



Stock Code:2413

UNIVERSAL MICROELECTRONICS CO., LTD.

2025 ANNUAL GENERAL SHAREHOLDERS' MEETING

MEETING HANDBOOK



Meeting Date: 19 June 2025

Place: 5F., No.2, Gongyequ 27th Rd., Nantun Dist.,
Taichung City (physical meeting)
(The Company's conference room)

UNIVERSAL MICROELECTRONICS CO., LTD.
Handbook for the 2025 Annual Meeting of Shareholder
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I. Meeting Procedure

UNIVERSAL MICROELECTRONICS CO., LTD Agenda of 2025 Annual Meeting of Shareholders

Time: 9:00 a.m. on Thursday, 19 June 2025

Type of Meeting: Physical Meeting

Place: 5F., No. 2, Gongyequ 27th Rd., Nantun Dist., Taichung City (The Company's conference room on the fifth floor)

Procedure for the 2025 annual meeting of shareholders:

1. Call the Meeting to Order
2. Chairperson Remarks
3. Management Presentation
 - (1) Report on the Company's 2024 Operating Performance
 - (2) Audit Committee's Review Report on the 2024 Financial Statements.
 - (3) Report on External Endorsement and Guarantee of the Company.
 - (4) Report on the Amendment to the "Regulations Governing the Transfer of Repurchased Shares to Employees (First Share Buyback Program in 2020)".
4. Proposals
 - (1) Adoption of the Company's Business Report and Financial Statements for 2024.
 - (2) Adoption of the Company's Proposal of Profit Distribution for 2024.
5. Discussions
 - (1) Proposal to Amend Certain Provisions of the Company's Articles of Incorporation.
 - (2) Proposal to Amend Certain Provisions of the "Regulations Governing the Loaning of Funds to Others."
6. Election Matters: Proposal for the Re-Election of Directors.
7. Other Proposals
 - (1) Proposal to Lift the Non-Competition Restrictions on Newly Elected Directors of the Company.
8. Questions and Motions
9. Adjournment

II. Management Presentation

1.

Description: Report on the Company's 2024 Operating Performance.

Explanation: The Company's business report has been disclosed on page 7~9 (Attachment 1) of this handbook.

2.

Description: Audit Committee's Review Report on the 2024 Financial Statements.

Explanation: The Company's financial statements for 2024 have been audited by the CPAs and reviewed by the Audit Committee. The issued review report has been disclosed on page 10 (Attachment 2) of this handbook.

3.

Description: Report on External Endorsement and Guarantee of the Company.

Explanation: The endorsement and guarantee status of the Company to external parties as of 31 December 2024 is as follows:

The endorsed and guaranteed parties	Amount(limit)
Jialong Technology (Shenzhen) Co., Ltd.	NT\$223,900 thousand

4.

[Proposed by the Board of Directors]

Description: Report on the Amendment to the "Regulations Governing the Transfer of Repurchased Shares to Employees (First Share Buyback Program in 2020)".

Explanation: To motivate employees and retain outstanding talents, we plan to revise some of the provisions of our company's "Regulations Governing the Transfer of Repurchased Shares to Employees (First Share Buyback Program in 2020)". For a comparison table of revised provisions, please refer to page 11~12 of this handbook, Attachment 3, for your reference.

III. Proposals

1. [Proposed by the Board of Directors]

Description: Adoption of the Company's Business Report and Financial Statements for 2024.

Explanation:

- (1) For the Company's business report, please refer to page 7~9(Attachment 1) of this handbook.
- (2) The Company's financial statements and consolidated financial statements for 2024 have been prepared and audited by the CPAs of Ernst &Young, WEN-CHEN LO and Ms. CHING-YA HUANG, who have issued a review report. For the review report, please refer to page 13~35 (Attachment 4) of this handbook.
- (3) The proposal has been approved by the Audit Committee and the Board of Directors.

Resolution:

2. [Proposed by the Board of Directors]

Description: Adoption of the Company's Profit Distribution for 2024.

Explanation:

- (1) The profit distribution table for 2024 has been prepared in accordance with relevant provisions of the Company Act and the Company's Articles of Incorporation after the business settlement. As of the end of 2024, the undistributed profit was TWD 253,198,049. Due to the company's overall operating capital considerations, no dividends will be distributed this year.
- (2) For the profit distribution table for 2024, please refer to page 36 (Attachment 5) of this handbook.
- (3) The proposal has been approved by the Audit Committee and the Board of Directors.

Resolution:

IV. Discussion

1. [Proposed by the Board of Directors]

Description: Proposal to Amend Certain Provisions of the Company's Articles of Incorporation.

Explanation:

- (1) To comply with Article 14 of the Securities and Exchange Act and the Company's operational requirements, it is proposed to amend certain provisions of the "Articles of Incorporation". For the comparison table of the amended provisions, please refer to page 37~39(Attachment 6) of this Handbook.
- (2) The proposal has been approved by the Board of Directors and is hereby submitted for discussion.

Resolution:

2. [Proposed by the Board of Directors]

Description: Proposal to Amend Certain Provisions of the "Regulations Governing the Loaning of Funds to Others."

Explanation:

- (1) In accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies," it is proposed to amend certain provisions of the Company's "Regulations Governing the Loaning of Funds to Others." For the comparison table of the amended provisions, please refer to page 40~50 (Attachment 7) of this Handbook.
- (2) The proposal has been approved by the Board of Directors and is hereby submitted for discussion.

Resolution:

V. Election

1. [Proposed by the Board of Directors]

Description: Proposal for the Re-Election of Directors.

Explanation:

- (1) The Company currently has 11 directors, including 4 independent directors. As the term of office has expired, the Company proposes to elect the 14th Board of Directors, consisting of 11 directors (including 4 independent directors).
- (2) The term of office of the newly elected directors shall be from 19 June 2025 to 18 June 2028, with a term of three years. The 13th Board of Directors shall be discharged upon the conclusion of the shareholders' meeting at which the 14th Board of Directors is elected.
- (3) The list of candidates for the 14th term of Directors (including Independent Directors) has been reviewed and approved by the Board of Directors. Please refer to page 51~53 (Attachment 8) of this Handbook for details.

Resolution:

VI. Other Proposals

1. [Proposed by the Board of Directors]

Description: Proposal to Lift the Non-Competition Restrictions on Newly Elected Directors of the Company.

Explanation:

- (1) If any of the newly elected directors of the Company invests in or operates another company with the same or similar business scope as the Company and serves as a director thereof, it is proposed, in accordance with Article 209 of the Company Act, that the non-competition restrictions be lifted for such directors, provided that the interests of the Company are not compromised.
- (2) As the list of elected directors can only be confirmed after the shareholders' meeting and to comply with relevant laws and regulations, the potential non-competition situations of all director candidates are listed in advance. Please refer to page 54~56 (Attachment 9) of this Handbook for details. The non-competition restrictions will be lifted for the actual elected directors once the election results are confirmed.

- (3) The proposal has been approved by the Audit Committee and the Board of Directors and is hereby submitted for discussion.

Resolution:

VII . Questions and Motions

Adjournment

VIII. Attachment

Attachment 1

UNIVERSAL MICROELECTRONICS CO., LTD. 2024 Business Report

1. 2024 business report

(1) Implementation results of business plan

Affected by inventory digestion at end customers, customer orders slowed down, resulting in a 29.82% year-over-year decrease in the Group's consolidated revenue in 2024. The lower utilization rate and increased production costs led to operating losses. As a result, the Group's consolidated net loss after tax was NT\$55,860 thousand in 2024, with a net loss attributable to owners of the parent company of NT\$55,488 thousand.

(2) Budget execution status in 2024: The Company did not issue a financial forecast, therefore this is not applicable.

(3) Financial income and expense analysis

Unit: NT\$ (thousand)

Item \ Year	Individual/parent only financial information for the last 2 years			
	2024	2023	Increase (decrease) amount	Increase (decrease)%
Operating revenue	3,714,431	5,147,932	-1,433,501	-27.85%
Operating costs	3,310,898	4,641,034	-1,330,136	-28.66%
Gross profit from operations	403,496	506,862	-103,366	-20.39%
Net (loss) profit before tax	-85,436	121,493	-206,929	-170.32%
Current net (loss) profit	-55,488	106,486	-161,974	-152.11%

Unit: NT\$ (thousand)

Item \ Year	Consolidated financial information for the last 2 years			
	2024	2023	Increase (decrease) amount	Increase (decrease)%
Operating revenue	3,231,025	4,603,781	-1,372,756	-29.82%
Operating costs	2,838,031	3,918,917	-1,080,886	-27.58%
Gross profit from operations	392,994	684,864	-291,870	-42.62%
Net (loss) profit before tax	-82,691	130,372	-213,063	-163.43%
Current net (loss) profit	-55,860	106,046	-161,906	-152.68%
Net (loss) profit attributable to owners of the parent	-55,488	106,486	-161,974	-152.11%

(4) Profitability Analysis

Individual Financial Analysis Project		2024	2023
Return on assets (%)		-0.61	2.76
Return on equity (%)		-2.80	5.25
The capital adequacy ratio (%)	Net operating income (loss)	-2.37	5.53
	Pre-tax income (loss)	-6.71	9.54
Net (loss) profit margin (%)		-1.49	2.07
(Loss)earnings per share (NT\$)		-0.44	0.84

Consolidated Financial Analysis Project		2024	2023
Return on assets (%)		-0.58	2.58
Return on equity (%)		-2.81	5.23
The capital adequacy ratio (%)	Net operating income (loss)	-14.89	6.71
	Pre-tax income (loss)	-6.49	10.23
Net (loss) profit margin (%)		-1.72	2.30
(Loss)earnings per share (NT\$)		-0.44	0.84

(5) Research & development status

1. In 2024, the Company and its subsidiaries collectively invested NT\$205,900 thousand in research and development, accounting for 6.37% of the consolidated operating income.
2. The technologies and products successfully developed in 2024 are as follows:
 - (1) **Electromagnetic products (TR) related technologies and product development results**
 - ① The automotive power transformer design platforms #EP13LH16 and #EP13LH10 were established and passed AEC-Q200 automotive standard verification, meeting the high-reliability requirements for automotive applications.
 - ② Completed the development of Push-Pull Transformers using the compact EP5 and EP7 design platforms, resulting in the 07-38D and 08-38D series products.
 - ③ Completed the development of Gate-Drive Transformers using the EP7 design platform, resulting in the 09-38D series products.
 - ④ Completed the development of Push-Pull / Gate-Drive Transformers, specifically the 02-19D series, using a thin-profile SMD package design. These products are applied in push-pull DC/DC converters and isolation interfaces such as CAN, I2C, low-power LAN, RS485, RS422, and RS232).
 - ⑤ Completed the development of Data and Signal Line Chokes, specifically the 19-21D series, including common mode chokes (CMCs) and isolation inductors, using a compact K5S package design. These products are designed for industrial Single Pair Ethernet (SPE), 10BASE-T1L (in accordance with the IEEE 802.3cg standard), and support Single Pair Ethernet Power (SPoE) / Power over Data Line (PoDL) technologies.
 - ⑥ Completed the development of TLVR (Trans-Inductor Voltage Regulator) and VRM (Voltage Regulator Module) inductors, specifically the 15-34D and 23-30D series products. These inductors are designed for applications in AI servers, industrial computers, data networks,

and storage systems, and support new architecture voltage regulator modules, such as TLVRs.

(2) Power supply (SPS) technology and product development results

- ① Completed the development of a miniaturized 2×1 inch, 30W power module featuring an 18:1 ultra-wide input range and high-voltage tolerance. It is suitable for applications in railway transportation, industrial automation, telecommunications, defense, maritime, and the Internet of Things (IoT).
- ② Developed a 30W three-phase four-wire AC power module specifically for Power Line Communication (PLC), addressing the needs of wireless broadband and high-speed mobile communication transmission.
- ③ Completed the development of a high-efficiency 250W adapter utilizing a PFC + LLC circuit topology, applicable across information and communication technology, industrial control, and IoT sectors.
- ④ Developed an 800W intelligent multi-output charger featuring UL1236 compliance, IP68 waterproofing, remote control, and Bluetooth functionality, tailored for high-end use cases such as maritime, marine vessels, and camper vans.
- ⑤ Completed the development of a high-efficiency 1/8 brick 300W power module for use in 5G communication base stations, edge computing routers, and switches.
- ⑥ Developed a 112W high-reliability DC power module and 5A/10A high-reliability EMI filter modules for use in low-earth orbit (LEO) satellite communication network equipment.
- ⑦ Integrated the original PoE and 12V CPRS series into a digitally controlled power supply with a modular design, offering customers a more comprehensive and flexible solution.

(3) Information and communications technology products (icp) related technologies and product development results

- ① The 60 GHz low-power and low-cost radar was successfully developed and introduced into a Korean car manufacturer. The first car model entered mass production in September 2024, and the radar is expected to be introduced into more than 20 car models over the next three years.
- ② Successfully kicked off a new generation of 77 GHz radar specifically for E-Bikes in collaboration with a bicycle manufacturer. The product is expected to be launched in 2026.

(4) Optical communication product-related technologies and product R&D results

- ① Completed the development of 100G and 40G QSFP, as well as 25G and 10G SFP+ products for high-speed optical cables in data centers, and commenced OEM production of 800G products.
- ② Completed the development of high-speed consumer interface products including USB 3.1 Type-C, Type-C ALT mode transceivers for image transmission, HDMI 2.1, DP, and KVM. Customized versions are also available for general households, drones, and educational systems.

UNIVERSAL MICROELECTRONICS CO., LTD.
Audit Committee's Review Report

The board of directors has prepared the Company's 2024 business report, financial statements (including parent company only financial statements and consolidated financial statements) and profit distribution proposal. The CPA firm of EY Taiwan, represented by CPAs LO, WEN-CHEN and HUANG, CHING-YA, was retained to audit the Financial Statements and has issued an audit report relating to the financial statements. The business report, financial statements, and proposal for the distribution of profit have been reviewed and determined to be correct and accurate by the Audit Committee. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Sincerely,

UNIVERSAL MICROELECTRONICS CO., LTD.
2025 Annual Shareholders' Meeting

UNIVERSAL MICROELECTRONICS CO., LTD.
Chairman of the Audit Committee: TSOU, YEN-CHUNG

11 March 2025

UNIVERSAL MICROELECTRONICS CO., LTD.

