

股票代號：6552



2025

General Shareholders' Meeting Meeting Handbook

Meeting Date: 27 May 2025

Meeting Location: No. 2, Renfa Sixth Road, Renwu District, Kaohsiung City

Meeting Format: Physical shareholders' meeting

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JMC Electronics Co., Ltd.

2025 General Shareholders' Meeting Procedure

I. Meeting Called to Order

II. Chairman's Speech

III. Reported Matters

IV. Approval Matters

V. Discussion Matters

VI. Election Matters

VII. Other Agenda

VIII. Extempore Motions

IX. Adjournment

JMC Electronics Co., Ltd.

2025 General Shareholders' Meeting Agenda

Time: 10 a.m., 27 May 2025 (Tuesday)

Meeting Format: Physical shareholders' meeting

Location: No. 2, Renfa Sixth Road, Renwu District, Kaohsiung City

- I. Meeting Called to Order [Number of shares in attendance reported]**
- II. Chairman's Speech**
- III. Reported Matters**
 - (I) 2024 Business Report.
 - (II) Audit Committee Report on Audit of 2024 Closing Statements.
 - (III) Report on 2024 Distribution of Employee Remuneration and Director Remuneration.
 - (IV) Report on First Domestic Secured Convertible Bonds.
 - (V) Report on the 2024 Remuneration of Directors.
 - (VI) The Descriptions of Proposals from shareholders.
- IV. Approval Matters**
 - (I) Approval of 2024 Business Report and Financial Statements.
 - (II) Approval of 2024 Profit Distribution.
- V. Discussion Matters**
 - (I) Proposed Amendment to Procedure for Articles of Association.
- VI. Election Matters**
 - (I) By-election of the Board of Independent Directors.
- VII. Other Agenda**
 - (I) Proposed release of non-competition restriction for elected directors.
- VIII. Extempore Motions**
- IX. Adjournment**

【Reported Matters】

- (I) 2024 Business Report is submitted for review.
Please refer to pages 8-9 of this handbook.
- (II) Audit Committee Report on Audit of 2024 Closing Statements is submitted for review.
Please refer to page 10 of this handbook.
- (III) Report on 2024 Distribution of Employee Remuneration and Director Remuneration is submitted for review.

Illustration: The board of directors passed a resolution on 06 March 2025 to distribute 2024 employee and director remuneration as follows in accordance with Article 24 of the Articles of Association:

			Unit: NT\$
Item	Distribution Ratio	Amount	Issuance Method
Employee Remuneration	2%	\$350,886	All issuance in cash
Director Remuneration	1%	\$175,443	

- (IV) Report on First Domestic Secured Convertible Bonds is submitted for review.
Please refer to page 11 of this handbook.
- (V) Report on the 2024 Remuneration of Directors is submitted for review.

Illustration: For details on the Company's 2024 director remuneration policy and individual compensation, please refer to pages 12 of this handbook.

- (VI) The descriptions of proposals from shareholders. is submitted for review.

Illustration:

1. According to Article 172-1 of the Company Act, the shareholders possessing more than 1% amount of total shares shall raise shareholding proposals to the Company, with 300 words per item at its maximum.
2. During the period from Mar. 10 to Mar. 20, 2025 when the Company makes public announcements of shareholdings on MOPS, there were no proposals accepted from the shareholders during the time, thus the agenda does not need to be discussed in the annual shareholders' meeting of 2025.

【Approval Matters】

Agenda 1: Proposed by Board of Directors

Subject: Approval of 2024 Business Report and Financial Statements

- Illustration: A. After the company's 2024 financial statements were approved by board resolution on 06 March 2025, CPAs Wang, Chao-Chun and Wen S. Chen from Deloitte & Touche completed audit and issued an audit report. The audit committee also issued the Audit Report by Audit Committee.
- B. Above documents (please refer to pages 13-21 of this handbook) and business report (please refer to page 8-9 of this handbook) are submitted for approval.

Resolution:

Agenda 2: Proposed by Board of Directors

Subject: Approval of 2024 Profit Distribution

- Illustration: A. The board of directors proposes 2024 profit distribution as follows on 06 March 2025 in accordance with the Company Act and the Articles of Association.

Profit Distribution Statement

2024

Unit: NT\$

Beginning Non-Distributed Profit	\$ 574,210,634
Plus: Current-Period Net Profit after Tax	13,186,563
Plus: Actuated Profit (Loss) under Reserved Earnings	2,203,284
Plus: Disposal of equity investment based on fair value through other consolidated profit/loss, transfer of accumulated profit/loss to earning reserve	28,614,373
Minus: 10% Legal Reserve Provision	(4,400,422)
<u>Current-Period Distributable Profit</u>	<u>613,814,432</u>
Distribution Items:	
Shareholder Bonus – Cash (NT\$0.20 per share)	(16,600,000)
<u>Ending Non-Distributed Profit</u>	<u>597,214,432</u>

Chairman: Wan, Wen-Tsai

General Manager: Li, Yuan-Xia

Finance and Accounting Manager: Yang, Chien-Yi

- Note: (A). Above dividend per share is calculated based on 83,000,000 outstanding shares as of 06 March 2025.
- (B). The sum of fractional amounts of cash dividend distribution will be paid to Employee Benefit Committee.
- (C). The Chairman is authorized to handle relevant matters if the number of outstanding shares is so impacted that the dividend allocation ratio changes due to any shares purchased back or debentures converted.
- B. Shareholder bonus is cash dividend at NT\$0.20 per share. It is proposed that, after approval by general shareholders' meeting, the board of directors be authorized to determined the record date for issuance.

Resolution:

【Discussion Matters】

Agenda 1: Proposed by Board of Directors

Subject: Proposed Amendment to Procedure for Articles of Association

Illustration: (A) Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.
(B) For amended clauses, please refer to pages 22-24 of this handbook.
(C) Submission for approval.

Resolution:

【Election Matters】

Agenda 1: Proposed by Board of Directors

Subject: By-election of the Board of Independent Directors

Illustration: (A) Mr. Chih-Hung Chen an independent director of the Company's sixth board, has resigned from his positions as an independent director, a member of the Audit Committee, the convener of the Compensation Committee, and a member of the Sustainability Development Committee due to personal business commitments, effective May 27, 2025.
(B) A by-election for one independent director is scheduled to take place at the 2025 General Shareholders' Meeting. The newly elected independent director will serve from May 27, 2025, to May 28, 2027, in alignment with the current board's term.
(C) In accordance with Article 192-1 of The Company Act and Article 14 of the Company's Articles of Incorporation, the election of directors shall adopt the candidate nomination system. One director (including one independent director) should be elected. The list of candidates for nomination was approved by the board of directors on March 6, 2025 to be elected by the shareholders from a list of candidates. For candidate information please refer to pages 25 of this handbook.
(D) Submission for election.

Resolution:

【 Other Agenda 】

Agenda 1: Proposed by Board of Directors

Subject: Proposed release of non-competition restriction for elected directors.

- Illustration: (A) According to Article 209 of the Company Act, when a director engages in any act within the company's scope of business for him/herself or any other person, the director shall provide the key details of such conduct to the shareholders' meeting and acquire an approving resolution from the shareholders' meeting.
- (B) For business purposes, it is proposed to lift the non-compete restrictions on the Company's newly appointed directors, as well as the existing corporate director, ChipMOS Technologies Inc., and its newly designated representative, Jesse Huang, pursuant to Article 209 of the Company Act.
- (C) For concurrent positions served by directors in this general shareholders' meeting, please refer to page 26 of this handbook.
- (D) Submission for approval.

