

RichWave Technology Corporation
2021 Annual Shareholders' Meeting Minutes
(English Translation for Reference Only)

Time: 10:00 a.m. July 27, 2021 (Thursday)

Location: No. 773, Ming-Hu Road, Hsinchu, 300, Taiwan (Lakeshore Hotel Lakeside Hsinchu Chalucet Castle - Chalucet A1)

The Number of Shares of Attendance:

Attending shareholders and proxy represented 43,956,738 shares (Including 29,443,231 shares which attended through electronic voting) accounting for 69.56% of 63,192,078 shares, the Company's total outstanding shares.

Directors Present: Dye-Jyun Ma, Shih-Chi Wang, Wei-Kang Teng, Chia-Ying Ma

Other Present: Tung-Hui Yeh, CPA of Deloitte & Touche

Chairman: Dye-Jyun Ma, the Chairman of the Board of Directors

Recorder: Wei-Che Hsu

1. Call Meeting to Order: The aggregate shareholding of the shareholders present constituted a quorum. The Chairman called the meeting to order.

2.Chairman's Remarks: Omitted.

3.Reports

Report I: The 2020 Business Report is submitted for review. (please refer to Attachment 1).

Report II: The 2020 Audit Committee's Audit Report is submitted for review. (please refer to Attachment 2).

Report III: The report on the distribution of 2020 remuneration to employees and Directors is submitted for review.

Explanation: According to Article 24 and 25 of the Articles of Incorporation, the Company's profit before tax in this year before deducting the remuneration for employees and Directors totaled NT\$1,117,700,229. According to regulations, the Company shall appropriate no less than 8% as remuneration to employees and no more than 1% as remuneration for Directors, which totaled NT\$89,416,019 and NT\$11,177,002, respectively. All remuneration shall be paid in cash and the amount is the same as the expenses recognized in 2020.

Report IV: The report on the amendment of the "Ethical Corporate Management Operating Procedures and Code of Conduct" is submitted for review. (please refer to Attachment 3).

Report V: The report on the amendment of the "Code of Ethical Conduct" is submitted for

review. (please refer to Attachment 4).

4. Ratifications

Ratification I

Proposed by the Board of Directors

Case: The 2020 Business Report and financial statements are submitted for ratification.

Explanation: 1. The 2020 balance sheet, comprehensive Income statement, statement of changes in equity, and cash flow statement were passed in the 12th meeting of the 6th-term Board of Directors on Feb. 25, 2021 and audited by the CPAs Tung-Hui Yeh and Cheng-Chih Lin of Deloitte, Taiwan. The aforementioned statements and the Business Report were submitted to the Audit Committee for review and a review report was issued.

2. The Business Report, Independent Auditor's Report, and the aforementioned financial statements are provided (please refer to Attachment 1 and Attachment 5).

Resolution: The result is as follows:

Shares represented at the time of voting: 43,956,738

Voting Results	% of the total represented share present
Votes in favor: 38,433,303 votes (including electronic voting 24,001,796 votes)	87.43%
Votes against: 7,754 votes (including electronic voting 7,754 votes)	0.01%
Votes invalid: 0 votes	0.00%
Votes abstained: 5,515,681 votes (including electronic voting 5,433,681 votes)	12.54%

It was resolved that the above proposal be approved as proposed.

Ratification II

Proposed by the Board of Directors

Case: The 2020 earnings distribution proposal is submitted for ratification.

Explanation: 1. The undistributed earnings at the beginning of the period in 2020 was NT\$199,064,206 and the after-tax profits of 2020 was NT\$866,216,162. After adding the re-measurement of defined benefit plan converted into retained earnings of NT\$(486,657) and disposal of investments in equity instruments measured at fair value through other comprehensive gain and loss with accumulated profit or loss transferred to retained earnings of NT\$(9,082), the Company appropriated 10% as statutory surplus reserve NT\$(86,572,042), and appropriated special earnings reserve of NT\$(698,667) in accordance with laws. The earnings available for distribution for this period thus totaled NT\$977,513,920.