Comparison Table of the Amendments to the “Regulations Governing the Transfer of Repurchased Shares to Employees (First Share Buyback Program in 2020)”

After amendment	Before amendment	Explanation
<p>Article 4</p> <p>Any full-time employee of the Company or its domestic or overseas subsidiaries who has been employed for at least one year prior to the subscription record date, or who has made special contributions to the Company and has obtained the Chairman’s approval, may subscribe to shares in accordance with the subscription amount specified in Article 5 of these Regulations. The term “subsidiaries” refers to entities in which the Company directly or indirectly holds more than 50% of the voting shares and exercises control, or those that meet the definition of a subsidiary as set forth in the Financial Supervisory Commission (FSC) letter No. 0960073134 dated December 26, 2007. However, the subscribed shares may not be transferred within one year.</p> <p>(Transfer Procedure)</p>	<p>Article 4</p> <p>Any full-time employee of the Company or its domestic or overseas subsidiaries who has been employed for at least one year prior to the subscription record date, or who has made special contributions to the Company and has obtained the Chairman’s approval, may subscribe to shares in accordance with the subscription amount specified in Article 5 of these Regulations. The term “subsidiaries” refers to entities in which the Company directly or indirectly holds more than 50% of the voting shares and exercises control, or those that meet the definition of a subsidiary as set forth in the Financial Supervisory Commission (FSC) letter No. 0960073134 dated December 26, 2007. However, the subscribed shares may not be transferred within two years.</p> <p>(Transfer Procedure)</p>	<p>In order to boost employee morale and retain outstanding talent, the restriction period for the transfer of treasury shares by employees will be shortened.</p>
<p>Article 7</p> <p>The transfer price of the shares repurchased for employees shall be based on the average actual repurchase price (calculated to the nearest NT <u>cent</u>; any fraction less than one cent shall be <u>rounded down unconditionally</u>). However, if the number of the Company’s issued common</p>	<p>Article 7</p> <p>The transfer price of the shares repurchased for employees shall be based on the average actual repurchase price (calculated to the nearest NT dime; any fraction less than one dime shall be rounded to the nearest dime). However, if the number of the Company’s issued common</p>	<p>For the purpose of calculation simplification in accordance with Company requirements.</p>

After amendment	Before amendment	Explanation
<p>shares increases or decreases before the transfer, the transfer price may be adjusted in accordance with the ratio of such change in issued shares.</p> <p>Transfer Price Adjustment Formula: Adjusted Transfer Price = Average Actual Repurchase Price per Share × (Total Number of Issued Common Shares Upon Completion of the Share Repurchase ÷ Total Number of Issued Common Shares Before Transfer of the Repurchased Shares to Employees)</p> <p>(Rights and obligations after transfer)</p>	<p>shares increases or decreases before the transfer, the transfer price may be adjusted in accordance with the ratio of such change in issued shares.</p> <p>Transfer Price Adjustment Formula: Adjusted Transfer Price = Average Actual Repurchase Price per Share × (Total Number of Issued Common Shares Upon Completion of the Share Repurchase ÷ Total Number of Issued Common Shares Before Transfer of the Repurchased Shares to Employees)</p> <p>(Rights and obligations after transfer)</p>	
<p>Article 13 These Regulations are drawn up on 25 March 2020. <u>These regulations were revised on 11 March 2025.</u></p>	<p>Article 13 These Regulations are drawn up on 25 March 2020.</p>	<p>Add the date of this revision</p>

Attachment 4

Independent Auditors' Report Translated from Chinese

To UNIVERSAL MICROELECTRONICS Co., Ltd.

Opinion

We have audited the accompanying parent company only balance sheets of UNIVERSAL MICROELECTRONICS Co., Ltd. (the "Company") as of 31 December 2024 and 2023, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2024 and 2023, and notes to the parent company only financial statements, including the summary of materials accounting policies (together "the parent company only financial statements").

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the report(s) of the other auditors, 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 2024 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Impairment of accounts receivable

As of 31 December 2024, gross accounts receivable and loss allowance by the Company amounted to NT\$1,018,431 thousand and NT\$0 thousand, respectively. Net accounts receivable accounted for 25 % of total assets, which was significant to the Company's financial statements. Since the loss allowance of account receivables is measured by the expected credit loss for the duration of the account receivables, it is necessary to divide account receivables into groups in the process of measurement and analyze the application of related assumptions, including appropriate aging intervals and their respective loss rate. As the measurement of expected credit loss involves making judgment, analysis and estimates, and the result will affect the net account receivable, we therefore determined this a key audit matter.

Our audit procedures included, but not limited to, assessing the effectiveness of internal controls around accounts receivable management, including performing simple tests by sampling and understanding management's assessment for expected credit losses of accounts receivable, identifying risk groups and determining appropriate aging intervals and the expected loss rate of each group, selecting samples to perform the accounts receivable confirmation, analyzing trends of changes in account receivable of prior and subsequent periods and turnover rates, reviewing the collection in subsequent period to assess their recoverability. We also assessed the adequacy of the disclosures related to accounts receivable in Notes 5 and 6.

2. Valuation for inventories (Including inventories of the subsidiaries under the equity method)

The amount of inventories of the Company and its subsidiaries was significant to the financial statements. Due to uncertainty arising from rapid changes in product technology, the provision for valuation loss, sluggish or obsolete inventories involves major judgments by the management. We therefore determined this a key audit matter.

Our audit procedures included, but not limited to, evaluate the effectiveness of the internal control established by the management for inventory, including performing simple tests and understanding the appropriateness of the management's assessment of inventory evaluation policies and methods, evaluating the management's stocktaking plan and conducting inventory inspections on the spot, obtain the inventory aging table and test the correctness of the inventory age, re-calculating the unit cost of inventories, and evaluating and testing net realizable value adopted by management. We also assessed the adequacy of the disclosures related to inventories in Notes 5 and 6.

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 requirements of 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 ability to continue as a going concern of the Company, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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 Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the 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 internal control of the Company.
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 ability to continue as a going concern of the Company. 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 accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2024 parent company only financial statements 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.

Lo, Wen Chen

Huang, Ching Ya

Ernst & Young, Taiwan

11 March 2025

Notice to Readers

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

Accordingly, the accompanying parent company only financial statements and report of independent auditors are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD.
 PARENT COMPANY ONLY BALANCE SHEETS
 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As of 31 December	
		2024	2023
Current assets			
Cash and cash equivalents	4,6(1)	\$515,812	\$443,592
Current financial assets at fair value through profit or loss	4,6(2)	70,310	3,177
Current financial assets at amortised cost	4,6(3)	62,785	-
Notes receivable, net	4	3,018	454
Accounts receivable, net	4,6(4)	600,087	550,835
Accounts receivable due from related parties, net	4,6(4),7	418,344	434,037
Other receivables	4	5,912	12,456
Other receivable due from related parties, net	4,7	4,732	207,306
Current tax assets	4	1,673	-
Current inventories	4,6(5)	828,230	1,255,009
Prepayments	7	152,127	126,889
Other current assets	6(6),7	4,869	35,593
Total current assets		<u>2,667,899</u>	<u>3,069,348</u>
Non-current assets			
Non-current financial assets at fair value through other comprehensive income	4,6(7)	187,497	201,649
Investments accounted for using equity method	4,6(8)	540,336	407,973
Property, plant and equipment	4,6(9)	526,765	513,888
Right-of-use assets	4,6(19)	5,720	1,001
Investment property, net	4,6(10)	102,302	102,778
Intangible assets	4	6,947	12,062
Deferred tax assets	4,6(23)	34,295	45,552
Other non-current assets	7	15,076	287,779
Total non-current assets		<u>1,418,938</u>	<u>1,572,682</u>
Total assets		<u>\$4,086,837</u>	<u>\$4,642,030</u>

(continued)

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD.
 PARENT COMPANY ONLY BALANCE SHEETS
 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	As of 31 December	
		2024	2023
Current liabilities			
Current borrowings	4,6(11)	\$70,000	\$228,000
Short-term notes and bills payable	4,6(12)	-	79,944
Current contract liabilities	6(17),7	50,016	59,291
Accounts payable		262,658	554,451
Other payables	6(13),7	123,666	165,404
Current tax liabilities	4	-	39,703
Current lease liabilities	4,6(19)	2,553	826
Long-term borrowings, current portion	4,6(14)	369,851	513,310
Other current liabilities, others		22,479	20,002
Total current liabilities		<u>901,223</u>	<u>1,660,931</u>
Non-current liabilities			
Non-current portion of non-current borrowings	4,6(14)	1,232,517	912,432
Non-current lease liabilities	4,6(19)	3,213	189
Net defined benefit liability, non-current	4,6(15)	209	49,434
Other non-current liabilities, others		508	1,015
Total non-current liabilities		<u>1,236,447</u>	<u>963,070</u>
Total liabilities		<u>2,137,670</u>	<u>2,624,001</u>
Equity	4,6(16)		
Share capital			
Ordinary share		1,273,592	1,273,592
Capital surplus		373,069	373,076
Retained earnings			
Legal reserve		55,458	48,839
Special reserve		353,098	332,604
Unappropriated retained earnings		259,431	349,167
Total retained earnings		<u>667,987</u>	<u>730,610</u>
Other equity interest		(359,330)	(353,098)
Treasury shares		(6,151)	(6,151)
Total equity		<u>1,949,167</u>	<u>2,018,029</u>
Total liabilities and equity		<u>\$4,086,837</u>	<u>\$4,642,030</u>

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD.
 PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
 For the years ended 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the years ended 31 December	
		2024	2023
Operating revenue	4,6(17),7	\$3,714,431	\$5,147,932
Operating costs	4,6(20),7	(3,310,898)	(4,641,034)
Gross profit from operations		403,533	506,898
Unrealized loss from sales		(177)	(140)
Realized profit on from sales		140	104
Gross profit from operations		403,496	506,862
Operating expenses	4,6(20),7		
Selling expenses		(69,559)	(80,812)
Administrative expenses		(149,699)	(154,683)
Research and development expenses		(214,435)	(201,076)
Impairment loss (impairment gain and reversal of impairment loss)	6(18)	50	83
Total operating expenses		(433,643)	(436,488)
Net operating (losses) income		(30,147)	70,374
Non-operating income and expenses	4,6(21),7		
Interest income		7,271	10,313
Other income		19,931	20,678
Other gains and losses		74,047	8,504
Finance costs		(35,924)	(35,557)
Share of (loss) profit of associates and joint ventures accounted for using equity method	4,6(8)	(120,614)	47,181
Total non-operating income and expenses		(55,289)	51,119
Net (loss) profit before tax		(85,436)	121,493
Income tax benefit (expense)	4,6(23)	29,948	(15,007)
Current net (loss) profit		(55,488)	106,486
Other comprehensive income (loss)	4,6(22)		
Components of other comprehensive income (loss) that will not be reclassified to profit or loss			
Gains (loss) on remeasurements of defined benefit plans		21,051	(3,256)
Unrealised loss from investments in equity instruments measured at fair value through other comprehensive income		(22,321)	(55,183)
Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		(78)	124
Income tax related to components of other comprehensive (loss) income that will not be reclassified to profit or loss		(4,210)	10,073
Components of other comprehensive income (loss) that will be reclassified to profit or loss			
Exchange differences on translation		21,944	(15,680)
Income tax related to components of other comprehensive (loss) income that will be reclassified to profit or loss		(4,389)	3,136
Total other comprehensive income (loss)		11,997	(60,786)
Total comprehensive (loss) income		\$(43,491)	\$45,700
(Loss) earnings per share (NTD)			
Basic (loss) earnings per share	6(24)	\$(0.44)	\$0.84
Diluted (loss) earnings per share		\$(0.44)	\$0.84

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
UNIVERSAL MICROELECTRONICS CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Other equity interest		Treasury shares	Total equity
	Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) on financial assets measured at fair value through other comprehensive income		
Balance as of 1 January 2023	\$1,273,592	\$373,076	\$11,494	\$135,032	\$581,301	\$(18,632)	\$(313,972)	\$(6,151)	\$2,035,740
Appropriation and distribution of 2022 retained earnings									
Legal reserve appropriated			37,345		(37,345)				-
Special reserve appropriated				197,572	(197,572)				-
Cash dividends of ordinary share					(63,411)				(63,411)
Net profit for the year ended December 31, 2023					106,486				106,486
Other comprehensive income in 2023					(2,605)	(12,544)	(45,637)		(60,786)
Total comprehensive income	-	-	-	-	103,881	(12,544)	(45,637)	-	45,700
Others					(37,687)		37,687		-
Balance as of 31 December 2023	<u>\$1,273,592</u>	<u>\$373,076</u>	<u>\$48,839</u>	<u>\$332,604</u>	<u>\$349,167</u>	<u>\$(31,176)</u>	<u>\$(321,922)</u>	<u>\$(6,151)</u>	<u>\$2,018,029</u>
Balance as of 1 January 2024	\$1,273,592	\$373,076	\$48,839	\$332,604	\$349,167	\$(31,176)	\$(321,922)	\$(6,151)	\$2,018,029
Appropriation and distribution of 2023 retained earnings									
Legal reserve appropriated			6,619		(6,619)				-
Special reserve appropriated				20,494	(20,494)				-
Cash dividends of ordinary share					(25,364)				(25,364)
Changes in equity of associates and joint ventures accounted for using equity method			(7)						(7)
Changes in ownership interests in subsidiaries									-
Net loss for the year ended December 31, 2024					(55,488)				(55,488)
Other comprehensive income in 2024					16,841	17,555	(22,399)		11,997
Total comprehensive income	-	-	-	-	(38,647)	17,555	(22,399)	-	(43,491)
Disposal of equity instruments at fair value through other comprehensive income					1,388		(1,388)		-
Balance as of 31 December 2024	<u>\$1,273,592</u>	<u>\$373,069</u>	<u>\$55,458</u>	<u>\$353,098</u>	<u>\$259,431</u>	<u>\$(13,621)</u>	<u>\$(345,709)</u>	<u>\$(6,151)</u>	<u>\$1,949,167</u>

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD.
 PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
 For the years ended 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars)

	For the years ended 31 December	
	2024	2023
Cash flows from operating activities:		
(Loss) profit from continuing operations before tax	\$(85,436)	\$121,493
Adjustments:		
Adjustments to reconcile profit or loss:		
Depreciation expense	70,902	63,399
Amortization expense	17,610	12,109
Expected credit gain	(50)	(83)
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	1,797	(922)
Interest expense	35,924	35,557
Interest income	(7,271)	(10,313)
Dividend income	(5,209)	(3,113)
Share of loss (profit) of associates and joint ventures accounted for using equity method	120,614	(47,181)
Gain on disposal of property, plan and equipment	-	(8)
Loss on disposal of investments	-	10,274
Unrealized loss from sales	177	140
Realized profit on from sales	(140)	(104)
Changes in operating assets and liabilities:		
(Increase) decrease in notes receivable	(2,564)	11,287
(Increase) decrease in accounts receivable	(33,509)	236,271
Decrease in other receivable	212,027	141,310
Decrease in inventories	426,779	89,989
Increase in prepayments	(25,238)	(39,694)
Increase in other current assets	(288)	(263)
Decrease in contract liabilities	(9,275)	(169,161)
Decrease in accounts payable	(291,793)	(80,742)
Decrease in other payable	(41,481)	(7,940)
Increase in other current liabilities	2,477	9,502
Decrease in net defined benefit liability	(28,174)	(1,529)
Cash inflow generated from operations	357,879	370,278
Interest received	6,951	10,288
Dividends received	5,209	3,113
Interest paid	(36,181)	(35,593)
Income taxes paid	(8,769)	(32,965)
Net cash flows from operating activities	325,089	315,121

(Continued)

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD.
 PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS(Continued)
 For the years ended 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars)

	For the years ended 31 December	
	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(10,000)	(22,400)
Proceeds from disposal of financial assets at fair value through other comprehensive income	1,831	-
Acquisition of financial assets at amortised cost	(62,785)	-
Acquisition of financial assets at fair value through profit or loss	(72,173)	(3,212)
Proceeds from disposal of financial assets at fair value through profit or loss	3,243	-
Acquisition of investments accounted for using equity method	(233,744)	-
Proceeds from capital reduction of investments accounted for using equity method	-	233,743
Acquisition of property, plant and equipment	(31,150)	(70,609)
Proceeds from disposal of property, plant and equipment	-	1,238
Acquisition of intangible assets	(9,669)	(13,729)
Decrease in other financial assets	31,012	172,587
Decrease (increase) in other non-current assets	220,382	(240,039)
Net cash flows (used in) from investing activities	<u>(163,053)</u>	<u>57,579</u>
Cash flows from financing activities:		
Decrease in short-term loans	(158,000)	(12,800)
(Decrease) increase in short-term notes and bills payable	(79,944)	34,999
Proceeds from long-term debt	1,049,078	973,585
Repayments of long-term debt	(872,452)	(1,202,015)
Payments of lease liabilities	(2,627)	(2,289)
Decrease in other non-current liabilities	(507)	(1,224)
Cash dividend distribution	(25,364)	(63,411)
Net cash used in financing activities	<u>(89,816)</u>	<u>(273,155)</u>
Net increase in cash and cash equivalents	72,220	99,545
Cash and cash equivalents at beginning of period	<u>443,592</u>	<u>344,047</u>
Cash and cash equivalents at end of period	<u><u>\$515,812</u></u>	<u><u>\$443,592</u></u>

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

UNIVERSAL MICROELECTRONICS CO., LTD

Statement

The entities that are required to be included in the consolidated statements of affiliates of Universal Microelectronics Co., Ltd. as of and for the year ended 31 December 2024 under the “Criteria Governing the Preparation of Affiliation Reports, consolidated business reports and consolidated financial statements of affiliated enterprises” are the same as those included in the consolidated financial statements prepared in conformity with international financial reporting standards No.10 “Consolidated Financial Statements”. Relevant information required to be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Consequently, Universal Microelectronics Co., Ltd. and its subsidiaries did not prepare a separate set of consolidated financial statements of affiliates.