Resolution:

【 Extempore Motions 】

【 Adjournment 】

【Attachments】

JMC ELECTRONICS CO., LTD.

2024 Business Report

In 2024, despite ongoing uncertainties such as high-interest rate pressures and geopolitical tensions, the easing of inflation prompted central banks worldwide to begin lowering interest rates. This, along with growing opportunities in technological applications, increasing end-user demand, and the effects of supply chain restocking, is expected to support a gradual global economic recovery. In the display panel industry, demand increased in the first half of the year due to major sporting events and early inventory stocking for peak seasons. However, as the stocking cycle ended, growth momentum began to slow. While the second half of the year is traditionally a peak season, persistent geopolitical risks, inflation concerns, and weak consumer confidence in the Chinese market have continued to suppress demand, leading to a significant downturn. The Company's financial and operational performance for 2024 is outlined as follows:

Items	2024		2023		2022	
	Amount	%	Amount	%	Amount	%
Operating revenue	1,959,533	100	1,765,433	100	2,112,837	100
Gross profit	47,539	2	39,026	2	220,910	10
Operating income(lose)	(106,072)	(5)	(101,660)	(6)	5,152	-
Profit before tax	17,018	1	1,785	-	95,421	4
Profit after tax	13,187	1	7,477	1	73,358	3

【Implementation of budget】

Here at the Company, we did not work out a financial forecast for the Year 2024.

【Financial performance】

Items	2024	2023	2022
Financial structure			
Debt to assets ratio	34%	41%	48%
Ratio of long-term capital in real estate, plants and equipment	247%	175%	182%
Book Value Per Share	32.39	30.48	29.28
Debt paying ability			
Liquidity ratio	192%	102%	160%
Quick ratio	148%	80%	137%
Profitability			
Return on assets	1%	1%	2%
Return on equity	1%	1%	3%
Net profit margin	1%	1%	3%
Earnings per share (EPS) (NT\$)	0.16	0.09	0.88

【R&D Developments】

The Company continues to advance subtractive technology, pushing it to 20 μ m and 18 μ m pitch to enhance quality and efficiency while reducing costs and improving market competitiveness. Leveraging its proprietary semi-additive technology for fine-pitch circuit manufacturing at 20 μ m and below - particularly at 18 μ m, 16 μ m, and 14 μ m pitch - the Company collaborates closely with customers to enhance product design capabilities. This enables a comprehensive supply of fine-pitch COF for handheld devices and smartphone LCD driver ICs.

The Company is also developing 2-Metal advanced process technology, which will not only be applied to high pin-count, fine-pitch LCD driver ICs but will also be extended - through customer collaboration - to create lightweight, thin, and compact IC substrates. These innovations will expand applications into high-end LED boards and various IC substrates, paving the way for new IC packaging solutions.

【Future outlook】

Over the past two years, weak market conditions and high interest rates have led to constrained consumer spending, significantly impacting demand for consumer electronics, especially display panels. Looking ahead to 2025, escalating geopolitical tensions and uncertainties surrounding U.S. trade policies may influence global economic trends, keeping the overall market outlook uncertain.

The Company's future business strategy will focus on two core technologies: 1-Metal Technology - Primarily applied in Tape-COF products for various display driver IC applications. 2-Metal Technology - After eight years of R&D, the Company has successfully developed 2-Metal COF and 2-Metal Mini/Micro LED substrates, with further expansion planned into other IC substrate applications. This year, production capacity for 2-Metal Micro LED substrates has already been fully booked, and the Company is actively expanding capacity to meet growing customer demand.

1-Metal technology serves as the foundation for stable operations, while 2-Metal technology will drive future growth. The synergy between these two product lines will further strengthen the Company's operational performance, ensuring sustainable returns for shareholders. We look forward to the continued support of our shareholders. Thank you.

Chairman: WAN, WEN-TSAI

General Manager: Li, Yuan-Xia

Finance & Accounting Manager: Yang, Chien-Yi

JMC Electronics Co., Ltd. Audit Committee's Review Report

The board of directors has prepared the Company's 2024 Business Report, Financial Statements and Profit Distribution Proposal, etc., among which the Financial Reports have been audited by CPAs Wang, Chao-Chun and Wen S. Chen of Deloitte Taiwan and an Audit Report has been issued. The Audit Committee has reviewed such Business Report, Financial Statements and Profit Distribution Proposal and has found them compliant. Thus, this report is issued in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for review.

To

JMC Electronics Co., Ltd. 2025 General Shareholders Meeting

JMC Electronics Co., Ltd. Audit Committee

Auditor : 楊明輝
Auditor : 陳志強
Auditor : 蘇仁郎

06 March 2025

JMC Electronics Co., Ltd
Corporate Bond
31 December 2024

Type of Corporate Bond	First Domestic Secured Convertible Bond	
Issue Date	25 October 2021	
Face Value	NT\$100,000 per bond	
Issue and Trading Location	Domestic issuance; OTC market listing	
Issue Price	NT\$106.63	
Total Amount	NT\$500,000,000	
Interest Rate	Coupon Rate 0%	
Maturity	5 years; due date: 25 October 2026	
Guarantor	Taishin International Bank	
Trustee	Land Bank of Taiwan, Ltd.	
Underwriter	Taishin Securities Co., Ltd.	
Certifying Attorney	CHIU, LI-FEI	
CPA	Deloitte & Touche CPA for latest year: Wang, Chao-Chun, Wen S. Chen CPA for latest period: Wang, Chao-Chun, Wen S. Chen	
Repayment	Principal repayment upon maturity	
Outstanding Principal	NT\$500,000,000	
Redemption or Prepayment Clauses	As provided in Issuance and Conversion Regulations	
Restricted Clauses	None	
Credit Rating Institution, Rating Date, Corporate Bond Rating	None	
Other Rights Attached	Amount ordinary shares, GDR or other securities converted (swapped or subscribed) as of 31 December 2024	0
	Issuance and Conversion (Swap or Subscription) Regulations	Please refer to bond issuance details on MOPS website, credit section
Potential dilution of equity and impact on existing shareholders by Issuance and Conversion, Swap or Subscription Regulations and Terms and Conditions of Issuance	Assuming all convertible bond holders seek conversion at the current conversion price of NT\$ 59.2, maximum dilution rate is about 9.24%, which is limited.	
Custodian Institution	None	

JMC Electronics Co., Ltd.

Report on the 2024 Remuneration of Directors

Please explain remuneration payment policy, system, standard and structure for directors and independent directors, as well as relevancy of factors including responsibilities assumed, risks, and input time to the amount of remuneration paid:

- (1) The remuneration of directors of the Company shall be handled according to "Remuneration Administrative Measures" of the Company. The Board of Directors is authorized to determine the remuneration based on the level of participation and contribution of each director to the Company's operations, as well as industry standards. If the Company is profitable in a given year, the total remuneration of directors shall not exceed 1% of the profits.
- (2) The remuneration of independent directors of the Company shall be handled according to "Remuneration Administrative Measures" of the Company. The Company shall pay each independent director a fixed monthly remuneration if the Company has profit or loss. The Remuneration Committee will come up with suggestion and then submit it to the Board of Directors for a resolution.

