

**WT Microelectronics Co., Ltd.**  
**2025 Annual Shareholders' Meeting Notice**

1. The 2025 Annual Shareholders' Meeting (the "Meeting") is scheduled to be convened at 9:00 a.m., Wednesday, May 28, 2025 (registration of the shareholders starts 30 minutes prior to the Meeting) at 11F, No. 738, Zhongzheng Road, Zhonghe District, New Taipei City (the Company's meeting room).

The agenda for the Meeting is as follows:

(1) Report Items:

- I. The 2024 Business Report.
- II. The Audit Committee's Review Report on the 2024 Financial Statements.
- III. The 2024 Distribution of Employees and Directors' Compensation.
- IV. The 2024 Earnings Distribution of Cash Dividends.
- V. Short-Form Merger of the Company and its Subsidiary Milestone Investment Co., Ltd.

(2) Ratification Items:

- I. The 2024 Business Report and Financial Statements.
- II. The 2024 Earnings Distribution.

(3) Discussion Items:

- I. Issuance of New Common Shares in the Form of Global Depositary Shares for Cash.
- II. Issuance of Employee Restricted Stock Awards.
- III. Amendment to the "Articles of Incorporation."
- IV. Amendment to the "Procedures for Acquisition or Disposal of Assets."
- V. Amendment to the "Procedures for Lending Funds and Endorsement & Guarantee."

(4) Election Matters:

- I. Election of the Eleventh Board of Directors.

(5) Other Matters:

- I. Exemption of the Non-Competition Limitation on the Newly Elected Directors and their Representatives of the Company.

(6) Extempore Motions.

2. The Board of Directors had resolved and approved the 2024 earnings distribution:

- (1) A cash dividend of NT\$6 per Common Share.
- (2) A cash dividend of NT\$2 per Class A Preferred Share.

3. **Please refer to Annex 1 for the Issuance Matters of Employee Restricted Stock Awards of the Company.**

4. 9 directors (including 4 independent directors) will be elected at the Meeting under the

candidate nomination system. The list of director candidates includes Wen-Tsung Cheng, representative of Wen You Investment Co., Ltd.: Wen-Hung Hsu, representative of ASMedia Technology Inc.: Che-Wei Lin, Hsin-Ming Sung Kao, and Omar Baigmirza; the list of independent director candidates includes Kung-Wha Ding, Tien-Chong Cheng, Ju-Chin Kung, and Chia-Chi Chang. To inquire their education, experience, and other related information, please access the Market Observation Post System (the “MOPS”) (<https://mops.twse.com.tw>) and click on “Summary of election of directors and supervisors conducted through the candidate nomination system, cumulative voting system, or block vote, and information of persons elected” under “Shareholders' meetings & Dividends” under “Summaries.”

5. **If the reasons to convene the Meeting include those stipulated in Article 172 of the Company Act, please access the MOPS (<https://mops.twse.com.tw>) and click on “Shareholders' Meetings” under “Electronic Books,” enter the company code and year, and click on “Meeting Handbook” or “Meeting Notice” for inquiring the main content.**
6. Pursuant to Article 165 of the Company Act, the book closure date started from March 30, 2025 to May 28, 2025.
7. In addition to the MOPS, one copy each of the attendance card and proxy are attached herewith. **If you are attending the Meeting in person, please sign or stamp “the third sheet--Attendance Card” (no need to send back) and bring it to the Meeting venue on the Meeting day. If you appoint a proxy to attend the Meeting, please sign or stamp “the fourth sheet-- Proxy”, fill in the relevant information of the proxy and send it back with all sheets folded.** It should be delivered to the Stock Agency Department of Grand Fortune Securities Co., Ltd., the Company's stock agency, five days prior to the Meeting. After the agency verifies the information, an Attendance Card will be sent back to the proxy to serve as proof of attendance for the Shareholders' Meeting. If the proxy has not received the Attendance Card one day before the Meeting, please bring your ID card to the Meeting venue on the Meeting day to register for attendance.
8. **If there is proxy solicitor for the Meeting, the Company will, according to the stipulations, collect the written information of the proxy requests and submit to the Securities and Futures Institute (the website of SFI: <https://free.sfi.org.tw>) before April 25, 2025. Investors can access to the website and enter the stock code on “Free inquiry of proxy announcement information” to search for the relevant information.**
9. **In accordance with Article 5-1 of the Company's Articles of Incorporation, the Class A preferred shareholders have no right to vote and to elect at the Common Shareholders' Meeting, but have the right to vote at the Class A preferred Shareholders' Meeting and**

at the Common Shareholders' Meeting on matters that are unfavorable to the preferred shareholders' rights and obligations. Accordingly, the holders of the Class A preferred shareholders shall have the right to vote at the Meeting only on the first discussion items "Issuance of New Common Shares in the Form of Global Depositary Shares for Cash."