Truly yours,

UNIVERSAL MICROELECTRONICS CO., LTD.

Chairman: OU, JEN-CHIEH

11 March 2025

Independent Auditors' Report Translated from Chinese

To UNIVERSAL MICROELECTRONICS Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of UNIVERSAL MICROELECTRONICS Co., Ltd. and its subsidiaries (the “Group”) as of 31 December 2024 and 2023, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2024 and 2023, and notes to the consolidated financial statements, including the summary of significant accounting policies (together “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries (the “Group”) as of 31 December 2024 and 2023, and their consolidated financial performance and cash flows for the years ended 31 December 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the report(s) of the other auditors, 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 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Impairment of accounts receivable

As of 31 December 2024, gross accounts receivable and loss allowance by the Group amounted to NT\$617,991 thousand and NT\$0 thousand, respectively. Net accounts receivable accounted for 14% of total consolidated assets and have significant impacts on the Group. Since the loss allowance of account receivables is measured by the expected credit loss for the duration of the account receivables, it is necessary to divide account receivables into groups in the process of measurement and analyze the application of related assumptions, including appropriate aging intervals and their respective loss rate. As the measurement of expected credit loss involves making judgment, analysis and estimates, and the result will affect the net account receivable, we therefore determined this a key audit matter.

Our audit procedures included, but not limited to, assessing the effectiveness of internal controls around accounts receivable management, including performing simple tests by sampling and understanding management's assessment for expected credit losses of accounts receivable, identifying risk groups and determining appropriate aging intervals and the expected loss rate of each group, selecting samples to perform the accounts receivable confirmation, analyzing trends of changes in account receivable of prior and subsequent periods and turnover rates, reviewing the collection in subsequent period to assess their recoverability. We also assessed the adequacy of the disclosures related to accounts receivable in Notes 5 and 6.

2. Valuation for inventories

As of 31 December 2024, the Group's net inventories amounted to NT\$1,202,967 thousand. Net inventories accounted for 28% of consolidated total assets, which was considered material in the consolidated statements. Due to uncertainty arising from rapid changes in product technology, the provision for valuation loss, sluggish or obsolete inventories involves major judgments by the management. We therefore determined this a key audit matter.

Our audit procedures included, but not limited to, evaluate the effectiveness of the internal control established by the management for inventory, including performing simple tests and understanding the appropriateness of the management's assessment of inventory evaluation policies and methods, evaluating the management's stocktaking plan and conducting inventory inspections on the spot, obtain the inventory aging table and test the correctness of the inventory age, re-calculating the unit cost of inventories, and evaluating and testing net realizable value adopted by management. We also assessed the adequacy of the disclosures related to inventories in Notes 5 and 6.

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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by 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 ability to continue as a going concern of the Group, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee or supervisors, are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in 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 auditing standards in the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

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

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 ability to continue as a going concern of the Group. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Other

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as of and for the years ended 31 December 2024 and 2023.

Lo, Wen Chen

Huang, Jing Ya

Ernst & Young, Taiwan

11 March 2025

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations and cash flows in accordance with accounting principles and practices 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.

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards in the Republic of China, and their applications in practice.

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As of 31 December	
		2024	2023
Current assets			
Cash and cash equivalents	4,6(1)	\$729,576	\$723,930
Current financial assets at fair value through profit or loss	4,6(2)	109,672	38,085
Current financial assets at amortised cost	4,6(3)	62,785	-
Notes receivable, net	4	3,018	454
Accounts receivable, net	4,6(4),(19)	617,549	562,730
Accounts receivable due from related parties, net	4,6(4),(19),7	442	480
Other receivables		8,723	15,976
Current tax assets		1,821	135
Current inventories	4,6(5)	1,202,967	1,822,672
Prepayments	4	20,800	20,593
Other current assets	4,6(6),8	13,886	52,332
Total current assets		<u>2,771,239</u>	<u>3,237,387</u>
Non-current assets			
Non-current financial assets at fair value through other comprehensive income	4,6(7)	190,219	204,319
Investments accounted for using equity method	4,6(8)	84,994	67,266
Property, plant and equipment	4,6(9),8	997,774	1,016,493
Right-of-use assets	4,6(20)	52,353	57,685
Investment property, net	4,6(10),8	115,026	116,167
Intangible assets	4	10,188	16,092
Deferred tax assets	4,6(24)	34,295	45,552
Other non-current assets	6(11)	47,610	88,048
Total non-current assets		<u>1,532,459</u>	<u>1,611,622</u>
Total assets		<u><u>\$4,303,698</u></u>	<u><u>\$4,849,009</u></u>

(continued)

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS(Continued)
 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars)

Liabilities and equity	Notes	As of 31 December	
		2024	2023
Current liabilities			
Current borrowings	4,6(12)	\$70,000	\$228,000
Short-term notes and bills payable	4,6(13)	-	79,944
Current contract liabilities	6(18),7	54,853	60,207
Notes payable		637	513
Accounts payable		412,601	686,525
Other payables	6(14)	178,770	220,910
Current tax liabilities	4	190	40,959
Current lease liabilities	4,6(20)	3,964	6,604
Long-term borrowings, current portion	4,6(15)	369,851	513,310
Other current liabilities, others		23,104	20,756
Total current liabilities		<u>1,113,970</u>	<u>1,857,728</u>
Non-current liabilities			
Non-current portion of non-current borrowings	4,6(15)	1,232,517	912,432
Non-current lease liabilities	4,6(20)	3,213	6,298
Net defined benefit liability, non-current	4,6(16)	209	49,434
Other non-current liabilities, others		4,367	4,461
Total non-current liabilities		<u>1,240,306</u>	<u>972,625</u>
Total liabilities		<u>2,354,276</u>	<u>2,830,353</u>
Equity			
	4,6(17)		
Equity attributable to owners of parent			
Share capital			
Ordinary share		1,273,592	1,273,592
Capital surplus		373,069	373,076
Retained earnings			
Legal reserve		55,458	48,839
Special reserve		353,098	332,604
Unappropriated retained earnings		259,431	349,167
Total retained earnings		<u>667,987</u>	<u>730,610</u>
Other equity interest		(359,330)	(353,098)
Treasury shares		(6,151)	(6,151)
Total equity attributable to owners of parent		<u>1,949,167</u>	<u>2,018,029</u>
Non-controlling interests		255	627
Total equity		<u>1,949,422</u>	<u>2,018,656</u>
Total liabilities and equity		<u>\$4,303,698</u>	<u>\$4,849,009</u>

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 For the years ended 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the years ended 31 December	
		2024	2023
Operating revenue	4,6(18),7	\$3,231,025	\$4,603,781
Operating costs	4,6(5)&(21)	(2,838,031)	(3,918,917)
Gross profit from operations		392,994	684,864
Operating expenses	6(21),7		
Selling expenses		(90,164)	(101,159)
Administrative expenses		(285,657)	(306,993)
Research and development expenses		(205,900)	(191,241)
Impairment loss (impairment gain and reversal of impairment loss)	4,6(19)	(1,037)	83
Total operating expenses		(582,758)	(599,310)
Net operating (losses) income		(189,764)	85,554
Non-operating income and expenses	4,6(22)		
Interest income		9,360	11,725
Other income		59,795	67,070
Other gains and losses		56,310	501
Finance costs		(36,256)	(35,630)
Share of profit (loss) of associates and joint ventures accounted for using equity method	4,6(8)	17,864	1,152
Total non-operating income and expenses		107,073	44,818
Net (loss) profit before tax		(82,691)	130,372
Income tax benefit (expense)	4,6(24)	26,831	(24,326)
Current net (loss) profit		(55,860)	106,046
Other comprehensive income (loss)	4,6(23)		
Components of other comprehensive income (loss) that will not be reclassified to profit or loss			
Gains (loss) on remeasurements of defined benefit plans		21,051	(3,256)
Unrealised loss from investments in equity instruments measured at fair value through other comprehensive income		(22,399)	(55,059)
Income tax related to components of other comprehensive (loss) income that will not be reclassified to profit or loss		(4,210)	10,073
Components of other comprehensive income (loss) that will be reclassified to profit or loss			
Exchange differences on translation		21,944	(15,680)
Income tax related to components of other comprehensive (loss) income that will be reclassified to profit or loss		(4,389)	3,136
Total other comprehensive income (loss)		11,997	(60,786)
Total comprehensive (loss) income		\$(43,863)	\$45,260
Net (loss) profit attributable to:			
Owners of the parent		\$(55,488)	\$106,486
Non-controlling interests		(372)	(440)
		\$(55,860)	\$106,046
Comprehensive income attributable to:			
Owners of the parent		\$(43,491)	\$45,700
Non-controlling interests		(372)	(440)
		\$(43,863)	\$45,260
(Loss) earnings per share (NTD)	6(25)		
Basic (loss) earnings per share		\$(0.44)	\$0.84
Diluted (loss) earnings per share		\$(0.44)	\$0.84

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
UNIVERSAL MICROELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent												
	Retained earnings					Other equity interest					Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) on financial assets measured at fair value through other comprehensive income	Treasury shares	Total equity attributable to owners of parent	Non-controlling interests			
Balance as of 1 January 2023	\$1,273,592	\$373,076	\$11,494	\$135,032	\$581,301	\$(18,632)	\$(313,972)	\$(6,151)	\$2,035,740	\$1,067	\$2,036,807		
Appropriation and distribution of 2022 retained earnings													
Legal reserve appropriated			37,345		(37,345)				-		-		
Reversal of special reserve				197,572	(197,572)				-		-		
Cash dividends of ordinary share					(63,411)				(63,411)		(63,411)		
Net profit for the year ended December 31, 2023					106,486				106,486	(440)	106,046		
Other comprehensive income in 2023					(2,605)	(12,544)	(45,637)		(60,786)	-	(60,786)		
Total comprehensive income	-	-	-	-	103,881	(12,544)	(45,637)	-	45,700	(440)	45,260		
Others					(37,687)		37,687		-		-		
Balance as of 31 December 2023	<u>\$1,273,592</u>	<u>\$373,076</u>	<u>\$48,839</u>	<u>\$332,604</u>	<u>\$349,167</u>	<u>\$(31,176)</u>	<u>\$(321,922)</u>	<u>\$(6,151)</u>	<u>\$2,018,029</u>	<u>\$627</u>	<u>\$2,018,656</u>		
Balance as of 1 January 2024	\$1,273,592	\$373,076	\$48,839	\$332,604	\$349,167	\$(31,176)	\$(321,922)	\$(6,151)	\$2,018,029	\$627	\$2,018,656		
Appropriation and distribution of 2023 retained earnings													
Legal reserve appropriated			6,619		(6,619)				-		-		
Special reserve appropriated				20,494	(20,494)				-		-		
Cash dividends of ordinary share					(25,364)				(25,364)		(25,364)		
Changes in equity of associates and joint ventures accounted for using equity method		(7)							(7)		(7)		
Net loss for the year ended December 31, 2024					(55,488)				(55,488)	(372)	(55,860)		
Other comprehensive income in 2024					16,841	17,555	(22,399)		11,997	-	11,997		
Total comprehensive income	-	-	-	-	(38,647)	17,555	(22,399)	-	(43,491)	(372)	(43,863)		
Disposal of equity instruments at fair value through other comprehensive income					1,388		(1,388)		-		-		
Balance as of 31 December 2024	<u>\$1,273,592</u>	<u>\$373,069</u>	<u>\$55,458</u>	<u>\$353,098</u>	<u>\$259,431</u>	<u>\$(13,621)</u>	<u>\$(345,709)</u>	<u>\$(6,151)</u>	<u>\$1,949,167</u>	<u>\$255</u>	<u>\$1,949,422</u>		

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 UNIVERSAL MICROELECTRONICS CO., LTD. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the years ended 31 December 2024 and 2023
 (Expressed in Thousands of New Taiwan Dollars)

	For the years ended 31 December	
	2024	2023
Cash flows from operating activities:		
(Loss) profit from continuing operations before tax	\$(82,691)	\$130,372
Adjustments:		
Adjustments to reconcile profit or loss:		
Depreciation expense	143,713	147,836
Amortization expense	26,802	23,898
Expected credit loss (gain)	1,037	(83)
Net gain on financial assets or liabilities at fair value through profit or loss	(2,657)	(9,879)
Interest expense	36,256	35,630
Interest income	(9,360)	(11,725)
Dividend income	(6,702)	(4,905)
Share of profit of associates and joint ventures accounted for using equity method	(17,864)	(1,152)
Loss (gain) on disposal of property, plan and equipment	3,671	(2,976)
Loss on disposal of intangible assets	29	-
Others	(26)	(6)
Changes in operating assets and liabilities:		
(Increase) decrease in notes receivable	(2,564)	11,287
(Increase) decrease in accounts receivable	(55,818)	290,002
Decrease in other receivable	7,776	10,385
Decrease in inventories	619,705	231,640
(Increase) decrease in prepayments	(207)	12,816
Decrease (Increase) in other current assets	7,482	(12,811)
Decrease in contract liabilities	(5,354)	(170,696)
Increase (decrease) in notes payable	124	(12)
Decrease in accounts payable	(273,924)	(254,574)
Decrease in other payable	(41,883)	(21,643)
Increase in other current liabilities	2,348	7,360
Decrease in net defined benefit liability	(28,174)	(1,529)
Cash inflow generated from operations	321,719	409,235
Interest received	8,837	11,903
Dividends received	6,702	4,905
Interest paid	(36,513)	(35,666)
Income taxes paid	(13,034)	(43,427)
Net cash flows from operating activities	287,711	346,950

(Continued)
English Translation of Consolidated Financial Statements Originally Issued in Chinese
UNIVERSAL MICROELECTRONICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS(Continued)
For the years ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended 31 December	
	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(10,000)	(22,400)
Proceeds from disposal of financial assets at fair value through other comprehensive income	1,831	-
Acquisition of financial assets at amortised cost	(62,785)	(15,570)
Proceeds from repayments of financial assets at amortised cost	-	15,570
Acquisition of financial assets at fair value through profit or loss	(72,173)	(3,212)
Proceeds from disposal of financial assets at fair value through profit or loss	3,243	-
Acquisition of property, plant and equipment	(36,016)	(106,496)
Proceeds from disposal of property, plant and equipment	7,438	4,388
Acquisition of intangible assets	(9,870)	(15,056)
Decrease in other financial assets	30,964	172,621
Increase in other non-current assets	(31,634)	(9,960)
Net cash flows (used in) from investing activities	<u>(179,002)</u>	<u>19,885</u>
Cash flows from financing activities:		
Decrease in short-term loans	(158,000)	(12,800)
(Decrease) increase in short-term notes and bills payable	(79,944)	34,999
Proceeds from long-term debt	1,049,078	973,585
Repayments of long-term debt	(872,452)	(1,202,015)
Payments of lease liabilities	(7,302)	(8,666)
Decrease in other non-current liabilities	(94)	(2,634)
Cash dividend distribution	(25,364)	(63,411)
Net cash flows used in financing activities	<u>(94,078)</u>	<u>(280,942)</u>
Effect of exchange rate changes on cash and cash equivalents	(8,985)	10,981
Net increase in cash and cash equivalents	5,646	96,874
Cash and cash equivalents at beginning of period	723,930	627,056
Cash and cash equivalents at end of period	<u><u>\$729,576</u></u>	<u><u>\$723,930</u></u>

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


 UNIVERSAL MICROELECTRONICS CO., LTD.