2. The 2020 earnings distribution table is as follows:

RichWave Technology Corporation
Earnings Distribution Table
2020

Unit: NT\$

Item	Amount	
Undistributed earnings at the beginning of the period		\$199,064,206
Net income of the current period	\$866,216,162	
Re-measurement of defined benefit plan converted into retained earnings	(486,657)	
Disposal of investments in equity instruments measured at fair value through other comprehensive gain and loss with accumulated profit or loss transferred to retained earnings	(9,082)	
The net profit after tax of this period plus items other than the net profit after tax of this period are included in the undistributed earnings of the current year		865,720,423
Appropriation of 10% as statutory surplus reserve		(86,572,042)
Appropriation for statutory special earnings reserve		(698,667)
Retained earnings available for distribution for this period		977,513,920
Distribution item:		
Shareholder dividends - stock dividends (NT\$4 per share)		
Shareholder dividends - cash dividends (NT\$4 per share)	(252,768,280)	
	(252,768,312)	(505,536,592)
Undistributed retained earnings from previous years		\$471,977,328

Chairman of the Board: Dye-Jyun Ma
Managerial Officer: Shih-Chi Wang
Chief Accounting Officer: Wei-Che Hsu

Remarks:

- (1) Distribution of cash dividends shall be calculated to the whole dollar amount (amounts below NT\$1 are rounded off unconditionally). Any decimal figures below one NTD will be adjusted from the largest decimal figures to the small ones and then from the previous shareholder account numbers to the latest ones, until the total amount for the distribution of cash dividends has been distributed.
- (2) After the cash dividends are approved in the general shareholders' meeting, the Board of Directors is authorized to establish the ex-dividend date,

distribution date, and other related matters.

- (3) In the event that the number of shares outstanding are affected by changes in the Company's share capital, such that shareholders' cash dividend payout must be adjusted accordingly, the shareholders' meeting shall be requested to authorize the Board of Directors to make such adjustments at its full discretion.
- (4) The 2020 earnings shall be prioritized for the earnings distribution.

Resolution: The result is as follows:

Shares represented at the time of voting: 43,956,738

Voting Results	% of the total represented share present
Votes in favor: 38,433,299 votes (including electronic voting 24,001,792 votes)	87.43%
Votes against: 6,756 votes (including electronic voting 6,756 votes)	0.01%
Votes invalid: 0 votes	0.00%
Votes abstained: 5,516,683 votes (including electronic voting 5,434,683 votes)	12.55%

It was resolved that the above proposal be approved as proposed.

5. Discussions

Discussion I

Proposed by the Board of Directors

Case: The proposal for the issuance of new shares through capitalization of the 2020 earnings is submitted for approval.

- Explanation: 1. To replenish working capital, the Company intends to appropriate and convert bonuses for shareholders totaling NT\$252,768,280 from the 2020 earnings available for distribution to capital increase and issuance of 25,276,828 new shares with a par value of NT\$10 per share.
2. The number of new shares issued in the conversion of earnings to capital increase is calculated based on the shareholders and the number of shares held registered in the shareholder registry as of the ex-dividend date for the capital increase. 400 shares will be issued for every 1000 shares held. Distributions that amount to less than one full share may be grouped and allocated within five days starting from the ex-dividend date for the capital increase at the Company's shareholder service agency. Fractions of a share that cannot be grouped into full shares shall be paid in cash at the face value to the whole NTD in accordance with Article 240 of the Company Act. The Chairman is authorized to engage a designated party to purchase the fractional shares at face value.
3. The rights and obligations of the shares newly issued are the same as original shares, and the shares shall be issued in non-physical form.
4. After the proposal is approved by the shareholders' meeting and the competent authority, the general shareholders' meeting is requested to authorize the Board of Directors to set an ex-dividend date for the capital increase.

5. In the event that the number of shares outstanding are affected by changes in the Company's share capital, such that shareholders' cash dividend payout must be adjusted accordingly, the general shareholders' meeting shall be requested to authorize the Board of Directors to make such adjustments at its full discretion.
6. If any of the above-mentioned issues related to the issuance of new shares requires a change based on the approval of the competent authority or due to other factors, the general shareholders' meeting is requested to authorize the Board of Directors to process changes at its full discretion.

Resolution: The result is as follows:

Shares represented at the time of voting: 43,956,738

Voting Results	% of the total represented share present
Votes in favor: 38,428,478 votes (including electronic voting 23,996,971 votes)	87.42%
Votes against: 12,868 votes (including electronic voting 12,868 votes)	0.02%
Votes invalid: 0 votes	0.00%
Votes abstained: 5,515,392 votes (including electronic voting 5,433,392 votes)	12.54%

It was resolved that the above proposal be approved as proposed.

Discussion II

Proposed by the Board of Directors

Case: The amendment of the "Articles of Incorporation" is submitted for approval.

