior to the scheduled meeting date.

Article 13

If a shareholder is unable to attend the shareholders’ meeting, he/she may appoint a proxy to attend it on his/her behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy in accordance with relevant laws, rules, and regulations of the Republic of China.

Article 14

Each share of stock shall be entitled to one vote.

Article 15

The resolutions at a shareholders' meeting shall, unless required otherwise by the Company Act of the Republic of China, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced by attending shareholders after solicitation by the chairperson.

According to regulatory requirements, shareholders may also vote via an electronic

voting system, and those who do shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

Section IV –Directors and Supervisors

Article 16

The Company shall have seven to nine directors. The Board of Directors is authorized to determine the number of directors.

The term of office for directors shall be three (3) years, and all directors shall be elected by the shareholders' meeting from among the persons with disposing capacity and shall be eligible for re-election. The Company may purchase insurance for its directors or officers to protect them against potential liabilities arising from their exercise of director or officer duties.

The aforesaid Board of Directors shall consist of at least three independent directors.

Article 16-1

In the process of electing directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect. The directors shall be elected by adopting candidates' nomination system as specified in Article 192-1 of the Company Act of Republic of China. The nomination and announcement through a public notice of directors shall comply with the relevant regulation of the Company Act of Republic of China and the Securities and Exchange Act of Republic of China. Election of independent directors and directors shall take place at the same time but the number of independent directors and directors elected shall be counted respectively.

Article 16-2

In compliance with Article 14-4 of the Securities and Exchange Act of Republic of China, the Company shall establish an audit committee, which shall consist of the entire number of independent directors. The audit committee or the members of audit committee shall be delegated the power as set forth in the provisions regarding supervisors in the Company Act of Republic of China, the Securities and Exchange Act of Republic of China, and other laws and regulations.

Article 17

The Board of Directors shall elect a chair of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chair of the board. The chair of the Board of Directors shall externally represent the company.

Article 18

Unless otherwise provided for in the Company Act of the Republic of China, meetings of the Board of Directors shall be convened by the chair of the Board of Directors and the resolutions of the Board of Directors shall be adopted by a majority vote of the directors present at the meeting attended by a majority of the directors.

Article 19

The chair of the Board of Directors shall preside over all meetings of the Board of Directors. In case the chair of the Board of Directors is absent or cannot exercise his/her power and authority for any cause, the vice chair of the Board of Directors or any one of the directors shall act on his/her behalf in accordance with Article 208 of the Company Act of the Republic of China. Each director shall attend the meeting of the Board of Directors in person and a director may appoint another director to attend the meeting of the Board of Directors in his/her behalf at his/her absence. A director may accept the appointment to act as proxy of one other director only. The meeting of the Board of Directors may be conducted via visual communication network, and any director's participation in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20

The Board of Directors is authorized to determine the compensation for the directors, taking into account the standards of the industry within the Republic of China and overseas.

Section V- Executives Officers

Article 21

The Company may appoint a president, vice president(s) or such other officers to meet the Company's operational or managerial needs. Appointment, discharge, and the remuneration of such executive officers shall be decided in accordance with the Article 29 of the Company Act of Republic of China. Notwithstanding the foregoing, the appointment, discharge, and the remuneration of the president, vice president(s), Chief Financial Officer, and Accounting Controller shall further be proposed by chair of the Board of Directors and approved by a majority of the directors of the Company. The assistant vice president(s) shall further be proposed by president and approved by chair of the Board of Directors and a majority of the directors of the Company.

Article 22

The officer of the Company shall not concurrently act as an officer of another company, nor shall he/she operate, for the benefit of his/her own or others, any business which is the same as that of the Company, unless otherwise concurred in

by the Company pursuant to the resolution adopted by a majority vote of the directors at a meeting of the Board of Directors attended by a majority of the directors of the Company.

Article 23

The president of the Company shall conduct business operation of the Company in accordance with relevant rules and regulations of the Republic of China, Articles of Incorporation of the Company, and the resolutions of shareholders' meeting or Board of Directors' meeting.

Section VI-Financial Reports

Article 24

The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year.