2024 Profit Distribution Table

Unit: NT\$

Item	Amount	
	Subtotal	Total
Unappropriated retained earnings		296,688,723
Add: Other comprehensive income (Recognize the remeasurements of defined benefit plans in retained earnings)	16,841,125	
Add: 2024 net profit after tax	(55,488,309)	
Add: Disposal of equity instruments measured at fair value through other comprehensive income	1,388,936	(37,258,248)
Total		259,430,475
Appropriated items:		
Less: Appropriation of legal reserves	-	
Less: Appropriation of special reserves	(6,232,426)	
Unappropriated retained earnings		(6,232,426)
		253,198,049

Chairman: OU, JEN--CHIEH

Manager: OU, JEN--CHIEH

Accounting supervisor: HSUEH, CHING-YI

UNIVERSAL MICROELECTRONICS CO., LTD.
Comparison Table of the Amendments to the Articles of Incorporation

After amendment	Before amendment	Explanation
<p>Article 26: If the Company has made profit in the year, it shall allocate no less than 4% for employee remuneration and no more than 3% for director remuneration. <u>At least 20% of the total amount allocated for employee compensation shall be reserved for distribution to non-managerial employees.</u> However, in the case of accumulated losses, an amount should be reserved in advance for recovery.</p> <p>Employee remuneration can be distributed in the form of stock or cash, and the recipients may include employees of controlled and subsidiary companies who meet certain criteria. The conditions and distribution methods for employee remuneration are authorized by the board of directors. The distribution of employee compensation and director remuneration should be approved by a resolution of the board of directors with the attendance of at least two-</p>	<p>Article 26: If the Company has made profit in the year, it shall allocate no less than 4% for employee remuneration and no more than 3% for director remuneration. However, in the case of accumulated losses, an amount should be reserved in advance for recovery.</p> <p>Employee remuneration can be distributed in the form of stock or cash, and the recipients may include employees of controlled and subsidiary companies who meet certain criteria. The conditions and distribution methods for employee remuneration are authorized by the board of directors. The distribution of employee compensation and director remuneration should be approved by a resolution of the board of directors with the attendance of at least two-thirds of the</p>	<p>In compliance with the amendment to Article 14, Paragraph 6 of the Securities and Exchange Act.</p>

After amendment	Before amendment	Explanation
<p>thirds of the directors and the approval of a majority of the attending directors. The resolution should also be reported to the shareholders' meeting.</p>	<p>directors and the approval of a majority of the attending directors. The resolution should also be reported to the shareholders' meeting.</p>	
<p>Article 32: The Articles of Incorporation was established on 26 January 1982. The first amendment was made on 1 April 1984. The second amendment was made on 30 June 1987. The third amendment was made on 8 July 1989. The fourth amendment was made on 27 November 1989. The fifth amendment was made on 15 June 1990. The sixth amendment was made on 30 August 1991. The seventh amendment was made on 3 July 1993. The eighth amendment was made on 7 April 1996. The ninth amendment was made on 6 December 1996. The tenth amendment was made on 8 March 1997. The eleventh amendment was made on 13 March 1998. The twelfth amendment was made on 29 April 1999. The thirteenth amendment was made on 14 October 1999. The fourteenth amendment was made on 6 May 2000. The fifteenth amendment was made on 4 May 2001. The sixteenth amendment was made on 3 June 2002. The seventeenth amendment was made on 6 June 2003. The eighteenth amendment was made on 28 June 2005. The nineteenth amendment was made on 15 June 2007. The twentieth amendment was made on 13 June 2008.</p>	<p>Article 32: The Articles of Incorporation was established on 26 January 1982. The first amendment was made on 1 April 1984. The second amendment was made on 30 June 1987. The third amendment was made on 8 July 1989. The fourth amendment was made on 27 November 1989. The fifth amendment was made on 15 June 1990. The sixth amendment was made on 30 August 1991. The seventh amendment was made on 3 July 1993. The eighth amendment was made on 7 April 1996. The ninth amendment was made on 6 December 1996. The tenth amendment was made on 8 March 1997. The eleventh amendment was made on 13 March 1998. The twelfth amendment was made on 29 April 1999. The thirteenth amendment was made on 14 October 1999. The fourteenth amendment was made on 6 May 2000. The fifteenth amendment was made on 4 May 2001. The sixteenth amendment was made on 3 June 2002. The seventeenth amendment was made on 6 June 2003. The eighteenth amendment was made on 28 June 2005. The nineteenth amendment was made on 15 June 2007. The twentieth amendment was made on 13 June 2008.</p>	<p>Add the date of this revision</p>

After amendment	Before amendment	Explanation
<p>The twenty-first amendment was made on 10 June 2009.</p> <p>The twenty-second amendment was made on 15 June 2010.</p> <p>The twenty-third amendment was made on 21 June 2012.</p> <p>The twenty-fourth amendment was made on 21 June 2013.</p> <p>The twenty-fifth amendment was made on 26 June 2014.</p> <p>The twenty-sixth amendment was made on 21 June 2016.</p> <p>The twenty-seventh amendment was made on 20 June 2017.</p> <p>The twenty-eighth amendment was made on 19 June 2018.</p> <p>The twenty-ninth amendment was made on 19 June 2019.</p> <p>The thirtieth amendment was made on 24 June 2021.</p> <p>The thirty-first amendment was made on 18 March 2022.</p> <p>The thirty-second amendment was made on 20 June 2022.</p> <p><u>The thirty-third amendment was made on 19 June 2025.</u></p>	<p>The twenty-first amendment was made on 10 June 2009.</p> <p>The twenty-second amendment was made on 15 June 2010.</p> <p>The twenty-third amendment was made on 21 June 2012.</p> <p>The twenty-fourth amendment was made on 21 June 2013.</p> <p>The twenty-fifth amendment was made on 26 June 2014.</p> <p>The twenty-sixth amendment was made on 21 June 2016.</p> <p>The twenty-seventh amendment was made on 20 June 2017.</p> <p>The twenty-eighth amendment was made on 19 June 2018.</p> <p>The twenty-ninth amendment was made on 19 June 2019.</p> <p>The thirtieth amendment was made on 24 June 2021.</p> <p>The thirty-first amendment was made on 18 March 2022.</p> <p>The thirty-second amendment was made on 20 June 2022.</p>	

UNIVERSAL MICROELECTRONICS CO., LTD.

Comparison Table of the Amendments to the Regulations Governing the Loaning of Funds to Others

After amendment	Before amendment	Explanation
<p>1. Purpose The Company's Regulations Governing the Loaning of Funds to Others are promulgated pursuant to Article 36-1 of the Securities and Exchange Act ("the Act"). <u>Any matters not provided for herein shall be handled in accordance with applicable laws and regulations.</u></p>	<p>1. Purpose The Company's Regulations Governing the Loaning of Funds to Others are promulgated pursuant to Article 36-1 of the Securities and Exchange Act ("the Act").</p>	<p>Wording adjusted as appropriate.</p>
<p>2. Content Article 1 Parties Eligible for Lending, Purpose, and Necessity</p> <p>1. Companies or firms having business transactions with the Company, <u>provided that they are related parties or affiliates and the lending is necessary for business operations.</u></p> <p>2. Companies or firms requiring short-term financing. <u>shall not engage in such activities, except under the circumstances specified below.</u> The term "short-term" as used in the preceding paragraph means one year, or where the company's operating cycle exceeds one year, one operating cycle.</p> <p>(1) <u>Where a company in which the public company holds, directly or indirectly, more than 50 percent of the voting shares requires short-term financing due to business or financial needs.</u></p> <p>(2) <u>Where a company that holds, directly or indirectly, more than 50 percent of the voting shares in the public company requires short-term financing due to business or financial needs.</u></p> <p>(3) <u>Where a related party or affiliate of the public company requires short-term financing for procurement or operating turnover needs.</u></p>	<p>2. Content Article 1 Parties Eligible for Lending</p> <p>(1) Companies or firms having business transactions with the Company.</p> <p>(2) Companies or firms requiring short-term financing. The aggregate amount of funds lent shall not exceed 40% of the lender's net worth. The term "short-term" as used in the preceding paragraph means one year, or where the company's operating cycle exceeds one year, one operating cycle. The restriction in paragraph 1, subparagraph 2 shall not apply to inter-company loans of funds between overseas companies in which the public company holds, directly or indirectly, 100% of the voting shares, nor to loans of fund to the public company by any overseas company in which the public company holds, directly or indirectly, 100% of the voting shares. However, the Public Company shall still prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower, and shall specify limits on the durations of such loans. When a responsible person of a company violates paragraph 1 or the proviso of the preceding paragraph, the responsible person shall bear joint and several liability with the</p>	<p>1. The loan counterparties have been revised to enhance stringency.</p> <p>2. Incorporated into the amended Article 2.</p> <p>3. Article numbering has been adjusted.</p> <p>4. Penalty provisions for violations by responsible persons have been moved to Article 9.</p>

After amendment	Before amendment	Explanation
	<p>borrower for repayment; if the company suffers damage, the responsible person also shall be liable for damages.</p>	
<p>Deleted</p>	<p>Article 2 Purpose and Necessity of Lending Funds to Others Where the Company conducts lending of funds to another company or firm due to business transactions, such lending shall comply with the provisions of Article 3, Paragraph 2; Where the lending is conducted for the purpose of meeting short-term financing needs, it shall be limited to the following circumstances:</p> <ol style="list-style-type: none"> (1) Where a company in which the public company holds 5 percent or more of the voting shares requires short-term financing due to business needs. (2) Where another company or firm requires short-term financing for procurement or operating turnover needs. (3) Where a loan of funds has been approved by resolution of the public company's board of directors. 	<p>Article 2 has been deleted and incorporated into the amended Article 1.</p>
<p>Article 2 Limits on the Aggregate Amount of Loans and on Loans to Individual Borrowers</p> <ol style="list-style-type: none"> <u>1.</u> The aggregate amount of loans made by the Company shall not exceed 40 percent of the Company's net worth. <u>2.</u> For any company or firm having business transactions with the Company, the total amount of loans extended shall not exceed 40 percent of the Company's net worth; the amount of any individual loan shall not exceed the amount of business transactions between the two parties, which refers to the 	<p>Article 3 Limits on the Aggregate Amount of Loans and on Loans to Individual Borrowers</p> <p>The aggregate amount of loans made by the Company shall not exceed 40 percent of the Company's net worth. For any company or firm having business transactions with the Company, the total amount of loans extended shall not exceed 40 percent of the Company's net worth; the amount of any individual loan shall not exceed the amount of business transactions between the two parties, which refers to the higher of the purchase or sales amount between them. For any company or firm requiring short-term</p>	<ol style="list-style-type: none"> 1. Adjusted article numbering. 2. The calculation period for business transaction amounts (purchases or sales) has been explicitly specified. 3. The Company's Overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares have been added as eligible lending counterparties. 4. The lending limit provision for loans between or from overseas subsidiaries wholly

After amendment	Before amendment	Explanation
<p>higher of the purchase or sales amount between them <u>in the most recent fiscal year</u>.</p> <p>3. For any company or firm requiring short-term financing, the cumulative outstanding balance of loans extended shall not exceed 40 percent of the lender's net worth; the amount of any individual loan shall not exceed 10 percent of the Company's net worth.</p> <p>4. Loans of <u>short-term financing</u> between overseas subsidiaries in which the Company holds, directly or indirectly, 100 percent of the voting shares, <u>or from such overseas subsidiaries to the Company, shall not be subject to the preceding restrictions</u>. However, the aggregate amount of such loans and the amount permitted to any individual borrower shall not exceed 60 percent of the net worth of the lending company.</p>	<p>financing, the cumulative outstanding balance of loans extended shall not exceed 40 percent of the lender's net worth; the amount of any individual loan shall not exceed 10 percent of the Company's net worth. Loans of funds between overseas subsidiaries in which the Company holds, directly or indirectly, 100 percent of the voting shares shall not be subject to the preceding restrictions. However, the aggregate amount of such loans and the amount permitted to any individual borrower shall not exceed 60 percent of the net worth of the lending company.</p>	<p>owned by the Company has been deleted.</p>
<p>Article 3 Procedures for Loaning of Funds</p> <p>1. Credit Investigation</p> <p>When the Company processes a loan of funds, the borrower shall submit the required company and financial information and apply to the Company in writing for the loan amount.</p> <p>Upon receipt of the application, the finance department shall conduct a review of the borrower's business operations, financial condition, debt repayment ability and credit, profitability, and intended use of the</p>	<p>Article 4 Procedures for Loaning of Funds</p> <p>1. Credit Investigation</p> <p>When the Company processes a loan of funds, the borrower shall submit the required company and financial information and apply to the Company in writing for the loan amount.</p> <p>Upon receipt of the application, the finance department shall conduct a review of the borrower's business operations, financial condition, debt repayment ability and credit, profitability, and intended use of the</p>	<p>1. Adjusted article numbering.</p> <p>2. The secured party and collateral have been specified.</p>

After amendment	Before amendment	Explanation
<p>loan, and shall prepare an evaluation report. The finance department shall conduct a detailed evaluation and review of the lending counterparty. The assessment shall at least include the following:</p> <ol style="list-style-type: none"> (1) The necessity of and reasonableness of extending loans to others. (2) Whether the loan amount is necessary in view of the borrower's financial condition. (3) Whether the cumulative amount of loans is within the lending limits. (4) The effect of the loan on the Company's business operations, financial condition, and shareholders' equity. (5) Whether collateral should be obtained and the appraised value of such collateral. (6) Credit investigation records and risk assessment reports provided by the borrower. <p>2. Collateral <u>Except for subsidiaries in which the Company directly or indirectly holds 100 percent of the voting shares,</u> when the Company processes a loan of funds, it shall obtain a promissory note of the same amount as collateral. Where necessary, the Company may also establish a pledge or mortgage on movable or real property. If the borrower provides, in lieu of collateral, a guarantor with adequate financial capacity and creditworthiness, either an individual or a company, the Board of Directors may approve the arrangement by reference to the credit investigation report prepared by the Finance Department. Where the guarantor is a company, the Company shall ensure that its Articles of Incorporation include a clause authorizing the provision of guarantees.</p> <p>3. Authorization Scope The Company shall process loans of funds to others only after the Finance Department has conducted a credit investigation, the General Manager has</p>	<p>loan, and shall prepare an evaluation report. The finance department shall conduct a detailed evaluation and review of the lending counterparty. The assessment shall at least include the following:</p> <ol style="list-style-type: none"> (1) The necessity of and reasonableness of extending loans to others. (2) Whether the loan amount is necessary in view of the borrower's financial condition. (3) Whether the cumulative amount of loans is within the lending limits. (4) The effect of the loan on the Company's business operations, financial condition, and shareholders' equity. (5) Whether collateral should be obtained and the appraised value of such collateral. (6) Credit investigation records and risk assessment reports provided by the borrower. <p>2. Collateral When the Company processes a loan of funds, it shall obtain a promissory note of the same amount as collateral. Where necessary, the Company may also establish a pledge or mortgage on movable or real property. If the borrower provides, in lieu of collateral, a guarantor with adequate financial capacity and creditworthiness, either an individual or a company, the Board of Directors may approve the arrangement by reference to the credit investigation report prepared by the Finance Department. Where the guarantor is a company, the Company shall ensure that its Articles of Incorporation include a clause authorizing the provision of guarantees.</p> <p>3. Authorization Scope The Company shall process loans of funds to others only after the Finance Department has conducted a credit investigation, the General Manager has approved the application, and the Board of Directors has passed a resolution. The decision-making authority shall not be</p>	