10. The shareholders (including Class A preferred shareholders) may exercise their voting rights electronically. The exercise period starts from April 26, 2025 to May 25, 2025. Please access directly to the Taiwan Depository and Clearing Corporation's Shareholder e-Services (website: <https://stockservices.tdcc.com.tw>), click on "eVoting" to vote in accordance with the relevant description.
11. The proxy tallying and verification institution for the Meeting is the Stock Agency Department of Grand Fortune Securities Co., Ltd.
12. If you are neither able to attend the Meeting in person, nor to register virtual attendance two days before the Meeting, you may go to the Company's website (<https://www.wtmec.com/?lang=en>) and click to watch broadcast live of the 2025 Annual Shareholders' Meeting of the Company. Kindly note that viewers watching the Meeting through the link are unable to make speeches, submit text questions, or exercise voting rights and other shareholder rights.
13. Please kindly be informed and proceed as appropriate.

To shareholders

**Board of Directors**  
**WT Microelectronics Co. Ltd.**

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**Issuance Matters of Employee Restricted Stock Awards**

**I. Total amount of issuance:**

A total of 6,000,000 common shares will be issued, with a par value of NT\$10 per share. The total issued amount is NT\$ 60,000,000.

**II. Terms of issuance:**

(I) Issue price: The issue is gratuitous with an issue price of NT\$0 per share.

(II) Class of issued shares: The Company's newly issued common shares.

(III) Vesting conditions:

(1) The RSAs can only be vested in the percentages according to the following vesting schedule if the Company's operational performance indicators are achieved and the employees remain employed on the last date of each vesting period after being granted RSAs (i.e., the record date of capital increase):

A. one-year anniversary of the grant: 25% of the granted shares.

B. two-year anniversary of the grant: 25% of the granted shares.

C. three-year anniversary of the grant: 25% of the granted shares.

D. four-year anniversary of the grant: 25% of the granted shares.

If the above-mentioned vesting date falls on a holiday, the vesting shall be advanced to the preceding business day.

The aforementioned operational performance indicators shall be based on the consolidated financial statements audited and certified by the Company's independent accountant for the year preceding each vesting date, and shall be deemed satisfied upon meeting either one of the following two conditions:

(A) The Company's Earnings per share (EPS) is not less than NT\$5; or

(B) The Company's EPS is not less than the average EPS of three selected peer companies for the same fiscal period.

The average EPS of the aforementioned three peer companies refers to the simple average of the EPS reported in their consolidated financial statements, audited and certified by certified public accountants, for the fiscal year immediately preceding each vesting date. The three selected peer companies are as follows:

WPG Holdings Limited, Synnex Technology International Corporation, and Supreme Electronics Co., Ltd. (collectively referred to as the "Peer Companies").

If any of the Peer Companies reports a negative EPS for the relevant fiscal year, such company shall be excluded from the average EPS calculation for that period.

In the event that any of the Peer Companies undergoes a capital reduction or share split during the vesting period of the Restricted Employee Shares, such company shall be excluded from the average EPS calculation from the effective date of such event.

(2) After the RSAs have been granted the employees, the Company has the right to redeem and cancel the unvested RSAs in the event that the employees

breach/violate any terms of the employment agreement, work rule, or other intentional misconduct or material negligence.

(IV) Measures to be taken when employees fail to meet the vesting conditions:

1. The Company will redeem and cancel the RSAs in the event that the employees fail to meet the vesting conditions.

2. Measures to handle termination, retirement, leave without pay, transfer to affiliates, and death etc.:

(1) Termination (including voluntary resignation, lay-off and dismissal):

In the event of employees' termination, the unvested RSAs will be deemed forfeited as of the date of resignation, and the Company will redeem and cancel the unvested RSAs without compensation.

(2) Retirement:

In the event of employees' retirement, the unvested RSAs will be deemed forfeited as of the date of retirement, and the Company will redeem and cancel the unvested RSAs without compensation.

(3) Leave without pay:

In the event of employees' leave without pay with the Company's approval, the unvested RSAs will be deemed forfeited as of the date of the leave without pay, and the Company will redeem and cancel the unvested RSAs without compensation.