Explanation: 1. Certain articles of the "Articles of Incorporation" are amended for changes to the total capital of the Company and compliance with regulations based on requirements for the Company's operation structure.

2. The comparison table of amended articles of the "Articles of Incorporation" is provided (please refer to Attachment 6).

Resolution: The result is as follows:

Shares represented at the time of voting: 43,956,738

Voting Results	% of the total represented share present
Votes in favor: 38,427,882 votes (including electronic voting 23,996,375 votes)	87.42%
Votes against: 9,073 votes (including electronic voting 9,073 votes)	0.02%
Votes invalid: 0 votes	0.00%
Votes abstained: 5,519,783 votes (including electronic voting 5,437,783 votes)	12.55%

It was resolved that the above proposal be approved as proposed.

Discussion III

Proposed by the Board of Directors

Case: The amendment of the "Rules of Procedure for Shareholders' Meetings" is submitted for approval.

Explanation: 1. Certain articles of the "Rules of Procedure for Shareholders' Meetings" were amended in accordance with regulations to meet regulatory requirements.

2. The comparison table of amended articles of the "Rules of Procedure for Shareholders' Meetings" is provided (please refer to Attachment 7).

Resolution: The result is as follows:

Shares represented at the time of voting: 43,956,738

Voting Results	% of the total represented share present
Votes in favor: 38,433,158 votes (including electronic voting 24,001,651 votes)	87.43%
Votes against: 7,782 votes (including electronic voting 7,782 votes)	0.01%
Votes invalid: 0 votes	0.00%
Votes abstained: 5,515,798 votes (including electronic voting 5,433,798 votes)	12.54%

It was resolved that the above proposal be approved as proposed.

Discussion IV

Proposed by the Board of Directors

Case: The amendment of the "Procedure for the Election of Directors" is submitted for approval.

Explanation: 1. Certain articles of the "Procedure for the Election of Directors" were amended in accordance with regulations to meet regulatory requirements.

2. The comparison table of amended articles of the "Procedure for the Election of Directors" is provided (please refer to Attachment 8).

Resolution: The result is as follows:

Shares represented at the time of voting: 43,956,738

Voting Results	% of the total represented share present
Votes in favor: 38,432,825 votes (including electronic voting 24,001,318 votes)	87.43%
Votes against: 6,783 votes (including electronic voting 6,783 votes)	0.01%
Votes invalid: 0 votes	0.00%
Votes abstained: 5,517,130 votes (including electronic voting 5,435,130 votes)	12.55%

It was resolved that the above proposal be approved as proposed.

6.Motions: None.

7.Adjournment:10:26AM

Letter to Shareholders

I wish to thank the shareholders for your support in the past year. For years, RichWave has continuously launched new WiFi wireless communication IC products and focused on using its innovation, technologies, and unique market positioning to create products with market differentiation. We believe that RichWave will maintain its unique foothold in the market with a diverse range of wireless applications and we remain confident in future development.

I 2020 Business Report :

(1) 、Consolidated operating results

Unit: NT\$ thousands

項目	年度	2020	2019	Amount of increase (decrease)	%
Operating revenue		5,350,200	2,749,555	2,600,645	94.6%
Gross operating profit		1,898,627	984,678	913,949	92.8%
Profit from operations		1,007,952	243,234	764,718	314.4%
Profit before income tax		1,017,107	243,745	773,362	317.3%
Net profit for the year		866,216	190,737	675,479	354.1%
Total comprehensive income for the year		865,023	189,955	675,068	355.4%

(2) 、Budget execution :

No financial projections will be made public in 2020, so there is no budget to be reached.

(3) 、Consolidated financial structure, solvency and profitability analysis :

		2020	2019
Financial structure (%)	Liabilities to assets ratio	40.31	42.58
	Long-term working capital to real estate, plants and equipment ratio	1,713.23	1,271.43
Solvency (%)	Current ratio	235.44	217.68
	Quick ratio	146.19	156.57
Profitability	Return on assets (%)	28.69	8.99
	Return on equity (%)	48.75	15.00
	Ratio of net profit before tax to paid-in capital (%)	160.95	39.34
	Net profit margin (%)	16.19	6.94
	Earnings per share (NT\$)	13.82	3.13

(4) 、Research and development :

	2020	2019 年
Research and development expenses	513,922	399,253
Operating revenue	5,350,200	2,749,555
Research and development expenses as a percentage of operating income	9.6%	14.5%

(I) 2021 Business Strategy

RichWave will uphold sustainability in its business strategy and focus on core business operations. We shall abide by regulatory requirements and change our business targets with flexibility in accordance with changes in the environment. With an experienced management team, we shall continue to maintain profitability and growth of the Company in a business environment with rapid changes.