After amendment	Before amendment	Explanation
<p>approved the application, and the Board of Directors has passed a resolution. The decision-making authority shall not be delegated to any other person.</p> <p>Loans of funds between the Company and its subsidiaries, or between subsidiaries, shall be submitted for a resolution by the Board of Directors. The Chairman may be authorized, for a specific borrower, within a certain monetary limit resolved by the Board of Directors and within a period not exceeding one year, to disburse the loan in installments or to make a revolving credit line available for the borrower to draw down. However, the authorized monetary limit shall not exceed 10 percent of the net worth stated in the most recent financial statements of the lending company.</p>	<p>delegated to any other person.</p> <p>Loans of funds between the Company and its subsidiaries, or between subsidiaries, shall be submitted for a resolution by the Board of Directors. The Chairman may be authorized, for a specific borrower, within a certain monetary limit resolved by the Board of Directors and within a period not exceeding one year, to disburse the loan in installments or to make a revolving credit line available for the borrower to draw down. However, the authorized monetary limit shall not exceed 10 percent of the net worth stated in the most recent financial statements of the lending company.</p>	
<p>Article 4 Loan Period and Interest Calculation Method</p> <ol style="list-style-type: none"> 1. <u>Except for the lending counterparties listed in Paragraph 2, the loan period for any loan extended by the Company shall be one year and shall not be extended.</u> 2. <u>The following loans shall have a term of three years. Upon approval by the Board of Directors, the loan may be extended, provided that each extension does not exceed three years and that the total number of extensions does not exceed three times:</u> <ol style="list-style-type: none"> (1) <u>Loans extended by the Company to overseas subsidiaries in which it directly or indirectly holds more than 100 percent of the voting shares, for business transaction purposes. If the loan is made for short-term</u> 	<p>Article 5 Loan Period and Interest Calculation Method</p> <p>For companies or firms having business transactions with the Company, the loan period shall be one year. Upon approval by the Board of Directors, the loan may be extended once, with the extension period not exceeding one year; For loans extended to foreign subsidiaries in which the Company directly or indirectly holds more than 50 percent of the voting shares and exercises significant control, each loan shall have a term of one year. Upon approval by the Board of Directors, the loan may be extended, with each extension period not exceeding three years.</p> <p>For loans of funds between foreign subsidiaries in which the Company directly or indirectly holds more than 50 percent of the voting shares and exercises</p>	<ol style="list-style-type: none"> 1. Article numbering has been adjusted. 2. Revised the loan periods and the number of allowable extensions for different types of counterparties.

After amendment	Before amendment	Explanation
<p><u>financing purposes, it shall still be governed by Paragraph 1 of this Article.</u></p> <p>(2) <u>Loans of funds between overseas subsidiaries in which the Company directly or indirectly holds 100 percent of the voting shares.</u></p> <p>(3) <u>Loans extended by overseas subsidiaries, in which the Company directly or indirectly holds 100 percent of the voting shares, to the Company.</u></p> <p>3. The interest rate for loans of funds <u>shall be adjusted flexibly based on the Company's cost of funds.</u> In principle, interest shall be paid on a monthly basis. Under special circumstances, adjustments may be made based on actual needs, subject to approval by the Board of Directors.</p>	<p>significant control, the loan period shall not exceed two years. Upon approval by the Board of Directors, the loan may be extended, with each extension period not exceeding three years.</p> <p>The interest rate for loans of funds shall not be lower than the Company's highest short-term borrowing rate from financial institutions. In principle, interest on loans shall be paid monthly. In special circumstances, adjustments may be made based on actual needs, subject to approval by the Board of Directors.</p>	
<p>Article 5 Subsequent Control Measures for Loaned Amounts and Procedures for Handling Overdue Claims</p> <p>1. After a loan has been disbursed, the Company shall continuously monitor the financial, business, and credit status of the borrower and guarantor. If collateral has been provided, the Company shall also monitor any changes in its value. In the event of any significant changes, the Chairman shall be notified immediately, and appropriate measures shall be taken in</p>	<p>Article 6 Subsequent Control Measures for Loaned Amounts and Procedures for Handling Overdue Claims</p> <p>After a loan has been disbursed, the Company shall continuously monitor the financial, business, and credit status of the borrower and guarantor. If collateral has been provided, the Company shall also monitor any changes in its value. In the event of any significant changes, the Chairman shall be notified immediately, and appropriate measures shall be taken in accordance with the Chairman's instructions. When the borrower repays</p>	<p>1. Article numbering has been adjusted.</p> <p>2. Added subparagraph numbering.</p> <p>3. Deleted the provision allowing repayment extensions for business-transaction-based loans that are not repaid upon maturity.</p>

After amendment	Before amendment	Explanation
<p>accordance with the Chairman's instructions.</p> <p>2. When the borrower repays the loan upon or before maturity, the Company shall first calculate the interest payable. After the borrower has fully repaid both principal and interest, the Company shall return the promissory note or cancel the mortgage registration accordingly.</p> <p>3. If the borrower fails to repay the principal and interest upon maturity, and the nature of the loan is due to business transactions, an extension may be granted upon approval by the Board of Directors based on actual needs. Each extension shall not exceed one year and shall be limited to one time. In case of default, the Company may dispose of the collateral or seek recourse from the guarantor in accordance with the law.</p>	<p>the loan upon or before maturity, the Company shall first calculate the interest payable. After the borrower has fully repaid both principal and interest, the Company shall return the promissory note or cancel the mortgage registration accordingly.</p> <p>If the borrower fails to repay the principal and interest upon maturity, and the nature of the loan is due to business transactions, an extension may be granted upon approval by the Board of Directors based on actual needs. Each extension shall not exceed one year and shall be limited to one time. In case of default, the Company may dispose of the collateral or seek recourse from the guarantor in accordance with the law.</p>	
<p>Article 6 Internal Control:</p> <p>1. When this company handles capital loans, it shall establish a record book to record for record the object of the capital loan, the amount, the date of approval by the board of directors, the date of capital loan, and other matters that should be carefully evaluated in accordance with regulations.</p> <p>2. The company's internal auditors shall audit the procedures and</p>	<p>Article 7 Internal Control:</p> <p>1. When this company handles capital loans, it shall establish a record book to record for record the object of the capital loan, the amount, the date of approval by the board of directors, the date of capital loan, and other matters that should be carefully evaluated in accordance with regulations.</p> <p>2. The company's internal auditors shall audit the procedures and</p>	<p>1. Adjusted article numbering.</p> <p>2. Wording adjusted as appropriate.</p>

After amendment	Before amendment	Explanation
<p>implementation of fund loans to others at least quarterly and make written records. If major violations are found, the Audit Committee shall be notified in writing. If major violations are found, the manager and the person in charge shall be punished according to the violation.</p> <p>3. If the Company's circumstances change and the loan object does not comply with the <u>relevant laws and regulations of this operating procedure</u> or the <u>loan</u> balance exceeds the limit, an improvement plan should be formulated and submitted to the Audit Committee, and the improvement should be completed according to the planned schedule.</p>	<p>implementation of fund loans to others at least quarterly and make written records. If major violations are found, the Audit Committee shall be notified in writing. If major violations are found, the manager and the person in charge shall be punished according to the violation.</p> <p>3. If the Company's loan recipients do not comply with the provisions of these Guidelines or the balance exceeds the limit due to changes in circumstances, the Company shall formulate an improvement plan, submit the relevant improvement plan to the Audit Committee, and complete the improvement according to the planned schedule.</p>	
<p>Article 7 Public Announcement and Reporting:</p> <p>1. The Company shall publicly announce and report the loan balances of the Company and its subsidiaries for the previous month by the 10th day of each month.</p> <p>2. The Company shall make a public announcement and report within two days from the date of occurrence if any of the following circumstances applies:</p> <p>(1) The combined balance of loans extended by the Company and its subsidiaries to others reaches 20 percent or more of the Company's net worth</p>	<p>Article 8 Public Announcement and Reporting:</p> <p>1. The Company shall publicly announce and report the loan balances of the Company and its subsidiaries for the previous month by the 10th day of each month.</p> <p>2. The Company shall make a public announcement and report within two days from the date of occurrence if any of the following circumstances applies:</p> <p>(1) The combined balance of loans extended by the Company and its subsidiaries to others reaches 20 percent or more of the Company's net worth</p>	<p>Adjusted article numbering.</p>

After amendment	Before amendment	Explanation
<p>as stated in its most recent financial statements.</p> <p>(2) The balance of loans extended by the Company and its subsidiaries to a single entity reaches 10 percent or more of the Company’s net worth as stated in its most recent financial statements.</p> <p>(3) The amount of new loans extended by the Company or any of its subsidiaries reaches NT\$10 million or more and amounts to 2 percent or more of the Company’s net worth as stated in its most recent financial statements.</p> <p>The term “date of occurrence” in these Procedures means the earlier of the contract signing date, payment date, board resolution date, or any other date sufficient to confirm the counterparty and transaction amount.</p> <p>If a subsidiary of the Company is not a domestic public company, and any event under Subparagraph (3) above occurs, the Company shall make the required announcement and report on its behalf.</p>	<p>as stated in its most recent financial statements.</p> <p>(2) The balance of loans extended by the Company and its subsidiaries to a single entity reaches 10 percent or more of the Company’s net worth as stated in its most recent financial statements.</p> <p>(3) The amount of new loans extended by the Company or any of its subsidiaries reaches NT\$10 million or more and amounts to 2 percent or more of the Company’s net worth as stated in its most recent financial statements.</p> <p>The term “date of occurrence” in these Procedures means the earlier of the contract signing date, payment date, board resolution date, or any other date sufficient to confirm the counterparty and transaction amount.</p> <p>If a subsidiary of the Company is not a domestic public company, and any event under Subparagraph (3) above occurs, the Company shall make the required announcement and report on its behalf.</p>	
<p>Article 8 Control Procedures for Subsidiaries’ Loans to Others</p> <p>1.If a subsidiary of the Company intends to lend funds to others, it shall establish its own “Procedures for Lending of Funds to Others” in accordance with the</p>	<p>Article 9 Control Procedures for Subsidiaries’ Loans to Others</p> <p>1. If a subsidiary of the Company intends to lend funds to others, it shall establish its own “Procedures for Lending of Funds to Others” in accordance with the</p>	<p>Adjusted article numbering.</p>

After amendment	Before amendment	Explanation
<p>Regulations Governing the Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, and conduct all lending activities in accordance with such procedures.</p> <p>2. Each subsidiary shall report to the Company, by the 5th day of each month, the lending activities it conducted in the previous month.</p>	<p>Regulations Governing the Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, and conduct all lending activities in accordance with such procedures.</p> <p>2. Each subsidiary shall report to the Company, by the 5th day of each month, the lending activities it conducted in the previous month.</p>	
<p>Article 9 Penalty</p> <p>1. Managers and responsible personnel of the Company shall comply with these Procedures when handling matters related to lending of funds, so as to protect the Company from losses arising from improper operations. Any violation of applicable laws, regulations, or these Procedures shall be subject to disciplinary action in accordance with the Company's personnel rules and regulations.</p> <p>2. If any responsible person of the Company violates the provisions of Article 1, he or she shall be jointly and severally liable with the borrower for repayment. If the Company incurs any loss as a result, such person shall also be jointly and severally liable for damages.</p>	None	<p>1. Added penalties for managers and responsible personnel who fail to follow the operating procedures.</p> <p>2. Merged the penalty for violation by the responsible person into Article 1.</p>
<p>4. Effectiveness and Amendment</p> <p>The Company shall establish the Procedures for Loaning of Funds to Others, which shall be implemented after being approved by the Audit Committee and the Board of Directors, and subsequently submitted to the Shareholders' Meeting for approval. If any director expresses an objection and there is a record or written statement, such</p>	<p>4. Effectiveness and Amendment</p> <p>The Company shall establish the Procedures for Loaning of Funds to Others, which shall be implemented after being approved by the Audit Committee and the Board of Directors, and subsequently submitted to the Shareholders' Meeting for approval. If any director expresses an objection and there is a record or written statement, such</p>	Added the current revision date.

After amendment	Before amendment	Explanation
<p>objection shall be submitted to the Audit Committee and the Shareholders' Meeting for discussion. The same procedure shall apply to any amendment.</p> <p>If the Company has appointed independent directors, the opinions of the independent directors shall be fully considered when the Procedures for Loaning of Funds to Others are submitted to the Board of Directors for discussion in accordance with the preceding paragraph. Any dissenting or qualified opinions expressed by the independent directors shall be recorded in the minutes of the Board of Directors meeting.</p> <p>If the Company has established an Audit Committee, the establishment or amendment of these Procedures shall be approved by more than one-half of all Audit Committee members and then submitted to the Board of Directors for resolution.</p> <p>If the approval of more than one-half of all Audit Committee members is not obtained, the Procedures may still be adopted with the consent of at least two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>The term "all Audit Committee members" and "all directors" as referred to in the preceding paragraph shall mean those currently in office.</p> <p>These regulation were amended on 21 June 2013.</p> <p>These regulations were amended on 21 June 2016.</p> <p>These regulations were amended on 19 June 2018.</p> <p>These regulations were amended on 19 June 2019.</p> <p>These regulations were amended on 22 June 2020.</p> <p><u>These regulations were amended on 19 June 2025.</u></p>	<p>objection shall be submitted to the Audit Committee and the Shareholders' Meeting for discussion. The same procedure shall apply to any amendment.</p> <p>If the Company has appointed independent directors, the opinions of the independent directors shall be fully considered when the Procedures for Loaning of Funds to Others are submitted to the Board of Directors for discussion in accordance with the preceding paragraph. Any dissenting or qualified opinions expressed by the independent directors shall be recorded in the minutes of the Board of Directors meeting.</p> <p>If the Company has established an Audit Committee, the establishment or amendment of these Procedures shall be approved by more than one-half of all Audit Committee members and then submitted to the Board of Directors for resolution.</p> <p>If the approval of more than one-half of all Audit Committee members is not obtained, the Procedures may still be adopted with the consent of at least two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</p> <p>The term "all Audit Committee members" and "all directors" as referred to in the preceding paragraph shall mean those currently in office.</p> <p>These regulations were amended on 21 June 2013.</p> <p>These regulations were amended on 21 June 2016.</p> <p>These regulations were amended on 19 June 2018.</p> <p>These regulations were amended on 19 June 2019.</p> <p>These regulations were amended on 22 June 2020.</p>	

Attachment 8

UNIVERSAL MICROELECTRONICS CO., LTD.
List of Candidates for Directors (Including Independent Directors)