(4) Transfer to affiliates:

In the event that employees are transferred to an affiliate of the Company upon his/her own request, his/her unvested RSAs shall be handled according to the manner as stipulated in Item 1 of this Subparagraph ("Termination"). If any employees are appointed or transferred to an affiliate of the Company due to the Company's operational needs, his/her unvested RSAs shall be handled according to the original vesting conditions stipulated in Article II, Paragraph (III) herein, subject to the employee's continuous employment.

(5) Death:

In the event of employees' death, the unvested RSAs will be deemed forfeited as of the date of the death, and the Company will redeem and cancel the unvested RSAs without compensation.

(6) Others:

For any situation other than those specified above or where adjustment is necessary according to relevant regulations, the Chairman is authorized to determine or make adjustments depending on the actual situation.

(7) For the employees with significant or exceptional contributions, with approval from the Chairman, the unvested RSAs may be exempted from the restrictions set forth in Items 1 to 6 of this Subparagraph, and such employees' rights in unvested RSAs may be extended up to the final vesting date as stipulated in Article II, Paragraph (III) herein. In addition, such RSAs will not be restricted by the proportional vesting schedule stipulated in Article II, Paragraph (III) herein. The aforementioned matters approved by the Chairman in this Paragraph 7 shall be reported to the Board of Directors afterwards.

### **III. Eligibility for employees, distribution review and approval procedures**

- (I) Full-time employees of the Company or its domestic or foreign subsidiaries who are employed as of the date that the RSAs are granted and who hold specific positions or have made special contributions are eligible to be granted the RSAs. The definition and determination of a subsidiary shall be in accordance with the standards set forth in Articles 369-2, Paragraph 2 of 369-3, 369-9, and 369-11 of the Company Act.
- (II) The eligible employees are limited to those who are:
  - 1. highly related to the future strategy and development of the Company;
  - 2. critical to the Company's business operation; or
  - 3. newly hired key employees.
- (III) The Chairman shall nominate and submit to the Board of Directors of the Company for approval the employees who are entitled to RSAs and the number of the RSAs to be granted to him/her based on his/her seniority, job grade, performance, over-all contribution, or special achievement, etc.
  - (1) For employees who hold positions as managerial officers of the Company or directors of the Company, the distribution shall first be approved by the Remuneration Committee of the Company before being submitted to the Company's Board of Directors for approval;
  - (2) For employees who do not hold positions as managerial officers of the Company, the distribution shall first be approved by the Audit Committee of the Company before being submitted to the Company's Board of Directors for approval.
- (IV) Individuals who hold more than 10% of the Company's issued common shares are not eligible.
- (V) Based on Paragraph 1 of Article 56-1 of the Offering and Issuance Regulations, the cumulative number of shares that any single employee can subscribe to through the employee stock options (the exercise price of which is less than the closing price of the underlying shares on the issuance date) and RSAs shall not exceed 0.3% of the total issued shares of the Company; and adding the cumulative number of shares that can be subscribed to through employee stock options granted to a single employee under Article 56, paragraph 1 of the Offering and Issuance Regulations (the exercise price of which is not less than the closing price of the underlying shares on the issuance date), the total shall not exceed 1% of the total issued shares of the Company. However, with special approval from the central competent authority of the relevant industry, the cumulative number of shares that any single employee can subscribe to through the employee stock options and RSAs may be exempted from the aforementioned restrictions.

#### **IV. The rationale for the current issuance of RSAs:**

In order to attract and retain talents for the Company, motivate employees, encourage employees' long-term holding of the Company's stock and align their rewards with the Company's performance.

#### **V. Potential expenses and dilution of the Company's earnings per share:**

Based on the issuance of RSAs not exceeding 6,000,000 common shares and the average closing price at NT\$ 102.2 per share of the 30 business days prior to April 14, 2025, the total expenses are preliminarily estimated at approximately NT\$ 613,200,000. If the issuance occurs by the end of June 2025, the total expenses from 2025 to 2029 are

projected to be approximately NT\$ 159,687,500, NT\$ 242,725,000, NT\$ 127,750,000, NT\$ 63,875,000 and NT\$ 19,162,500 respectively. Based on the issuance of RSAs not exceeding 6,000,000 common shares, the estimated impact on diluted earnings per share from 2025 to 2029 would be approximately NT\$ 0.14, NT\$ 0.22, NT\$ 0.11, NT\$ 0.06, and NT\$ 0.02, respectively. The potential dilution of the Company's EPS is minimal; therefore, there is no material impact on shareholders' interest.

**VI. Restrictions imposed on the employees' rights in the RSAs before the vesting conditions are fulfilled**

The relevant restrictions and any other matters not set forth herein shall be handled in accordance with the applicable laws and regulations and the RSAs rules established by the Company.