Title	Name	Director's remuneration										Relevant remuneration received by concurrent employees				Total of items A, B, C, D, E, F and G and ratios over net income after tax	Remuneration received from reinvestment enterprises beyond subsidiaries or not			
		Salary (A)		Severance pay and pensions (B)		Director reward (C)		Business execution fees (D)		Remuneration, bonus and allowances (E)		Severance pay and pensions (F)		Employee reward (G)				Total of items A, B, C, D, E, F and G and ratios over net income after tax		
		The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	Cash	Stock	The Company	All companies in the financial report				Cash	Stock
Chairman	Chang Wah Electromaterials Inc. Representative: Wan, Wen-Isai	1,200	1,200	-	-	92	92	18	18	-	-	-	-	-	-	1,310	1,310	9.93%	9.93%	None
Vice Chairman	Yenyo Technology Co., Ltd. Representative: Huang, Chia-Neng (NOTE1)	-	-	-	-	-	-	9	9	-	-	-	-	-	-	9	9	0.07%	0.07%	None
Vice Chairman	Chang Wah Electromaterials Inc. Representative: Hong, Chuan-Cheng	-	-	-	-	57	57	18	18	-	-	-	-	-	-	75	75	0.57%	0.57%	None
Director	Chipmos Technologies Inc. Representative: Hsu, Yuan-Feng (NOTE2)	-	-	-	-	-	-	15	15	-	-	-	-	-	-	15	15	0.11%	0.11%	None
Director	Chipmos Technologies Inc. Representative: Ke, Yong-Siang (NOTE1)	-	-	-	-	26	26	3	3	-	-	-	-	-	-	29	29	0.22%	0.22%	None
Director	Yenyo Technology Co., Ltd. Representative: Pan, Chao-Yi (NOTE1)	-	-	-	-	-	-	9	9	-	-	-	-	-	-	9	9	0.07%	0.07%	None
Independent Director	Ke, Yong-Siang (NOTE1)	222	222	-	-	-	-	9	9	-	-	-	-	-	-	231	231	1.75%	1.75%	None
Independent Director	Yang, Shun-Ching	551	551	-	-	-	-	18	18	-	-	-	-	-	-	569	569	4.31%	4.31%	None
Independent Director	Hong, Chia-Yu (NOTE1)	212	212	-	-	-	-	9	9	-	-	-	-	-	-	221	221	1.68%	1.68%	None
Independent Director	Su, Erh-Lang (NOTE1)	355	355	-	-	-	-	9	9	-	-	-	-	-	-	364	364	2.76%	2.76%	None
Independent Director	Chen, Chih-hung (NOTE1)	355	355	-	-	-	-	9	9	-	-	-	-	-	-	364	364	2.76%	2.76%	None

1. Please explain remuneration payment policy, system, standard and structure for independent directors, as well as relevancy of factors including responsibilities assumed, risks, and input time to the amount of remuneration paid: The remuneration of independent directors of the Company shall be handled according to "Remuneration Administrative Measures" of the Company. The Company shall pay each independent director a fixed monthly remuneration if the Company has profit or loss. The Remuneration Committee will come up with suggestion and then submit it to the Board of Directors for a resolution.

2. Except information disclosed in the preceding table, remuneration received by directors of the Company in recent years for the provision of services to all the companies in the financial report (e.g., serving as consultant other than employee in parent company/all companies in the financial report/reinvestment enterprises): None.

Note 1: The company re-elected directors at the shareholders' meeting on May 29, 2024. The legal director, Mr. Huang, Chia-Neng, the representative of Yenyo Technology Co., Ltd. resigned and was replaced by Ms. Pan, Chao-Yi - Independent directors Mr. Ke, Yong-Siang and Mr. Hong, Chia-Yu resigned while Mr. Su, Erh-Lang and Mr. Chen, Chih-hung took office.

Note 2: On November 5, 2024, the former representative of corporate director, Mr. Hsu, Yuan-Feng, was reappointed by Chipmos Technologies Inc. for Mr. Jesse Huang.

Note 3: The Board of Directors approved the distribution of NT\$ 175,000 for director remuneration for the year 2024 on March 06, 2025.

INDEPENDENT AUDITORS' REPORT

JMC Electronics Co., Ltd.

Opinion

We have audited the accompanying financial statements of JMC Electronics Co., Ltd. (the "Corporation"), which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) 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 Financial Statements section of our report. We are independent of the Corporation in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

The key audit matter of the Corporation's financial statements for the year ended December 31, 2024 is described as follows:

Significant Contingencies

As stated in Note 32 of the financial statements, Chipbond Technology Corp. filed a criminal incidental civil lawsuit against the Corporation for the breach of trade secrets and requested compensation for damages amounting to NT\$1,000,000 thousand, as well as a civil lawsuit for the infringement of trade secrets, seeking indemnification of NT\$1,765,137 thousand. Additional claims for damages were subsequently filed starting in August 2021. The lawyer entrusted by the Corporation assessed that the litigation case had no significant adverse impact on the Corporation. Therefore, the management of the Corporation assessed that the lawsuit would not have a significant impact on the Corporation's business and financial position. As of March 6, 2025, the aforementioned case has not been adjudicated by the court. The litigation case is a significant matter during the financial reporting period and involves the use of management's material estimates and expert reports.

Our audit of the significant contingencies focused on the reasonableness of management's estimates and the opinion of experts, and we performed the following main audit procedures:

1. We sent the confirmation letter to the expert, obtained a declaration of independence from the expert, and assessed the expert's professional competence, qualifications, and objectivity.
2. We obtained the expert's report and reviewed the opinions in the litigation case.
3. We inquired with management and experts on the judging basis and the possible outcome of the litigation case and evaluated its rationality.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC and SIC endorsed and issued into effect by the FSC of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation 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 Corporation's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 financial statements.

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

1. Identify and assess the risks of material misstatement of the 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 Corporation's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions

may cause the Corporation to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Chao-Chun Wang and Xiu-wen Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 6, 2025

Notice to Readers

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

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

JMC ELECTRONICS CO., LTD.

BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 555,035	14	\$ 601,803	14
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	2,061	-	5,567	-
Accounts receivable, net (Notes 4 and 9)	268,740	6	255,784	6
Accounts receivable - related parties (Notes 4, 9 and 30)	24,592	1	25,515	1
Other receivables (Note 30)	17,266	-	14,358	-
Current tax assets (Notes 4 and 25)	1,389	-	1,758	-
Inventories (Notes 4 and 10)	251,585	6	229,240	6
Other financial assets - current (Note 31)	2,395	-	1,785	-
Other current assets (Note 11)	29,083	1	38,060	1
Total current assets	<u>1,152,146</u>	<u>28</u>	<u>1,173,870</u>	<u>28</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4, 7 and 17)	50	-	-	-
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	1,082,455	27	883,407	21
Investments accounted for using equity method (Notes 4 and 12)	301,260	7	285,241	7
Property, plant and equipment (Notes 4 and 13)	1,407,187	35	1,776,171	42
Right-of-use assets (Notes 4 and 14)	43,295	1	62,571	1
Deferred tax assets (Notes 4 and 25)	17,808	-	17,269	-
Prepayments for equipment	32,975	1	12,135	-
Refundable deposits (Note 30)	3,288	-	3,267	-
Net defined benefit assets (Notes 4 and 21)	5,094	-	2,126	-
Other non-current assets (Note 15)	36,152	1	36,501	1
Total non-current assets	<u>2,929,564</u>	<u>72</u>	<u>3,078,688</u>	<u>72</u>
TOTAL	<u>\$ 4,081,710</u>	<u>100</u>	<u>\$ 4,252,558</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - current (Notes 4, 7 and 17)	\$ -	-	\$ 6,800	-
Contract liabilities - current (Note 23)	4,490	-	18,092	-
Accounts payable (Notes 18 and 30)	149,732	4	138,750	3
Other payables (Notes 19 and 30)	165,166	4	189,970	5
Lease liabilities - current (Notes 4, 14 and 30)	19,362	1	19,074	-
Corporate bonds due or subject to exercise of right of sale within one year (Notes 4 and 17)	-	-	489,034	12
Current portion of long-term borrowings (Note 16)	255,622	6	278,307	7
Other current liabilities (Notes 4 and 20)	4,859	-	9,049	-
Total current liabilities	<u>599,231</u>	<u>15</u>	<u>1,149,076</u>	<u>27</u>
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 17)	492,994	12	-	-
Long-term borrowings (Note 16)	270,824	6	523,263	12
Deferred tax liabilities (Notes 4 and 25)	2,306	-	437	-
Lease liabilities - non-current (Notes 4, 14 and 30)	27,234	1	47,391	1
Guarantee deposits (Note 30)	665	-	665	-
Other non-current liabilities	328	-	1,666	-
Total non-current liabilities	<u>794,351</u>	<u>19</u>	<u>573,422</u>	<u>13</u>
Total liabilities	<u>1,393,582</u>	<u>34</u>	<u>1,722,498</u>	<u>40</u>
EQUITY (Note 22)				
Ordinary shares	830,000	21	830,000	20
Capital surplus	625,489	15	640,167	15
Retained earnings				
Legal reserve	160,139	4	159,003	4
Unappropriated earnings	618,215	15	585,568	14
Total retained earnings	<u>778,354</u>	<u>19</u>	<u>744,571</u>	<u>18</u>
Other equity	454,285	11	315,322	7
Total equity	<u>2,688,128</u>	<u>66</u>	<u>2,530,060</u>	<u>60</u>
TOTAL	<u>\$ 4,081,710</u>	<u>100</u>	<u>\$ 4,252,558</u>	<u>100</u>

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

JMC ELECTRONICS CO., LTD.

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

	For the Year Ended December 31			
	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 23, 30 and 35)	\$ 1,959,533	100	\$ 1,765,433	100
OPERATING COSTS (Notes 10, 24 and 30)	<u>1,911,994</u>	<u>97</u>	<u>1,726,407</u>	<u>98</u>
GROSS PROFIT	<u>47,539</u>	<u>3</u>	<u>39,026</u>	<u>2</u>
OPERATING EXPENSES (Note 24)				
Selling and marketing expenses	22,296	1	20,157	1
General and administrative expenses	70,008	4	64,104	4
Research and development expenses	<u>61,307</u>	<u>3</u>	<u>56,425</u>	<u>3</u>
Total operating expenses	<u>153,611</u>	<u>8</u>	<u>140,686</u>	<u>8</u>
LOSS FROM OPERATIONS	<u>(106,072)</u>	<u>(5)</u>	<u>(101,660)</u>	<u>(6)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 12, 24 and 30)				
Interest income	13,951	1	12,298	1
Other income	70,997	4	87,691	5
Other gains and losses	44,567	2	16,141	1
Finance costs	(18,199)	(1)	(23,275)	(1)
Share of profit of associates	<u>11,774</u>	<u>-</u>	<u>10,590</u>	<u>-</u>
Total non-operating income and expenses	<u>123,090</u>	<u>6</u>	<u>103,445</u>	<u>6</u>
PROFIT BEFORE INCOME TAX	17,018	1	1,785	-
INCOME TAX EXPENSE/(BENEFIT) (Notes 4 and 25)	<u>3,831</u>	<u>-</u>	<u>(5,692)</u>	<u>(1)</u>
NET PROFIT FOR THE YEAR	<u>13,187</u>	<u>1</u>	<u>7,477</u>	<u>1</u>
OTHER COMPREHENSIVE INCOME (Notes 21, 22 and 25)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	2,754	-	(1,086)	-
Unrealized gains and losses on investments in equity instruments at fair value through other comprehensive income	153,029	8	112,986	6
Share of the other comprehensive income of associates	14,549	-	17,819	1

(Continued)

JMC ELECTRONICS CO., LTD.

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

	For the Year Ended December 31			
	2024		2023	
	Amount	%	Amount	%
Income tax relating to items that will not be reclassified subsequently to profit or loss	\$ (551)	-	\$ 217	-
Other comprehensive income for the year, net of income tax	169,781	8	129,936	7
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 182,968	9	\$ 137,413	8
EARNINGS PER SHARE (Note 26)				
Basic	\$ 0.16		\$ 0.09	
Diluted	\$ 0.11		\$ 0.07	

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

(Concluded)

JMC ELECTRONICS CO., LTD.

STATEMENTS OF CHANGES IN EQUITY
(In Thousands of New Taiwan Dollars)

	Ordinary Shares	Capital Surplus	Legal Reserve	Retained Earnings		Total	Other Equity Unrealized Gains and Losses on Financial Assets at Fair Value Through Other Comprehensive Income	Total Equity
				Unappropriated Earnings	Total			
BALANCE AT JANUARY 1, 2023	\$ 830,000	\$ 640,167	\$ 151,569	\$ 618,994	\$ 770,563	\$ 189,267	\$ 2,429,997	
Appropriation of earnings (Note 22)	-	-	7,434	(7,434)	(37,350)	-	(37,350)	
Legal reserve	-	-	-	(37,350)	(37,350)	-	(37,350)	
Cash dividends	-	-	7,434	(44,784)	7,477	-	7,477	
Net profit for the year ended December 31, 2023	-	-	-	(869)	(869)	130,805	129,936	
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	6,608	6,608	130,805	137,413	
Total comprehensive income for the year ended December 31, 2023	-	-	-	4,750	4,750	(4,750)	-	
Disposal of investments in equity instruments at fair value through other comprehensive income (Note 22)	830,000	640,167	159,003	585,568	744,571	315,322	2,530,060	
BALANCE AT DECEMBER 31, 2023	-	-	1,136	(1,136)	(10,222)	-	(10,222)	
Appropriation of earnings (Note 22)	-	-	-	(11,358)	(10,222)	-	(10,222)	
Legal reserve	-	-	-	-	13,187	-	(14,678)	
Cash dividends	-	-	-	2,203	2,203	167,578	169,781	
Cash dividends from capital surplus (Note 22)	-	(14,678)	1,136	15,390	15,390	167,578	182,968	
Net profit for the year ended December 31, 2024	-	-	-	28,615	28,615	(28,615)	-	
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	618,215	778,354	454,285	2,688,128	
Total comprehensive income for the year ended December 31, 2024	-	-	-	618,215	778,354	454,285	2,688,128	
Disposal of investments in equity instruments at fair value through other comprehensive income (Note 22)	830,000	625,489	160,139	618,215	778,354	454,285	2,688,128	
BALANCE AT DECEMBER 31, 2024	\$ 830,000	\$ 625,489	\$ 160,139	\$ 618,215	\$ 778,354	\$ 454,285	\$ 2,688,128	

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

JMC ELECTRONICS CO., LTD.