No.	Category of Candidate	Name of Candidate	Gender	Educational Background	Work Experience	Current position	Name of Represented Government or Legal Entity	Number of Shares Held (Unit: Shares)	Compliance with the Regulations Governing Appointment of Independent Directors by TWSE/TPEX Listed Companies
01	Director	OUMEIYA INVESTMENT CO., LTD.	-	N/A	N/A	N/A	None	12,693,541	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
		OU, JEN-CHIEH (Representative)	Male	PhD in Electrical Engineering, Case Western Reserve University	Deputy General Manager of Universal Technology Co., Ltd., Faraday Technology Co., Ltd.	Chairman and General Manager of UNIVERSAL MICROELECTRONICS CO., LTD., Director of Sales Department of UNIVERSAL MICROELECTRONICS CO., LTD.	OUMEIYA INVESTMENT CO., LTD..	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
02	Director	Zhao Zan Investment Co., Ltd.	-	N/A	N/A	N/A	None	844,000	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
		YEN, HWEI-FANG (Representative)	Female	Master of Meteorology, University of Wisconsin	Deputy General Manager of Magnetic Components Division of Universal Technology	Deputy General Manager, General Manager's Office, UNIVERSAL MICROELECTRONICS CO., LTD.	Zhao Zan Investment Co., Ltd.	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
03	Director	Yuan Rong Investment Co., Ltd.	-	N/A	N/A	N/A	None	803,000	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
		OU, TZU-HUEI (Representative)	Female	Doctoral research at the Department of Telecommunications, National Chiao Tung University	Patent Analysis Engineer, International Intellectual Property Business Promotion Department, ITRI, Manager of Planning and Promotion Operation	Chairman of Hualei Technology	Yuan Rong Investment Co., Ltd.	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A

					Center, Biomedical Research Institute, ITRI				
04	Director	LIEN, TSUNG-FU	Male	Department of Telecommunications, National Chiao Tung University	Vice President of Universal Electrical and Technology	Director of UNIVERSAL MICROELECTRONICS CO., LTD.	None	798,146	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
05	Director	TSAI, KUO-CHI	Male	Department of Industrial Engineering, Chung Yuan Christian University	Vice President of UNIVERSAL MICROELECTRONICS CO., LTD.	Director of UNIVERSAL MICROELECTRONICS CO., LTD.	None	700,929	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
06	Director	HSU, TZU-HSUN	Male	Master of Optoelectronics Science, National Central University	Huirong Technology Co., Ltd.	Jiude Songyi Co., Ltd., Duoyi Li Co., Ltd., etc.	None	0	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
07	Director	GOODWAY MACHINE CORP.	-	N/A	N/A	N/A	None	278,462	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
		YANG, SHU-HAN (Representative)	Female	Department of International Trade, Tunghai University, EMBA for Senior Managers (Second Generation) of Tunghai University	Vice Chairman and Executive Vice President of GOODWAY MACHINE CORP.	GOODWAY MACHINE CORP. General Manager and Director	GOODWAY MACHINE CORP.	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A
08	Independent Director	TSOU, YEN-CHUNG	Male	Department of Accounting, National Cheng Kung University	Accountant of Ernst & Young (formerly Zhiyuan) CPA LLP	Head of Xiangyang Associates Certified Public Accountants, Independent Director of Lidun Technology Co., Ltd.	None	0	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
<p>Rationale for Nominating an Independent Director Who Has Served Three Consecutive Terms TSOU, YEN-CHUNG currently serves as an Independent Director of the Company. As a CPA having passed the national examination, extensive experience has been accumulated in the fields of accounting and finance. Valuable professional insights and practical assistance have consistently been provided in the areas of investment operations, financial planning, and risk management. Although already serving three consecutive terms as an Independent Director of UNIVERSAL MICROELECTRONICS CO., LTD., continued participation in both functional committees and the Board of Directors has reflected independent and professional judgment, along with constructive recommendations. Accordingly, TSOU, YEN-CHUNG is nominated again as a candidate for Independent Director in the current election.</p>									

09	Independent Director	WU, HUEI-HUANG	male	Department of Electronic Engineering, National Chiao Tung University	General Manager and Director of Universal Electrical Co., Ltd.	Merry Industries Independent Director	None	0	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable
Rationale for Nominating an Independent Director Who Has Served Three Consecutive Terms WU, HUEI-HUANG currently serves as an Independent Director of the Company, with extensive practical experience in business management. Familiarity with industry operations includes expertise in corporate governance, risk control, and enhancing board effectiveness. Longstanding contributions have included valuable professional insights and practical assistance in areas such as investment operations and risk management. Although already serving three consecutive terms as an Independent Director of UNIVERSAL MICROELECTRONICS CO., LTD., continued participation in both functional committees and the Board of Directors has been based on independent and professional judgment, consistently offering constructive recommendations. Accordingly, WU, HUEI-HUANG is nominated again as a candidate for Independent Director in the current election.									
10	Independent Director	KO, HSIN-SUI	male	Department of Business Administration, National Chung Hsing University.	Chairman of Suncheon Construction Co., Ltd., Director of Jian Gao Engineering Co., Ltd.	Chairman of Shun Tian Construction Co., Ltd.; Director of Jiangao Engineering Co., Ltd., Lelon Electronics Co., Ltd., etc.	None	0	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable
Explanation of Appropriateness in Accordance with Article 24, Paragraph 3 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies: The nominated candidate, KO, HSIN-SUI, possesses professional expertise in business management and has extensive experience in the industry. Past roles include serving as President of the Pan Shih Club, with wide recognition as a role model in the field. In light of the rapidly changing industrial landscape, participation by individuals with such experience is considered essential for effective supervision of the Board of Directors and the provision of professional advice.									
11	Independent Director	WU, CHUNG-MING	male	Department of Physics, Soochow University, Master of Management Administration, Lawrence Technology University	Assistant General Manager, General Manager's Office, Lelon Electronics Co., Ltd.	Assistant General Manager, General Manager's Office, Lelon Electronics Co., Ltd.	None	0	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable

(Data source: the Company's stock transfer suspension date as of 21 April 2025)

Attachment 9

UNIVERSAL MICROELECTRONICS CO., LTD.

List of Positions Held by Director (Including Independent Director) Candidates for Whom the Non-Competition Restrictions Are to Be Lifted

Name/Title	Current Concurrent Positions in Other Companies	Position	Main Business Items
OUMEIYA INVESTMENT CO., LTD. /Corporate Director	None.		
Representative of OUMEIYA INVESTMENT CO., LTD., OU, JEN-CHIEH /Corporate Director Representative	Zhao Zan Investment Co., Ltd.	Chairman	General investment business
	OUMEIYA INVESTMENT CO., LTD., etc.	Chairman	General investment business
	Tian Long Investment Co., Ltd.	Chairman	General investment business
	Lightel Corporation	Director	Other optical and precision instrument manufacturing industries
	UMEC Investment (BVI) Co., Ltd.	Director	Professional investment and holding company
	Global Development Co., Ltd	Director	Professional investment and holding company
	UMEC(HK) Company Ltd.	Director	Export customs clearance and shipping business
	UMEC USA Inc.	Director	R&D and sales of electromagnetic components
	Advanced Radar Technology Co., Ltd. (ARadTek)	Director	Electronic components manufacturing
	AMIT SYSTEM SERVICE LTD.	Director	Management consulting industry, electronic information supply service industry
	Yuan Rong Investment Co., Ltd.	Director	General investment business
	Wanan Investment Co., Ltd.	Director	General investment business
	Taiwan Full Long Industrial Co., Ltd.	Director	Funeral facility business
	Millilab Co., Ltd.	Director	Other electronic components related industries
	Asia Pacific Microsystems, Inc.	Director	Electronic components manufacturing
Phoenix 3 Venture Capital Co., Ltd.	Director	General investment business	
Yuan Rong Investment Co., Ltd.	None.		

Name/Title	Current Concurrent Positions in Other Companies	Position	Main Business Items
/Corporate Director			
Representative of Yuan Rong Investment Co., Ltd. OU, TZU-HUEI / Corporate Director Representative	Advanced Radar Technology Co., Ltd. (ARadTek)	Chairman	Electronic components manufacturing
	Yuan Rong Investment Co., Ltd.	Chairman	General investment business
	OUMEIYA INVESTMENT CO., LTD., etc.	Director	General investment business
	Zhao Zan Investment Co., Ltd.	Director	General investment business
	Tian Long Investment Co., Ltd.	Supervisor	General investment business
	Wanan Investment Co., Ltd.	Supervisor	General investment business
	Taiwan Full Long Industrial Co., Ltd.	Supervisor	Funeral facility business
HSU, TZU-HSUN /Director	CUTES CORPORATION	Chairman	Power generation, transmission and distribution machinery manufacturing industry
	A-ZPRO CORPORATION	Chairman	Electronic components manufacturing
	Kai Yang Investment Co., Ltd.	Director	General investment industry
GOODWAY MACHINE CORP./ Corporate Director	AWEA MECHANTRONIC CO., LTD.	Corporate Director	CNC machine tool manufacturing and sales
	YIH CHUAN MACHINERY INDUSTRY CO., LTD.	Corporate Director	CNC machine tool manufacturing and sales
	TAITEC CAYMANS, INC.	Legal Responsible Person	Financial Investment
	YAMA SEIKI USA, INC.	Legal Responsible Person	CNC machine tool sales and service in North America
Representative of GOODWAY MACHINE CORP. YANG, SHU-HAN / Corporate Director Representative	GOODWAY MACHINE CORP.	General Manager	CNC machine tool manufacturing and sales
	GOODWAY MACHINE CORP.	Director	CNC machine tool manufacturing and sales
	Yu En Investment Co., Ltd.	Responsible person	Financial investment
	GOODWAY MACHINE CORP. (Wujiang)	Legal representative	Manufacturing and sales of CNC machine tools in mainland China
	GOODWAY MACHINE CORP. (Suzhou)	Legal representative	Manufacturing and sales of CNC machine tools in mainland China

Name/Title	Current Concurrent Positions in Other Companies	Position	Main Business Items
	YIH CHUAN MACHINERY INDUSTRY CO., LTD.	Director	CNC machine tool manufacturing and sales
TSOU, YEN-CHUNG /Independent Director	LITON TECHNOLOGY CORP.	Independent Director	Electronic components manufacturing
WU, HUEI-HUANG /Independent Director	MERRY ELECTRONICS CO., LTD.	Independent Director	Electrical and audio-visual electronic products manufacturing industry
KO, HSIN-SUI /Independent Director	Sweeten Real Estate Development, Ltd.	Chairman	Residential and building development, rental and sale, real estate leasing
	JINGLE CONSTRUCTION CO., LTD.,	Chairman	Civil engineering and construction industry, residential and building development and leasing, and related construction materials trading industry
	Lelon Electronics Corp	Director	Manufacturing and sales of capacitors
	China Electric Mfg. Corp	Director	Telecommunications equipment, electrical appliances and electronic materials wholesale and retail, lighting equipment installation engineering, electrical appliances and electronic products repair industry
WU, CHUNG-MING /Independent Director	Lelon Electronics Corp	Assistant General Manager	Manufacturing and sales of capacitors
	LIFU MACHINERY INDUSTRIAL CO., LTD.	Director	Manufacturing, assembly, combination, processing and sale of various machinery
	Hongyu International Investment Co., Ltd.	Chairman	General investment industry
	Taiwan Full Long Industrial Co., Ltd.	Director	Funeral facility business
	Chi Fa Enterprise Co., Ltd.	Chairman	General investment industry
	Zhongyong Investment Co., Ltd.	Chairman	General investment industry

VIII. Appendix

Appendix 1

UNIVERSAL MICROELECTRONICS CO., LTD. Articles of Incorporation

Chapter 1 General Provision

Article 1 The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be UNIVERSAL MICROELECTRONICS CO., LTD.

Article 2 The business of the Company is as follows:

- 1 CC01080 Electronic Parts and Components Manufacturing
- 2 CC01070 Telecommunication Equipment and Apparatus Manufacturing
- 3 CC01100 Controlled Telecommunications Radio -Frequency Devices and Materials Manufacturing
- 4 CC01040 Lighting Equipment Manufacturing
- 5 CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
- 6 CC01020 Electric Wires and Cables Manufacturing
- 7 CC01010 Power Generation, Transmission and Distribution Machinery Manufacturing
- 8 CC01110 Computer and Peripheral Equipment Manufacturing
- 9 CC01990 Electrical Machinery, Supplies Manufacturing
- 10 CD01030 Automobiles and Parts Manufacturing
- 11 CE01030 Photographic and Optical Equipment Manufacturing
- 12 F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
- 13 F113010 Wholesale of Machinery
- 14 F113020 Wholesale of Electrical Appliances
- 15 F113030 Wholesale of Precision Instruments
- 16 F113050 Wholesale of Computers and Clerical Machinery Equipment
- 17 F113070 Wholesale of Telecommunication Apparatus
- 18 F114030 Wholesale of Motor Vehicle Parts and Supplies
- 19 F119010 Wholesale of Electronic Materials
- 20 F401010 International Trade
- 21 IG03010 Energy Technical Services
- 22 I501010 Product Designing
- 23 C802041 Manufacture of Drugs and Medicines
- 24 CF01011 Medical Devices Manufacturing
- 25 F108021 Wholesale of Western Pharmaceutical
- 26 F108031 Wholesale of Medical Devices
- 27 F208021 Retail Sale of Western Pharmaceutical
- 28 F208031 Retail Sale of Medical Apparatus
- 29 ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 The Company may provide endorsement and guarantee and act as a guarantor.

Article 2-2 The total amount of the Company's reinvestment shall not be subject to the investment ratio limit specified in Article 13 of the Company Act.

Article 3 The Company shall have its head office in Taichung City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the board of directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Chapter 2 Capital Stock

Article 4 The total capital stock of the Company shall be in the amount of NT\$2,047,460,000, divided into 204,746,000 shares, at NT\$10 to be issued in installments each. The unissued shares were authorized to the board of directors to issue in installments.

Article 5 The Company's stock is registered in the name of the shareholder and shall be affixed with the signatures or personal seals of the director representing the company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the law before issuance. For the shares to be issued by the Company, the issuing company may be exempted from printing any share certificate for the shares issued. However, the shares shall be registered with a centralized securities depository enterprise.

Article 6 Shareholders are required to provide their true name or company name, address or place of residence, specimen of their seal or signature, and unified business registration number for registration and record-keeping by our company or the stock transfer agent. Any changes to this information should also be promptly reported. When shareholders receive dividends, bonuses, or exercise their shareholder rights in writing from our company or the stock transfer agent, their seal shall serve as proof of identity. In the event of seal loss, the procedures specified in the "Regulations Governing the Administration of Shareholder Services of Public Companies" must be followed.

Article 7 The treasury shares purchased by the Company in accordance with the Company Act, the transferee of which includes the employees of parents or subsidiaries of the company meeting certain specific requirements. Qualification requirements of employees entitled to receive share subscription warrant includes the employees of parents or subsidiaries of the company meeting certain specific requirements.

While issuing new shares, the qualification requirements of employees include the employees of parents or subsidiaries of the company meeting certain specific requirements. The conditions and distribution methods mentioned above are authorized to be determined by the board of directors.

Article 8 Unless otherwise specified by laws and regulations, the handling of the Company's shareholder affairs shall be conducted in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the Financial Supervisory Commission.

Article 9 The share transfer registration 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 issuing company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders Meeting

Article 10 Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations.

Article 10-1 A shareholders meeting can be held by means of virtual-only shareholders meeting or other means approved and published by the central regulating authorities.

Article 11 According to Article 177 of the Company Act, if a shareholder is unavailable to attend a shareholders meeting, he/she could hand in a written proxy and appoints a proxy to attend the shareholders meeting on his/her behalf. Unless otherwise stipulated in the Company Act, the means of attending a shareholders meeting by proxy shall in line with the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies”.