Article 25

The Board of Directors shall, at the end of each fiscal year, submit the following items to the shareholders' meeting for their approval:

- a. The annual business report;
- b. The financial statements; and
- c. The surplus earnings distribution or loss make-up proposal.

Article 26

When allocating the net profits for each fiscal year, the Company shall set aside not less than two percent of the profit distributable as bonus to employees and not more than two percent of the profit distributable as bonus to directors. Directors who also serve as executive officers of this Company are not entitled to receive bonus to directors. However, the Company's accumulated losses shall have been covered.

The Company may have the profit distributable as employees' compensation distributed in the form of shares or in cash. There may have certain qualification requirements set for employees entitled to receive such compensation.

The net profit for each fiscal year distributable set out in the preceding paragraph is the net income before tax set aside the employees' and board of directors' compensation.

Article 27

The Company shall not pay dividends or bonuses when there is no surplus profit. When distributing the surplus profits for each fiscal year, the Company shall first offset its losses of previous years and set aside the items below in the following order:

- a. Legal reserve at ten percent of the remaining profits except when the

accumulated legal capital reserve has equaled the total capital of the Company;

b. Special reserve in accordance with the relevant laws or regulations or the resolution of the shareholders' meeting;

c. Any balance remaining may be distributed to the shareholders pro rata based on the number of shares held in accordance with the resolution of the shareholders' meeting.

Where there is no surplus profit for distribution in one year; or the profit of such year is far less than the profit actually distributed by the Company in the previous year; or considering the financial, business or operational factors of the Company, the Company may allocate a portion or all of its reserves for distribution in accordance with relevant laws or regulations or the orders of the competent authorities.

Article 28

Only the shareholders recorded in the shareholders' roster at the target date fixed by the Company for distribution of dividends and bonus are entitled to the allocation of dividends and bonus.

Article 29

The Company's profit distribution, the proportion of cash dividends shall not be lower than sixty percent of the total dividends, depending on future expansion plans and cash needs.

Section VII- Supplementary Provisions

Article 30

In regard to all matters not provided for in these Articles of Incorporation, the Company Act of the Republic of China and relevant rules and regulations of the Republic of China shall govern.

Article 31

These Articles of Incorporation are agreed to and signed on December 11, 1997 by all the promoters in the promoters meeting of the Company, and these Articles shall take effect from the date of approval of registration by the competent authority. The first Amendment was approved by the shareholders' meeting on April 14, 1998, the second Amendment on October 20, 1998, the third Amendment on August 8, 2001, the fourth Amendment on July 30, 2002, the fifth Amendment on July 30, 2002, the sixth Amendment on December 18, 2002, the seventh Amendment on January 23, 2003, and the eighth Amendment on May 31, 2005, the ninth Amendment on January 10, 2006, the tenth Amendment on June 30, 2006, the eleventh Amendment on May 24, 2007, the twelfth Amendment on June 3, 2009, the thirteenth Amendment on June 4, 2010, the fourteen Amendment on June 20, 2013, and the fifteen Amendment on May 26, 2016.

Appendix 3

Shareholdings of Directors

Book closure date : March 17, 2025

Position	Name	No. of shares held as of the book closure date	Percentage of shares held as of the book closure date
Chair	Taiwan Semiconductor Manufacturing Co., Ltd. Legal representative: F.C. Tseng	46,687,859	34.84%
Director	Taiwan Semiconductor Manufacturing Co., Ltd. Legal representative: Sean Tai		
Director	Taiwan Semiconductor Manufacturing Co., Ltd. Legal representative: Wendell Huang		
Director	Taiwan Semiconductor Manufacturing Co., Ltd. Legal representative: L.C. Lu		
Independent director	Jesse Ding	0	0%
Independent director	Huang, Tsui-Hui	0	0%
Independent director	Ho-Min Chen	0	0%
Independent director	Kenneth Kin	0	0%
Shareholdings of all directors (not including independent directors)		46,687,859	34.84%
Minimum No. of shares required to be held by all directors (not including independent directors)		8,040,714	6%

Note : The total No. of shares issued by the Company: 134,011,911 shares