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

	For the Year Ended December 31	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 17,018	\$ 1,785
Adjustments for:		
Depreciation expense	440,899	445,261
Amortization expense	27,061	30,206
Net gain on financial assets at fair value through profit or loss	(6,850)	(4,700)
Finance costs	18,199	23,275
Interest income	(13,951)	(12,298)
Dividend income	(58,784)	(71,412)
Share of profit of associates	(11,774)	(10,590)
Impairment loss recognized (reversed) on non-financial assets	(1,549)	5,104
Others	-	(3)
Changes in operating assets and liabilities		
Accounts receivable	(12,956)	6,151
Accounts receivable - related parties	923	(4,832)
Other receivables	(14)	(9)
Inventories	(20,796)	(42,144)
Other current assets	8,977	3,424
Net defined benefit assets	(214)	(247)
Contract liabilities	(13,602)	4,939
Accounts payable	10,982	(1,330)
Other payables	(22,201)	(29,157)
Other current liabilities	(2,258)	(4,415)
Cash generated from operations	359,110	339,008
Interest received	13,951	12,298
Dividends received	66,194	59,064
Interest paid	(14,356)	(19,440)
Income taxes paid	(2,683)	(28,070)
Net cash generated from operating activities	<u>422,216</u>	<u>362,860</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	(81,203)	(3,433)
Proceeds from disposal of financial assets at fair value through other comprehensive income	38,690	13,815
Acquisition of property, plant and equipment	(76,932)	(92,041)
Decrease (increase) in refundable deposits	(21)	75
Increase in other financial assets	(610)	-
Increase in other non-current assets	(26,712)	(19,344)
Net cash used in investing activities	<u>(146,788)</u>	<u>(100,928)</u>

(Continued)

JMC ELECTRONICS CO., LTD.

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

	<u>For the Year Ended December 31</u>	
	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	\$ 580,000	\$ 201,000
Repayment of short-term borrowings	(580,000)	(301,000)
Proceeds from short-term bills payable	-	50,000
Repayment of short-term bills payable	-	(50,000)
Repayment of long-term borrowings	(278,394)	(370,472)
Refund of guarantee deposits received	-	(109)
Repayment of the principal portion of lease liabilities	(18,902)	(18,716)
Dividends paid	<u>(24,900)</u>	<u>(37,350)</u>
Net cash used in financing activities	<u>(322,196)</u>	<u>(526,647)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(46,768)	(264,715)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>601,803</u>	<u>866,518</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 555,035</u>	<u>\$ 601,803</u>

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

(Concluded)

JMC Electronics Co., Ltd

Amended Clauses of Procedure for Articles of Association

Contents of articles	Original Clause	Amended Clause	Remark
Article24	<p>If the Company has profit in a year, 2%-16% shall be provisioned as employee remuneration, to be issued in shares or in cash by board resolution. The target of issuance may include employees of subsidiaries meeting certain conditions. The Company may provision no more than 1% of the above profit amounts director remuneration through board resolution. Employee remuneration and director remuneration distribution proposals shall be reported to the shareholders' meeting. However, if the Company still has accumulated losses, the amount of compensation shall be provisioned first before provisions are made for employee remuneration and director remuneration in accordance with the above percentages.</p>	<p>If the Company has profit in a year, 2%-16% shall be provisioned as employee remuneration. <u>(2% to 16% of the allocated employee remuneration shall be used for salary adjustments and compensation distribution for non-executive employees.)</u> <u>Additionally, no more than 1% of the profit shall be designated for director remuneration. However, if the Company has accumulated losses, profits shall first be reserved to offset these losses</u> To be issued in shares or in cash by board resolution. The target of issuance may include employees of subsidiaries meeting certain conditions. The Company may provision no more than 1% of the above profit amounts director remuneration through board resolution. Employee remuneration and director remuneration distribution proposals shall be reported to the shareholders' meeting. However, if the Company still has accumulated losses, the amount of compensation shall be provisioned first before provisions are made for employee remuneration and director remuneration in</p>	<p>Amend in accordance with regulatory requirements and actual operational needs.</p>

Contents of articles	Original Clause	Amended Clause	Remark
		<p>accordance with the above percentages.</p> <p><u>Employee remuneration and compensation for non-executive employees, as mentioned in the preceding paragraph, may be distributed in the form of stock or cash, and may also include employees of the Company's subsidiaries who meet certain conditions.</u></p> <p><u>Matters specified in the preceding two paragraphs shall be determined by a special board resolution and reported to the shareholders' meeting.</u></p>	
Article26	<p>The Company adopts a policy of remaining dividend as its dividend policy in accordance with the overall environment and features of industry growth and based on its long-term financial planning in order to seek sustainable operation and stable operating development. The annual funding requirement is evaluated mainly based on the Company's future capital budget plans. Required working capital is reserved in priority, with remaining profit distributed through cash dividend or share dividend. The distribution steps are as follows:</p> <ol style="list-style-type: none"> 1. Decide the best capital budget. 2. Decide the working funds required to satisfy such capital budget. 	<p>The Company adopts a policy of remaining dividend as its dividend policy in accordance with the overall environment and features of industry growth and based on its long-term financial planning in order to seek sustainable operation and stable operating development. The annual funding requirement is evaluated mainly based on the Company's future capital budget plans. Required working capital is reserved in priority, with remaining profit distributed through cash dividend or share dividend. The distribution steps are as follows:</p> <ol style="list-style-type: none"> 1. Decide the best capital budget. 2. Decide the working funds required to satisfy such capital budget. 	Amend in accordance with regulatory requirements and actual operational needs.

Contents of articles	Original Clause	Amended Clause	Remark
	<p>3. Decide how much of such working funds need to come from reserved profit.</p> <p>4. After a proper amount is reserved for operating requirements, remaining profit may be distributed to shareholders as dividend. The contemplated balance amount for distribution shall not be lower than 10% of the Company's accumulated distributable profit in the current year, provided that cash dividend shall not be lower than 10-% of the total dividend contemplated for distribution.</p>	<p>3. Decide how much of such working funds need to come from reserved profit.</p> <p>4. After a proper amount is reserved for operating requirements, remaining profit may be distributed to shareholders as dividend. The contemplated balance amount for distribution shall not be lower than 10% of the Company's accumulated distributable profit in the current year, provided that cash dividend shall not be lower than 10-% of the total dividend contemplated for distribution.</p>	
Article28	<p>These Articles of Association were established on September 21, 1973.</p> <p>The first to thirty-second amendments are omitted.</p> <p>The thirty-third amendment was made on May 30, 2023.</p>	<p>These Articles of Association were established on September 21, 1973.</p> <p>The first to thirty-second amendments are omitted.</p> <p>The thirty-third amendment was made on May 30, 2023.</p> <p><u>The thirty-fourth amendment was made on May 27, 2025.</u></p>	The date of this amendment is added

JMC Electronics Co., Ltd
List of candidates for by-election of independent directors