Article 12 During the shareholders meeting, the chairman shall serve as the chairperson of the meeting. In case the chairman is absent, the chairman shall designate one of the directors to serve as the chairperson. In the absence of such a designation, the directors shall elect from among themselves an acting chairperson of the board of directors. 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 13 Unless otherwise specified by laws and regulations, the shareholders of the company shall have one voting power in respect of each share in his/her/its possession.

Article 14 Resolutions at a shareholders' meeting shall, unless otherwise provided for by relevant laws and regulations, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 15 Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting.

Chapter 4 Board of directors

Article 16 The Company has a board of directors consisting of eleven members, including a minimum of two independent directors, who must constitute at least one-fifth of the total number of directors. The independent directors form the Audit Committee. The election of directors is carried out by the shareholders' meeting from among individuals with legal capacity, and their term of office is three years, with the possibility of reelection. After being elected, the board of directors may decide to purchase liability insurance for directors to cover their compensation obligations within their scope of business as required by law. The total shareholding percentage of all directors is subject to the regulations of the securities regulatory authority.

The Company follows a candidate nomination system for directors, with the selection of directors from the list of candidates determined by the shareholders' meeting. The qualifications, shareholding and concurrent position restrictions, criteria for independence determination, nomination procedures, and other applicable matters related to independent directors must comply with relevant laws and regulations set by the competent authority.

Article 17 When the number of vacancies in the board of directors of a company equals to one third of the total number of directors, the board of directors shall call, within 60 days, a special meeting of shareholders to elect succeeding directors to fill the vacancies.

Article 18 In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Article 19 The directors shall organize the board of directors. The board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors to execute all matters of the Company in accordance with applicable laws and regulations, the Articles of Incorporation, and resolutions of the shareholders' meeting and the board of directors.

Article 20 The operational guidelines and other important matters of the company shall be determined by the board of directors. Except for the first meeting of each term of the board of directors shall be convened in accordance with Article 203 of the Company Act, the meetings of the board of directors shall be convened by the chairman of the board of directors. In case the chairman of the board of directors is absent, the chairman of the board of directors shall designate one of the directors. In the absence of such a designation, the directors shall elect from among themselves an acting chairperson of the board of directors.

The notice for board meetings may be issued in writing, via email, or fax.

Article 21 Unless otherwise specified by the Company Act, the resolutions of the board of directors require the presence of a majority of directors, and approval by a majority of the attending directors. Board meetings may be conducted through video conferences. In cases where a director is unable to attend due to circumstances, another director may be authorized to attend in accordance with Article 205 of the Company Act.

Article 22 The minutes of a board meeting shall bear the signature or seal of the meeting chairperson; a copy of the minutes shall be distributed to each director within 20 days after the meeting, the meeting minutes may be conducted via electronic transmission. A meeting minute shall include a summary of the essential points of the proceedings and the results of the meeting. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the Company.

Article 23 The board of directors is authorized to determine the salary for the directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry. However, the remuneration for each director shall not exceed a maximum of NT\$1,000,000 per year.

Chapter 5 Managers

Article 24 The Company may appoint several managers and one general manager. In accordance with the policies determined by the board of directors, the overall management of all company operations, as well as the appointment, dismissal, and remuneration of the general manager and managers, shall be conducted by the board of directors with the presence of a majority of directors and approval by a majority of the attending directors.

Chapter 6 Accounting

Article 25 The following reports shall be prepared by the board of directors 30 days before the shareholders' meeting, and submitted to the regular shareholders meeting for acceptance:

1. Business report;
2. Financial statements;
3. Proposal concerning the distribution of earnings or covering of losses.

Article 26 If the Company has made profit in the year, it shall allocate no less than 4% for employee remuneration and no more than 3% for director remuneration. However, in the case of accumulated losses, an amount should be reserved in advance for recovery.

Employee remuneration can be distributed in the form of stock or cash, and the recipients may include employees of controlled and subsidiary companies who meet certain criteria. The conditions and distribution methods for employee remuneration are authorized by the board of directors.

The distribution of employee compensation and director remuneration should be approved by a resolution of the board of directors with the attendance of at least two-thirds of the directors and

the approval of a majority of the attending directors. The resolution should also be reported to the shareholders' meeting.

Chapter 7 Supplementary Provisions

Article 27 After the annual general settlement, if our company has surplus, it shall be distributed in the following order:

1. Payment of taxes and donations.
2. Offset of accumulated losses from previous years.
3. Allocation of 10% as the legal reserve. However, if the cumulative amount of the legal reserve reaches the total paid-up capital of the Company, no further allocation is required. Any remaining amount shall be allocated or transferred according to legal requirements, such as to the special surplus reserve. If there is still a balance, along with the accumulated undistributed earnings, the board of directors shall prepare a proposal for profit distribution and submit it to the shareholders' meeting for approval of dividend distribution to shareholders.
4. The Company's dividend policy is aligned with current and future development plans, taking into consideration the investment environment, capital requirements, domestic and international competitive conditions, and the interests of shareholders. When distributing dividends to shareholders, it can be done in the form of cash or stock, with cash dividends amounting to at least 10% of the total dividend amount.

Article 28 The Company's charters and operating procedures are established by the board of directors.

Article 29 In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 30 The Articles of Incorporation was established on 26 January 1982.

The first amendment was made on 1 April 1984.

The second amendment was made on 30 June 1987.

The third amendment was made on 8 July 1989.

The fourth amendment was made on 27 November 1989.

The fifth amendment was made on 15 June 1990.

The sixth amendment was made on 30 August 1991.

The seventh amendment was made on 3 July 1993.

The eighth amendment was made on 7 April 1996.

The ninth amendment was made on 6 December 1996.

The tenth amendment was made on 8 March 1997.

The eleventh amendment was made on 13 March 1998.

The twelfth amendment was made on 29 April 1999.

The thirteenth amendment was made on 14 October 1999.

The fourteenth amendment was made on 6 May 2000.
The fifteenth amendment was made on 4 May 2001.
The sixteenth amendment was made on 3 June 2002.
The seventeenth amendment was made on 6 June 2003.
The eighteenth amendment was made on 28 June 2005.
The nineteenth amendment was made on 15 June 2007.
The twentieth amendment was made on 13 June 2008.
The twenty-first amendment was made on 10 June 2009.
The twenty-second amendment was made on 15 June 2010.
The twenty-third amendment was made on 21 June 2012.
The twenty-fourth amendment was made on 21 June 2013.
The twenty-fifth amendment was made on 26 June 2014.
The twenty-sixth amendment was made on 21 June 2016.
The twenty-seventh amendment was made on 20 June 2017.
The twenty-eighth amendment was made on 19 June 2018.
The twenty-ninth amendment was made on 19 June 2019.
The thirtieth amendment was made on 24 June 2021.
The thirty-first amendment was made on 18 March 2022.
The thirty-second amendment was made on 20 June 2022.

UNIVERSAL MICROELECTRONICS CO., LTD.

Chairman: OU, CHENG-MING



Appendix 2

UNIVERSAL MICROELECTRONICS CO., LTD.

Regulations Governing the Transfer of Repurchased Shares to Employees (First Share Buyback Program in 2020)

- Article 1 In order to motivate employees and enhance employee cohesion, the Company has established the Company's Regulations Governing the Transfer of Repurchased Shares to Employees in accordance with Article 28-2, Paragraph 1, Item 1 of the Securities and Exchange Act and the "Regulations Governing Share Repurchase by TWSE and TPEX Listed Companies" issued by the Financial Supervisory Commission. The Company's repurchase of shares and transfer to employees shall be handled in accordance with the provisions of these Regulations, except for those stipulated by relevant laws and regulations. (Types of transferable shares, rights and content, and restrictions on rights)
- Article 2 The shares transferred to employees this time are common shares, and their rights and obligations are subject to the provisions of relevant laws and regulations and these regulations. Same as other outstanding common stock. (Transfer Period)
- Article 3 The shares purchased this time may be transferred to employees once or in installments within five years from the date of purchase in accordance with the provisions of these Rules. The payment period for employee subscriptions and related matters for each transfer operation shall be determined by the Chairman authorized by the board of directors. (Qualifications of the Transferee)
- Article 4 Any full-time employee of the Company or its domestic or overseas subsidiaries who has been employed for at least one year prior to the subscription record date, or who has made special contributions to the Company and has obtained the Chairman's approval, may subscribe to shares in accordance with the subscription amount specified in Article 5 of these Regulations. The term "subsidiaries" refers to entities in which the Company directly or indirectly holds more than 50% of the voting shares and exercises control, or those that meet the definition of a subsidiary as set forth in the Financial Supervisory Commission (FSC) letter No. 0960073134 dated December 26, 2007. However, the subscribed shares may not be transferred within two years. (Transfer Procedure)
- Article 5 The amount of treasury shares that employees can subscribe for is calculated based on their evaluation, special contribution and future development potential, as described below:
1. Supervisors at all levels shall review and make recommendations and submit them to the Chairman for decision.
 2. The subscription base date and subscription payment period for each transfer operation and other related matters shall be separately approved in accordance with relevant regulations.
 3. If an employee fails to subscribe and pay the subscription fee at the end of the subscription payment period, it shall be deemed that the employee has waived his/her

right. The remaining amount under subscription may be subscribed by the Chairman through consultation with other employees.

- Article 6 The operating procedures for this share purchase and transfer to employees are as follows:
1. Announce, report and repurchase the company's shares within the execution period in accordance with the resolution of the board of directors.
 2. The board of directors shall authorize the chairman to separately determine the base date for each employee's stock subscription, the number of shares that can be subscribed, the subscription payment period, the rights content and other operating matters in accordance with relevant regulations.
 3. Calculate the actual number of shares subscribed and paid for and register the stock transfer.
(Agreed transfer price per share)
- Article 7 The transfer price of the shares repurchased for employees shall be based on the average actual repurchase price (calculated to the nearest NT dime; any fraction less than one dime shall be rounded to the nearest dime). However, if the number of the Company's issued common shares increases or decreases before the transfer, the transfer price may be adjusted in accordance with the ratio of such change in issued shares.
- Transfer price adjustment formula:
Adjusted transfer price = actual average repurchase price per share × (total number of common shares at the time the company completes the repurchase of shares ÷ total number of common shares before the company transfers the repurchased shares to employees)
(Rights and obligations after transfer)
- Article 8 After the repurchased shares are transferred to employees and the transfer registration is completed, the remaining rights and obligations are the same as the original shares, unless otherwise stipulated.
(Other matters concerning the rights and obligations of the company and employees)
- Article 9 When the Company's treasury stock is transferred to an employee, the relevant taxes must still be paid in accordance with the law before the transfer can be processed.
(Other)
- Article 10 The treasury shares purchased by the Company for the purpose of transferring shares to employees shall be transferred in full within five years from the date of purchase. Any portion not transferred after the deadline shall be deemed as unissued shares of the Company and the share change registration shall be cancelled in accordance with the law.
- Article 11 These Regulations shall come into effect after being approved by the board of directors and reported to the competent authority for approval. The same shall apply to any amendments.
- Article 12 These Regulations shall be reported to the shareholders' meeting, and the same shall apply when amended.
- Article 13 These Regulations are drawn up on 25 March 2020.

Appendix 3

UNIVERSAL MICROELECTRONICS CO., LTD. Regulations Governing the Loaning of Funds to Others

1. Purpose

The Company's Regulations Governing the Loaning of Funds to Others are promulgated pursuant to Article 36-1 of the Securities and Exchange Act ("the Act").

2. Content

Article 1 Parties Eligible for Lending

- (1) Companies or firms that have business dealings with the Company.
- (2) Companies or firms requiring short-term financing. The aggregate amount of funds lent shall not exceed 40% of the lender's net worth.

The term "short-term" as used in the preceding paragraph means one year, or where the company's operating cycle exceeds one year, one operating cycle.

The restriction in paragraph 1, subparagraph 2 shall not apply to inter-company loans of funds between overseas companies in which the public company holds, directly or indirectly, 100% of the voting shares, nor to loans of fund to the public company by any overseas company in which the public company holds, directly or indirectly, 100% of the voting shares. However, the Public Company shall still prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower, and shall specify limits on the durations of such loans.

When a responsible person of a company violates paragraph 1 or the proviso of the preceding paragraph, the responsible person shall bear joint and several liability with the borrower for repayment; if the company suffers damage, the responsible person also shall be liable for damages.

Article 2 Purpose and Necessity of Lending Funds to Others

Where the Company conducts lending of funds to another company or firm due to business transactions, such lending shall comply with the provisions of Article 3, Paragraph 2; Where the lending is conducted for the purpose of meeting short-term financing needs, it shall be limited to the following circumstances:

- (1) Where a company in which the public company holds 5 percent or more of the voting shares requires short-term financing due to business needs.
- (2) Where another company or firm requires short-term financing for procurement or operating turnover needs.
- (3) Where a loan of funds has been approved by resolution of the public company's board of directors.

Article 3 Limits on the Aggregate Amount of Loans and on Loans to Individual Borrowers

The aggregate amount of loans made by the Company shall not exceed 40 percent of the Company's net worth.

For any company or firm having business transactions with the Company, the total amount of loans extended shall not exceed 40 percent of the Company's net worth; the amount of any individual loan shall not exceed the amount of business transactions between the two parties, which refers to the higher of the purchase or sales amount between them.

For any company or firm requiring short-term financing, the cumulative outstanding balance of loans extended shall not exceed 40 percent of the lender's net worth; the amount of any individual loan shall not exceed 10 percent of the Company's net worth.

Loans of funds between overseas subsidiaries in which the Company holds, directly or indirectly, 100 percent of the voting shares shall not be subject to the preceding restrictions. However, the aggregate amount of such loans and the amount permitted to any individual borrower shall not exceed 60 percent of the net worth of the lending company.

Article 4 Procedures for Loaning of Funds

1. Credit Investigation

When the Company processes a loan of funds, the borrower shall submit the required company and financial information and apply to the Company in writing for the loan amount.

Upon receipt of the application, the finance department shall conduct a review of the borrower's business operations, financial condition, debt repayment ability and credit, profitability, and intended use of the loan, and shall prepare an evaluation report.

The finance department shall conduct a detailed evaluation and review of the lending counterparty. The assessment shall at least include the following:

- (1) The necessity of and reasonableness of extending loans to others.
- (2) Whether the loan amount is necessary in view of the borrower's financial condition.
- (3) Whether the cumulative amount of loans is within the lending limits.
- (4) The effect of the loan on the Company's business operations, financial condition, and shareholders' equity.
- (5) Whether collateral should be obtained and the appraised value of such collateral.
- (6) Credit investigation records and risk assessment reports provided by the borrower.

2. Collateral

When the Company processes a loan of funds, it shall obtain a promissory note of the same amount as collateral. Where necessary, the Company may also establish a pledge or mortgage on movable or real property. If the borrower provides, in lieu of collateral, a guarantor with adequate financial capacity and creditworthiness, either an individual or a company, the Board of Directors may approve the arrangement by reference to the credit investigation report prepared by the Finance Department. Where the guarantor is a

company, the Company shall ensure that its Articles of Incorporation include a clause authorizing the provision of guarantees.

3. Scope of Authorization

The Company shall process loans of funds to others only after the Finance Department has conducted a credit investigation, the General Manager has approved the application, and the Board of Directors has passed a resolution. The decision-making authority shall not be delegated to any other person.

Loans of funds between the Company and its subsidiaries, or between subsidiaries, shall be submitted for a resolution by the Board of Directors. The Chairman may be authorized, for a specific borrower, within a certain monetary limit resolved by the Board of Directors and within a period not exceeding one year, to disburse the loan in installments or to make a revolving credit line available for the borrower to draw down. However, the authorized monetary limit shall not exceed 10 percent of the net worth stated in the most recent financial statements of the lending company.