Candidate name	TUNG,EN-NING
Education background	Graduate School of Business Administration, National Central University
Experience	<ul style="list-style-type: none"> ➤ Section Manager, COMPEQ MANUFACTURING CO., LTD. ➤ Manager , Hon Hai Precision Industry Co., Ltd.
Current position	<ul style="list-style-type: none"> ➤ Chairman and CFO, Wellstech Optical Co., Ltd. ➤ Chairman and CFO, Technew Co., Ltd. ➤ CFO amd Director Representative, Fengtai Optoelectronics (Shenzhen) Co., Ltd.
Number of shares	0
Reasons of nomination after being independent director for 3 consecutive terms	N/A

JMC Electronics Co., Ltd
Director Concurrent Positions

Director Name	Concurrent Positions in Other Companies
ChipMOS TECHNOLOGIES INC. Representative: Jesse Huang	Senior Vice President and Spokesperson of Chipmos Technologies Inc. for Corporate Strategy and Investor Relations.
TUNGEN-NING	Chairman and CFO, Wellstech Optical Co., Ltd. Chairman and CFO, Technew Co., Ltd. CFO and Director Representative Fengtai Optoelectronics (Shenzhen) Co., Ltd Director, Wellstech Optical Holding Co., Ltd. Director, Steadfast Enterprise Co., Ltd. Director, Top Swiss Limited. Director, EARN LIMITED

【Appendix】

JMC Electronics Co., Ltd
Articles of Association (before amendment)

Chaptel General

- Article1. The Company is organized as a stock limited company in accordance with the Company Act and is named JMC ELECTRONICS CO., LTD.
- Article2. The Company operates the following businesses:
1. CC01080 Electronic parts and components manufacturing business
2. F401010 International trade business
3. F119010 Electronic materials wholesale business
4. ZZ99999 Businesses that are not prohibited or restricted bylaw, except businesses that required approvals
- Article3. The Company has its headquarters in Kaohsiung City and may set up domestic and overseas branch organizations as required through board resolutions.
- Article4. The total amount of the Company's investment is not limited to 40% of its paid-in capital
- Article5. The Company may provide guarantees as required for business in accordance with the law and its procedure for endorsements and guarantees.
- Article6. The Company makes public announcements in accordance with Article 28 of the Company Act.

ChapteII Shares

- Article7. The Company's total capital is NT\$1,500,000,000, divided into 150,000,000 shares at NT\$10 per share, to be issued through multiple issuances.

If the Company issues warrants with subscription price lower than the market price (net value per share), the issuance shall be subject to the approval in a shareholders' meeting by shareholders holding 2/3 or more voting rights represented in a shareholders' meeting attended by shareholders holding the majority of all outstanding shares.

- Article8. The share certificates of the Company shall be numbered, affixed with the signatures or seals of 3 or more directors and issued after certification by the competent authority or the issuance registration institution approved by the competent authority.

After the Company's shares are publicly issued, no share certificate needs to be printed for the shares it issues. The same is applicable to other securities. However, registration shall be made with a securities custodian institution.

After the Company is publicly listed, if it wishes to cancel its public listing, it shall be resolved by the shareholders' meeting. This clause shall not change during the listing period on the emerging market, OTC market or stock exchange.

Share transfer registration shall be done in accordance with Article 165 of the Company Act.

In addition to securities related legislations, the Company shall handle shareholder services in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

ChapteIII Shareholders' Meeting

Article9. Shareholders' meetings are divided into general meetings and extraordinary meetings. General meetings are held once a year in accordance with the law within 6 months from the end of each accounting year. Extraordinary meetings are held as required in accordance with the law.

Unless otherwise provided by law, shareholders' meetings are convened by the board of directors. With the consent of shareholders, notice for shareholders' meetings may be issued in electronic manner.

The convocation and announcement for shareholders' meetings of the Company shall be in accordance with Article 172 of the Company Act.

Article 9-1. The Company may hold shareholders' meetings in a virtual manner or in other manners publicly announced by the Ministry of Economic Affairs.

Article10. Unless otherwise provided by the Company Act, resolutions of shareholders' meetings shall be approved by shareholders holding the majority of voting rights represented in a meeting that is attended by shareholders holding the majority of all outstanding shares.

Unless otherwise provided by law, shareholders of the Company are entitled to one voting right per share.

Article11. Any shareholder who cannot attend a shareholders' meeting due to any reason may issue a proxy printed by the Company, specifying the scope of authorization, to appoint a representative to attend the meeting on its behalf in accordance with Article 177 of the Company Act. After the Company's shares are publicly issued, unless otherwise provided by the Company Act, rules for shareholder attendance by proxy shall be in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies established by the competent authority.

When the Company holds a shareholders' meeting and adopts the exercise of voting rights in writing or in electronic manner, the electronic manner shall be listed as one of the manners for shareholders to exercise voting rights after the Company is listed in the OTC market or stock exchange. Shareholders who exercise voting rights in the electronic manner are deemed to have attended the meeting in person. Relevant matters shall be in accordance with the law.

Article12. Shareholders' meetings are convened by the board of directors and are chaired by the chairman. If the chairman is on leave or cannot perform his/her duties due to

any reason, the vice chairman shall act on the chairman's behalf. If the vice chairman is also on leave or cannot perform his/her duties due to any reason, the chairman shall designate one person to act on his/her behalf. If the chairman does not make such designation, the directors shall appoint one person from among themselves to act on the chairman's behalf. If the meeting is convened by any person other than the board of directors, it shall be chaired by such person. If two or more persons convene the meeting, they shall designate one person from among themselves to chair the meeting.

Article13. Meetings resolved in shareholders' meetings shall be recorded in minutes, which shall be affixed with the signature or seal of the chair and distributed to all shareholders within 20 days from the meeting. After the Company's shares are publicly listed, the minutes may be prepared and distributed in the electronic manner or by publication.

ChapteIV Board of Directors

Article14. The Company has 7 to 9 directors, who shall be elected from a list of director candidates by the shareholders' meeting under the candidate nomination system in accordance with Article 192-1 of the Company Act. The directors' term is 3 years and the same person may be re-elected upon expiry of the term.

Among the above number of directors of the Company, there shall be no less than 2 independent directors and the number of independent directors shall represent no less than 1/5 of the board, to be elected from a list of independent director candidates by the shareholders' meeting. The professional qualification of independent directors, shareholding, restriction on concurrent positions, nomination, determination of independence and other compliance matters shall be in accordance with the Company Act, the Securities and Exchange Act and legislations of the securities authority

Article15. The Company may set up an audit committee in accordance with Article 14-4 of the Securities and Exchange Act, to be composed of all independent directors.

The composition of the audit committee of the Company, its duties, meeting rules and other compliance matters shall be in accordance with applicable regulations of the securities authority.

The board of directors of the Company may set up a remuneration committee or other functional committees as required for business operation.

Article16. Directors of the Company shall be elected under the cumulative voting system. Each share shall be entitled to the number of voting rights that is the same as the number of directors to be elected. The votes may be casted to one or several persons. The persons who receive the ballots representing the greatest number of voting rights shall be elected as directors.

Article17. The board of directors is organized by directors. The directors shall elect one person from among themselves as chairman through approval by the majority of directors attending a meeting that is attended by 2/3 or more directors. They may also elect one person among themselves to serve as vice chairman. The chairman is the Company's representative.

Article18. When the chairman is on leave or cannot perform his/her duties due to any reason, the representation shall be in accordance with Article 208 of the Company Act.

Article19. Unless otherwise provided by the Company Act, board meetings are convened by the chairman. Notice for the Company's board meeting shall be sent to each director 7 days in advance in writing, by email or by fax. The Company may convene a board meeting at any time in case of emergency and may also do so in writing, by email or by fax.

Unless otherwise provided by the Company Act, board resolutions shall be approved by the majority of directors attending a meeting that is attended by the majority of directors.

Article20. When a director cannot attend a board meeting due to any reason, it may give a written proxy to another director as his/her representative to attend the meeting on his/her behalf in accordance with the law. A person shall represent no more than one other person. A director participating in a meeting through video conference shall be deemed to have participated in person.

Article21. The board of directors is authorized by the determine the remuneration of the Company's directors based on the level of the directors' participation in the Company's operation, the value of their contributions and the common level of the industry.

The board of directors may purchase liability insurance for all directors during their terms as required through approval by the majority of directors attending a meeting that is attended by the majority of directors.

ChapteV Officers

Article22. The Company may have officers, the hiring, dismissal and remuneration of which shall be in accordance with Article 29 of the Company Act.

ChapteVI Accounting

Article23. The Company's accounting year is from 1 January to 31 December of each year. At the end of each accounting year, the board of directors shall prepare the following statements, which shall be submitted to the audit committee for audit 30 days before the general shareholders' meeting. Alternatively, the audit committee may engage a CPA to perform the audit and issue a report for submission to the general shareholders' meeting for approval.

1. Business report.
2. Financial statements.
3. Profit distribution or loss compensation proposal.

Article24. If the Company has profit in a year, 2%-16% shall be provisioned as employee remuneration, to be issued in shares or in cash by board resolution. The target of issuance may include employees of subsidiaries meeting certain conditions. The Company may provision no more than 1% of the above profit amounts director

remuneration through board resolution. Employee remuneration and director remuneration distribution proposals shall be reported to the shareholders' meeting.

However, if the Company still has accumulated losses, the amount of compensation shall be provisioned first before provisions are made for employee remuneration and director remuneration in accordance with the above percentages.

Article25. If the Company has profit from annual closing, taxes shall first be paid and past accumulated losses shall be compensated. Then 10% shall be provisioned as legal reserve until the legal reserve has reached the total capital amount of the Company. Then special reserve shall be provisioned or recycled in accordance with the rules of the competent authority. The remaining amount, together with undistributed profit accumulated from past years and adjusted amount of non-distributed profit from the current year, may be used for distribution. The board of directors shall prepare the profit distribution proposal and submit it to the shareholders' meeting for resolution and distribution.

Article26. The Company adopts a policy of remaining dividend as its dividend policy in accordance with the overall environment and features of industry growth and based on its long-term financial planning in order to seek sustainable operation and stable operating development. The annual funding requirement is evaluated mainly based on the Company's future capital budget plans. Required working capital is reserved in priority, with remaining profit distributed through cash dividend or share dividend. The distribution steps are as follows:

1. Decide the best capital budget.
2. Decide the working funds required to satisfy such capital budget.
3. Decide how much of such working funds need to come from reserved profit.
4. After a proper amount is reserved for operating requirements, remaining profit may be distributed to shareholders as dividend. The contemplated balance amount for distribution shall not be lower than 10% of the Company's accumulated distributable profit in the current year, provided that cash dividend shall not be lower than 10-% of the total dividend contemplated for distribution.

ChapteVII Miscellaneous

Article27. Anything that is not stipulated in these articles of association shall be governed by the Company Act and other applicable laws.

Article28. These Articles of Association were established on 21 September 1973.
The first amendment was made on 15 May 1974.
The second amendment was made on 5 October 1974.
The third amendment was made on 1 February 1983.
The fourth amendment was made on 1 August 1983.
The fifth amendment was made on 16 September 1987.
The sixth amendment was made on 25 February 1988.
The seventh amendment was made on 30 September 1989.
The eighth amendment was made on 22 December 1992.

The ninth amendment was made on 5 November 1994.
The tenth amendment was made on 25 February 1995.
The eleventh amendment was made on 20 November 1994.
The twelfth amendment was made on 1 March 1996.
The thirteenth amendment was made on 1 January 1997.
The fourteenth amendment was made on 4 May 1998.
The fifteenth amendment was made on 2 May 2000.
The sixteenth amendment was made on 7 June 2000.
The seventeenth amendment was made on 21 August 2001.
The eighteenth amendment was made on 19 November 2001.
The nineteenth amendment was made on 9 December 2002.
The twentieth amendment was made on 13 October 2003.
The twenty-first amendment was made on 28 November 2003.
The twenty-second amendment was made on 10 May 2005.
The twenty-third amendment was made on 5 September 2006.
The twenty-fourth amendment was made on 8 January 2013.
The twenty-fifth amendment was made on 24 June 2013.
The twenty-sixth amendment was made on 31 March 2014.
The twenty-seventh amendment was made on 8 October 2014.
The twenty-eighth amendment was made on 12 May 2015.
The twenty-ninth amendment was made on 2 October 2015.
The thirtieth amendment was made on 10 May 2016.
The thirty-first amendment was made on 10 June 2021.
The thirty-second amendment was made on 9 June 2022.
The thirty-third amendment was made on May 30, 2023.

JMC Electronics Co., Ltd

Chairman: Wan, Wen- Tsai

JMC Electronics Co., Ltd

Procedure of Procedure for Shareholders' Meetings

Article1. To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, this Procedure is adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies. The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in this Procedure.

Article2. Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors.
Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company's holding of virtual shareholders' meeting shall be specified in the articles of association and shall be resolved by the board of directors by the majority of directors attending a meeting that is attended by 2/3 or more directors. °

Any change to the manner of holding the Company's shareholders' meeting shall be subject to resolution by the board of directors and shall be done before the notice for shareholders' meeting is sent at the latest.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a general shareholders' meeting or before 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the general shareholders' meeting or before 15 days before the date of the extraordinary shareholders' meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and

- shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

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

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. However, a shareholder may propose a recommendation for urging the company to promote public interests or fulfill its social responsibilities and the board of directors may still include such proposal in the agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

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

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the general shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda

The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxy holders (hereinafter "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

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

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

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

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. However, the exercise of voting rights shall be calculated based on total number of shares held. If there are two or more representatives, the representative shall exercise the voting rights in a collective manner.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and

the number of shares represented by shareholders attending the meeting by correspondence or electronic means and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

To convene a virtual shareholders meeting, the Company shall include the following particulars in the shareholders meeting notice:

Article 2-1. To convene a virtual shareholders meeting, the Company shall include the following particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars.
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Other than the situation provided in paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance. The Company shall also specify the period during which shareholders may seek assistance from the Company and other relevant matters.

Article 3. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any

given shareholders' meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting in a virtual manner, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

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

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or in a virtual manner, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail.

When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

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.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article5. If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. It is advisable that shareholders' meetings be chaired by the chairperson of the board in person and attended by a majority of the directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

When a director serves as chair, as referred to in the preceding paragraph, the mana director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

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

Article6. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article7. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures. Such recordings shall be kept together with the attendance book and proxies for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

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

Article8. The chair shall call the meeting to order at the appointed meeting time and disclose relevant information such as the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

When the attending shareholders represent a majority of the total number of issued shares, the chair may call the meeting to order. If the statutory quorum is not satisfied at the appointed meeting time, the chair may announce postponement for a combined total of no more than one hour. If the quorum is not met after two postponements and the attending shareholders represent one third or more of the total number of issued shares, "a tentative resolution may be adopted by the majority of voting rights in attendance" pursuant to Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.