Article 5 Loan Period and Interest Calculation Method

For companies or firms having business transactions with the Company, the loan period shall be one year. Upon approval by the Board of Directors, the loan may be extended once, with the extension period not exceeding one year; For loans extended to foreign subsidiaries in which the Company directly or indirectly holds more than 50 percent of the voting shares and exercises significant control, each loan shall have a term of one year. Upon approval by the Board of Directors, the loan may be extended, with each extension period not exceeding three years.

For loans of funds between foreign subsidiaries in which the Company directly or indirectly holds more than 50 percent of the voting shares and exercises significant control, the loan period shall not exceed two years. Upon approval by the Board of Directors, the loan may be extended, with each extension period not exceeding three years.

The interest rate for loans of funds shall not be lower than the Company's highest short-term borrowing rate from financial institutions. In principle, interest on loans shall be paid monthly. In special circumstances, adjustments may be made based on actual needs, subject to approval by the Board of Directors.

Article 6 Subsequent Control Measures for Loaned Amounts and Procedures for Handling Overdue Claims

After a loan has been disbursed, the Company shall continuously monitor the financial, business, and credit status of the borrower and guarantor. If collateral has been provided, the Company shall also monitor any changes in its value. In the event of any significant changes, the Chairman shall be notified immediately, and appropriate measures shall be taken in accordance with the Chairman's instructions.

When the borrower repays the loan upon or before maturity, the Company shall first calculate

the interest payable. After the borrower has fully repaid both principal and interest, the Company shall return the promissory note or cancel the mortgage registration accordingly. If the borrower fails to repay the principal and interest upon maturity, and the nature of the loan is due to business transactions, an extension may be granted upon approval by the board of directors based on actual needs. Each extension shall not exceed one year and shall be limited to one time. In case of default, the Company may dispose of the collateral or seek recourse from the guarantor in accordance with the law.

Article 7 Internal Control:

1. When this company handles capital loans, it shall establish a record book to record for record the object of the capital loan, the amount, the date of approval by the board of directors, the date of capital loan, and other matters that should be carefully evaluated in accordance with regulations.
2. The company's internal auditors shall audit the procedures and implementation of fund loans to others at least quarterly and make written records. If major violations are found, the Audit Committee shall be notified in writing. If major violations are found, the manager and the person in charge shall be punished according to the violation.
3. If the Company's loan recipients do not comply with the provisions of these Guidelines or the balance exceeds the limit due to changes in circumstances, the Company shall formulate an improvement plan, submit the relevant improvement plan to the Audit Committee, and complete the improvement according to the planned schedule.

Article 8 Public Announcement and Reporting:

1. The Company shall publicly announce and report the loan balances of the Company and its subsidiaries for the previous month by the 10th day of each month.
2. The Company shall make a public announcement and report within two days from the date of occurrence if any of the following circumstances applies:
 - (1) The combined balance of loans extended by the Company and its subsidiaries to others reaches 20 percent or more of the Company's net worth as stated in its most recent financial statements.
 - (2) The balance of loans extended by the Company and its subsidiaries to a single entity reaches 10 percent or more of the Company's net worth as stated in its most recent financial statements.
 - (3) The amount of new loans extended by the Company or any of its subsidiaries reaches NT\$10 million or more and amounts to 2 percent or more of the Company's net worth as stated in its most recent financial statements.

The term "date of occurrence" in these Procedures means the earlier of the contract signing date, payment date, board resolution date, or any other date sufficient to confirm the counterparty and transaction amount.

If a subsidiary of the Company is not a domestic public company, and any event under

Subparagraph (3) above occurs, the Company shall make the required announcement and report on its behalf.

Article 9 Control Procedures for Subsidiaries' Loans to Others

1. If a subsidiary of the Company intends to lend funds to others, it shall establish its own "Procedures for Lending of Funds to Others" in accordance with the Regulations Governing the Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, and conduct all lending activities in accordance with such procedures.
2. Each subsidiary shall report to the Company, by the 5th day of each month, the lending activities it conducted in the previous month.

3. Other matters

1. The Company shall evaluate the status of capital loans and make adequate provisions for bad debts, disclose relevant information appropriately in the financial statements, and provide relevant information for the accountants to perform necessary audit procedures and issue appropriate audit reports.
2. Any matters not covered in this operating procedure shall be handled in accordance with relevant laws and regulations and the Company's relevant regulations.

4. Effectiveness and Amendment

The Company shall establish the Procedures for Loaning of Funds to Others, which shall be implemented after being approved by the Audit Committee and the Board of Directors, and subsequently submitted to the Shareholders' Meeting for approval. If the Company has appointed independent directors, the opinions of the independent directors shall be fully considered when the Procedures for Loaning of Funds to Others are submitted to the Board of Directors for discussion in accordance with the preceding paragraph. Any dissenting or qualified opinions expressed by the independent directors shall be recorded in the minutes of the Board of Directors meeting.

If the Company has established an Audit Committee, the establishment or amendment of these Procedures shall be approved by more than one-half of all Audit Committee members and then submitted to the Board of Directors for resolution.

If the approval of more than one-half of all Audit Committee members is not obtained, the Procedures may still be adopted with the consent of at least two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.

The term "all Audit Committee members" and "all directors" as referred to in the preceding paragraph shall mean those currently in office.

These Regulations were amended on 21 June 2013.

These Regulations were amended on 21 June 2016.

These Regulations were amended on 19 June 2018.

These Regulations were amended on 19 June 2019.

These Regulations were amended on 22 June 2020.

Appendix 4

UNIVERSAL MICROELECTRONICS CO., LTD. Shareholders' Meeting Procedure Rules

- Article 1 The rules of procedures for the UNIVERSAL MICROELECTRONICS CO., LTD.'s (hereinafter referred to as the Company) shareholders meetings were formulated in accordance with Article 182-1 of the Company Act, except as otherwise provided by law or regulation, shall be as provided in these Rule.
- Article 2 The term "shareholder" as referred to in these Rules includes both the shareholders themselves and their proxies attending on their behalf. Shareholders attending the meeting are requested to bring their attendance books. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.
- Article 3 Attendance and voting at shareholders' meetings shall be calculated based on numbers of shares.
- Article 4 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
- Article 5 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairman shall designate one executive director to act as his/her proxy; if there is no executive director the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the executive directors or the directors shall select from among themselves one person to serve as chair. If a shareholders meeting is convened by a party with power to convene other than the board of directors, the convening party shall chair the meeting.
- Article 6 The Company may appoint its attorneys, CPAs, or related persons retained by it to attend a shareholders' meeting.
- Article 7 The Company shall record with an audio or video tape the whole proceedings of the shareholders' meeting, and said video tape or audio tape shall be kept for at least one year.
- Article 8 When it is time to convene a shareholders' meeting, the chairman shall immediately convene the meeting, provided; however, if the shareholders present do not represent a majority of the total amount of issued shares, the chairman may postpone the meeting; provided however the postponement of the said meeting shall be limited to two times, and the total time postponed shall not exceed one hour. If the meeting has been postponed for two times, but the shareholders present

still do not represent a majority of the total amount of issued shares, a tentative resolution may be adopted in accordance with paragraph 1 of Article 175 of the Company Act by shareholders representing one-third of the total amount of issued shares. Before the close of the said meeting if the shareholders present represent a majority of the total amount of issued shares, the chairman may present the tentative resolution so adopted to the meeting for resolution in accordance with Article 174 of the Company Act.

Article 9 If a shareholders' meeting is called by the board of directors, the meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

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

Article 10 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

Article 11 A shareholder shall not speak more than two times for one motion, unless he/she has obtained the prior consent from the chairman, and each speech shall not exceed 5 minutes. If the shareholder's speech violates the aforementioned rules or exceeds the scope of the agenda item, the chair may terminate the speech. Other shareholders may also request the chairperson to take such action.

Article 12 When a juristic person is entrusted to attend a shareholders' meeting, the juristic person may only appoint one representative to attend on his/her behalf. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 13 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 14 When the chair at a shareholders' meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.

Article 15 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

Article 16 When a meeting is in progress, the chair may announce a break based on time considerations. If a meeting cannot be concluded, a resolution may be passed by the shareholders' meeting to continue within five days without the need for notification or announcement.

Article 17 Except as otherwise provided in the Company Act and the Company's Articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During voting, if the chairperson, after seeking no objections, deems a proposal as approved, it shall have the same effect as a vote. Each shareholder is entitled to one voting right per share. Shareholders may appoint proxies to attend the shareholders' meeting on their behalf. However, unless it is a trust enterprise or a share registration and transfer agency approved by the competent authority, if one person is entrusted by two or more shareholders at the same time, the voting rights of the agent shall not exceed three percent of the total voting rights of the issued shares. Any voting rights exceeding this limit shall not be counted.

Article 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 order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 19 The chair may direct the proctors (or security personnel) to help maintain order at the meeting place.

Article 20 In the event of a major disaster such as an air raid warning, earthquake, fire, etc., during the meeting, it shall be announced to stop or temporarily suspend the meeting, and everyone shall evacuate accordingly. After one hour from the situation's resolution, the chairperson shall announce the resumption of the meeting.

Article 21 For matters not stipulated in these Rules, they shall be handled in accordance with the provisions of the Company Act, other relevant laws and regulations, and the Articles of Incorporation of the Company.

Article 22 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.
These Rules were first amended on 21 June 2016.

Appendix 5

UNIVERSAL MICROELECTRONICS CO., LTD. Regulations Governing the Election of Directors

- Article 1 The election of directors of the Company shall be governed by the Company Act, the Securities and Exchange Act, and the Articles of Incorporation of the Company, in addition to being conducted in accordance with these Rules.
- Article 2 The single-name cumulative voting system shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. The name of the voter may be represented by the shareholder attendance card number as indicated on the ballot.
- The election of directors of this company shall be conducted in accordance with the candidate nomination system procedures stipulated in Article 192-1 of the Company Act.
- The election of independent directors and non-independent directors shall be conducted concurrently, with the number of elected seats calculated separately. Candidates receiving a greater number of votes representing voting rights shall be elected sequentially in their respective categories.
- Article 3 The directors of the Company shall be elected by the shareholders' meeting from among candidates deemed capable, in accordance with the number of seats specified in the Articles of Incorporation. Directors shall be elected sequentially based on the number of votes representing voting rights received. In the event that two or more candidates receive the same number of votes exceeding the prescribed number of seats, a draw shall be held to determine the elected directors. If a shareholder is absent, the draw shall be conducted by the Chairman on their behalf. If shareholders are elected simultaneously, they shall decide among themselves who will serve as director, and any vacancies shall be filled by the next highest vote recipient.
- Article 4 The ballots shall be issued by the Company, numbered according to the attendance certificate number, with the corresponding voting rights indicated.
- Article 5 Before the election begins, the Chairman shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 6 The ballot box for the election of directors shall be prepared by the board of directors and shall be publicly opened and inspected by the vote monitoring personnel prior to voting.
- Article 7
1. The voter shall specify the name of the candidate in the "Candidate" section of the ballot. If the candidate is a shareholder, the voter shall indicate the name of the shareholder and the shareholder account number in the "Candidate" section. If the candidate is not a shareholder, the voter shall provide the candidate's name and identification document number.
 2. When a corporate shareholder is the elected person, the "elected person" field on the election form should record the name of the corporate shareholder. of the ballot should

include the corporate name and the representative's full name.

3. When the representative of a corporate shareholder is the candidate, the "Candidate" field on the ballot shall indicate the name of the juristic person and the name of its representative. The number of voting rights assigned to the candidate shall also be specified. If there are multiple representatives, the names of each representative shall be listed separately.

Article 8 If the number of voting rights of a candidate indicated on the ballot is fewer than the candidates' voting rights, the difference shall be considered as a waiver of voting rights.

Article 9 A ballot will be invalid in any of the following circumstances:

1. The ballot is not the one prescribed by these Rules.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable.
4. If the name of the elected person filled in cannot be identified or does not match the shareholder register, or if the elected person is not a shareholder and their name or ID number does not match upon verification, it will be considered invalid.
5. In addition to the name of the elected person and the shareholder account number or the ID number, any other text may be inserted.
6. The name of the nominated person is the same as that of other shareholders and cannot be verified.
7. If more than one name or designation is filled in for the elected person on the same ballot, it will be considered invalid.
8. If the number of voting rights used exceeds the number indicated on the ballot, it will be considered invalid.
9. If any of the details filled in (name of the elected person, account number, ID number, or number of voting rights) are altered and not stamped with the seal, it will be considered invalid.
10. If the ballot is not deposited into the ballot box before the chairman of the shareholders' meeting announces the end of the voting, it will be considered invalid.

Article 10 The ballot box will be opened jointly by the vote monitoring personnel and the counting personnel, and the votes will be counted immediately after the end of the poll.

Article 11 The counting of votes will be monitored by vote monitoring personnel.

Article 12 In the event of any doubt regarding a ballot, the vote monitoring personnel shall first be requested to verify whether the ballot is invalid. Invalid ballots shall be set aside separately, and the number of such ballots and the corresponding voting rights shall be recorded. The vote monitoring personnel shall mark the ballot as invalid and sign and affix their seal.

Article 13 After the vote counting is completed, the vote monitoring personnel will verify the total number of valid votes and invalid votes and enter the number of valid votes and voting rights and the number of invalid votes and voting rights into the record sheet respectively. The Chairman will then announce the name and shareholder account number of the elected person.

Article 14 The newly elected directors will be issued a letter of election by the chairman of the shareholders' meeting or the company's board of directors after the election.

Article 15 These Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

These Rules were revised on June 26, 2014.

These Rules were revised on June 21, 2016.

These Rules were revised on June 19, 2018.

Appendix 6

UNIVERSAL MICROELECTRONICS CO., LTD. Shareholding of Directors and Independent Directors

1. In accordance with Article 3, paragraph 1, subparagraph 4 of the “Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies”, the prescribed provisions shall be complied with and implemented.
2. The paid-in capital of the Company is NT\$1,273,592,000 with 127,359,200 shares issued.
3. Under Article 26 of the Securities and Exchange Act, the minimum number of shares required to be held by all directors is 8,000,000 shares.
4. The numbers of shares held by the directors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the book closure date for that shareholders' meeting are as follows:
All directors of the Company hold shares in compliance with the statutory ownership percentage requirements.

Base date: April 21, 2025

Title	Name	Date of election/ appointment	Term	The shareholding of all directors as of the book closure date	
				Shares	%
Corporate Director	Zhao Zan Investment Co., Ltd.	20 June 2022	3 years	844,000	0.66
Representative/ Chairman	OU, JEN-CHIEH			NA	-
Director	HSU, KUANG-CHUN	20 June 2022	3 years	1,748,177	1.37
Corporate Director	Yuan Rong Investment Co., Ltd.	20 June 2022	3 years	803,000	0.63
Representative	OU, TZU-HUEI			NA	-
Director	LIEN, TSUNG-FU	20 June 2022	3 years	798,146	0.63
Director	TSAI, KUO-CHI	20 June 2022	3 years	700,929	0.55
Director	YANG, SHANG-JU	20 June 2022	3 years	0	0
Independent Director	TSOU, YEN-CHUNG	20 June 2022	3 years	0	0
Independent Director	WU, TEH-CHUAN	20 June 2022	3 years	0	0
Independent Director	WU, HUEI-HUANG	20 June 2022	3 years	0	0
Independent Director	KO, HSIN-SUI	20 June 2022	3 years	0	0
Total				4,894,252	3.84

Appendix 7

1. The impact of the issuance of bonus shares on the Company's operating performance, earnings per share, and shareholder return is as follows:

There were no bonus shares being issued in 2024, therefore it is not applicable.



環隆科技股份有限公司