When the attending shareholders do not represent 1/3 or more of the total number of issued shares after two postponements, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

When a shareholders' meeting is held in a virtual manner, shareholders who wish to attend the meeting in virtual manner shall register with the Company again in accordance with Article 2.

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

Article9. If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). 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.

However, if the chair declares the meeting adjourned in violation of the rules of procedure, the attending shareholders may elect a new chair by agreement of a majority of the votes represented by the attending shareholders and then continue the meeting.

After the meeting is adjourned, shareholders shall not elect another chair and continue the meeting in the same location or another location.

Article10. 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.

Article11. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 3 minutes. The chair may grant an extension of 2 minutes and there shall be no more than one extension.

If the shareholder's speech violates the rules under the previous paragraph or exceeds the scope of the agenda item or violates meeting order, the chair may terminate the speech. In case of continued violation after the termination, the chair may prohibit further speech.

Article12. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the shareholders' meeting.

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.

Article13. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 13-1. Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

Article14. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article15. 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. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and records made of the vote.

When the Company convenes a virtual shareholders meeting, after the chair

declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 2 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal

Matters resolved in shareholders' meetings shall be recorded in minutes, signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

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

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations of the competent authority, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article16. When a meeting is in progress, the chair may announce a break based on time considerations. The chair may also rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

Article17. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, if the chair makes an enquiry and no one voices an objection, the proposal shall be deemed approved with the same effect as voting.

If there is an objection, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

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

Article18. 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.

Article19. Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor".

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

- Article20. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
- Article21. If a shareholders' meeting cannot be convened on the date listed in the notice for any reason or if the meeting proceeding cannot continue due to any reason, the chair of the meeting is authorized to resolve and defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
- Article22. In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.
- Article23. When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.
- Article24. In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 5 days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals

for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under paragraph 2 is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to paragraph 2, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article25. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Other than the situation provided in paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance. The Company shall also specify the period during which shareholders may seek assistance from the Company and other relevant matters.

Article26. The establishment of this Procedure was approved by the board of directors on March 25, 2015 and was implemented after approval by the shareholders' meeting on May 12, 2015. The same shall be applicable in case of any amendment. The second amendment was approved by the board of directors on August 05, 2015 and implemented after approval by the shareholders' meeting on October 02, 2015. The third amendment was approved by the board of directors on March 11, 2019 and implemented after approval by the shareholders' meeting on June 11, 2019. The fourth amendment was approved by the board of directors on March 06,

2020 and implemented after approval by the shareholders' meeting on June 10, 2020.

The fifth amendment was approved by the board of directors on March 18, 2021 and implemented after approval by the shareholders' meeting on June 10, 2021.

The sixth amendment was approved by the board of directors on March 15, 2022 and implemented after approval by the shareholders' meeting on June 09, 2022.

The seventh amendment was approved by the board of directors on March 14, 2023 and is proposed to be implemented after approval by the shareholders' meeting on May 30, 2023.

The eighth amendment was approved by the board of directors on March 14, 2024 and is proposed to be implemented after approval by the shareholders' meeting on May 29, 2024.

JMC Electronics Co., Ltd

Rules for Election of Directors

Article1. Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Rules.

The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

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

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

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Company shall consider adjustment to the composition of board members based on the result of performance reviews.

Article2. The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/ GTSM Listed Companies.

Article3. The single registered cumulative voting method shall be used for election of the directors at the Company. Unless otherwise provided by law, 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. Attendance card numbers may be used instead of recording the names of voting shareholders.

- Article4. Article 4. Before the election begins, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel, provided that vote monitors must have shareholder status.
- Article5. The ballot boxes for election of directors shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- Article6. In accordance with the legislation of the competent authority, if the Company needs to have independent directors, the number of seats and qualifications for election shall be in accordance with the requirements of the competent authority or the legislations.
- Article7. Directors of the Company are elected by the shareholders' meeting from among persons of legal capacities under the candidate nomination system adopted in accordance with Article 192-1 of the Company Act. The number of seats and voting ballots are counted separately in accordance with the Articles of Association of the Company. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- Article8. Independent directors and non-independent directors shall be elected at the same time, while the votes and elected persons are determined separately.
- Article9. When the candidate is a shareholder, the elector shall fill out the "candidate" column in the ballot with the candidate's account number together with its shareholder account number. If the candidate is not a shareholder, the candidate's name and ID number should be specified. However, if the candidate is a government or corporate shareholder, the name of the government or corporation shall be listed in the column of candidate account name on the ballot, or the name of the government and corporation and name of its representative may be listed. If there are multiple representatives, each representative's name shall be listed.
- Article10. A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by the board of directors.
 2. A blank ballot is placed in the ballot box.
 3. The writing is unclear and indecipherable or has been altered.
 4. When the candidate is a shareholder, the, the account name or shareholder account name is in consistent with the shareholders register. When the candidate is not shareholder, the name or ID number is inconsistent.
 5. Other words or marks are entered in addition to the candidate's name and shareholder account number or ID number.
 6. The name of the candidate is the same as another shareholder and the shareholder account name or ID number is not listed for identification.

Article11. The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

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

Article12. The board of directors of the Company shall issue notifications to the persons elected as directors.

Article13. Anything that is not stipulated in these Procedures shall be governed by the Company Act and applicable laws.

Article14. These Rules were established and implemented following approval by the board of directors on March 25, 2015 and was reported to the shareholders' meeting on May 12, 2015. The same shall be applicable in case of amendment.

The first amendment was implemented following approval by the board of directors on August 05, 2015 and was reported to the extraordinary shareholders' meeting on October 02, 2015.

The second amendment was implemented following approval by the board of directors on February 22, 2016 and was reported to the general shareholders' meeting on May 10, 2016.

Director Shareholding:

- A. The Company's paid-in capital is NT\$830,000,000 and has 83,000,000 outstanding shares.
- B. The minimum number of shares to be held by all directors in accordance with Article 26 of the Securities and Exchange Act is 8,300,000 shares.
- C. As of the share transfer suspension date for this general shareholders' meeting (29 March 2025), the directors hold the following number of shares according to the shareholders register, which has satisfied the ratio required by Article 26 of the Securities and Exchange Act.

Title	Name	Current Shareholding	
		No. of Shares	Shareholding Ratio
Chairman	Chang Wah Electromaterials Inc. Representative: Wan, Wen-Tsai	35,531,390	42.81%
Vice Chairman	Chang Wah Electromaterials Inc. Representative: Hong, Chuan-Cheng	35,531,390	42.81%
Director	Yenyo Technology Co., Ltd. Representative: Pan, Chao-Yi	15,000	0.02%
Director	ChipMOS TECHNOLOGIES INC. Representative: Jesse Huang	8,300,000	10.00%
Independent Director	Yang, Shun-Ching	31,540	0.04%
Independent Director	Su, Erh-Lang	0	0%
Independent Director	Chen, Chih-hung	0	0%
Total Director Shareholding		43,877,930	52.87%

Note: The Company has an audit committee. Therefore, the requirement about minimum shareholding by supervisors does not apply.

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Meeting Handbook