(II) Expected Sales Volume and Its Basis

In 2021, RichWave shall continue to expand channels and expand the market scale and market share. Based on the current information we have obtained regarding the conditions and production capacity of customers, we plan to sell 15 to 24 million units. Due to the rapid changes in the market and trade environment, we shall closely monitor the market conditions to determine subsequent sales strategies.

(III) Major Production & Sales Policies

The Company's production and sales strategy in 2021 will continue to focus on aggressive market development and expansion of customer base and application areas. With our core product design capabilities, we will continue to compete head-on with foreign companies with long-held market shares to create profits for both the Company and shareholders.

(IV) Future Development Strategy

The mobile communication and wireless communication industry are expected to continue their rapid development in 2021. RichWave has launched a diverse range of products and created a comprehensive product line for WiFi 6 products. We expect RichWave to achieve continuous growth in the global WiFi RF IC market.

(V) Impact of the External Competitive Environment, Regulatory Environment, and Overall Business Environment

(1) Impact from Exchange Rate Changes:

RichWave's sales revenue and procurement expenditures are mostly denominated in USD and we use foreign-currency assets to offset foreign-currency liabilities to achieve natural hedging. RichWave also closely monitors information on

exchange rate changes and exchange rate developments in order to adjust foreign-currency assets and liabilities in accordance with developments in the global macroeconomic environment, exchange rates, and future capital demand. These measures are taken to evade exchange rate risks and reduce the impact of exchange rate changes on the Company's profit and loss.

(2) Risks Associated with Over-Concentration in Purchase or Sale and Response Measures:

RichWave's procurement is concentrated due to concerns in product quality and preferred purchasing price, though RichWave maintains at least two suppliers for its main materials avoid risks resulting from over-concentration in purchasing. In addition, the concentration of RichWave's sales is mainly due to the distributors' sales to customers in Taiwan and China. To mitigate the risks of over-concentration of sales, RichWave also actively develops customers with long-term cooperation and carefully selects customers of excellent financial background to lower the risks of over-concentration of sales.

(3) The Impacts of Changes of Important Domestic and Foreign Policies and Laws on the Company's Finances and Business, and the Countermeasures:

RichWave complies with all related domestic and foreign laws and regulations in day-to-day operations and continuously pays close attention to domestic and foreign policy development trends and changes in legislation to fully understand changes in the market environment. Therefore, the Company's finance and business have not been affected by major changes in government policies and laws at home and abroad in the most recent year.

(4) Overall Business Environment

RichWave continuously monitors technological changes and developments in the industry and quickly gains

information on industry developments. RichWave continuously enhances its R&D capabilities, applies for patent protection for various innovative concepts and design developments, and actively expands future market applications to counter the impact of technological changes and industry changes on the Company.

Finally, RichWave's management team would like to thank the shareholders once again for the long-term support and we hope that they can continue to provide encouragement and information in the new year. RichWave will also continue to uphold our mission for maximizing profits for shareholders.

I would like to wish all our shareholders good fortune and health.

Chairman of the Board: Dye-Jyun Ma

President: Shih-Chi Wang

Chief Accounting Officer: Wei-Che Hsu

Audit Committee's Audit Report

The Company's Board of Directors prepared the 2020 Business Report, financial statements, and earnings distribution table. The financial statements were audited by Tung-Hui Yeh, CPA, and Cheng-Chih Lin, CPA, of Deloitte, Taiwan and they have prepared an Audit Report. The Audit Report was reviewed by the Audit Committee who found them to be compliant with regulations. The Audit Report is therefore provided in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act and filed for your review.

To

2021 General Shareholders' Meeting of RichWave Technology Corporation

RichWave Technology Corporation

Convener of the Audit Committee:
Chia-Ying Ma

February 25, 2021

Ethical Corporate Management Operating Procedures and Code of Conduct

Comparison Table of Amended Articles

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
Article 5	<p>The Company designates the Audit Office, the subordinate of the Board of Directors, as the dedicated unit (hereinafter known as the dedicated unit) to handle the revision, implementation, interpretation, and consultation on this Operating Procedures and Code of Conduct. The dedicated unit shall also log the report content into file records and supervise implementation. It mainly controls the following items and shall regularly report to the Board meeting:</p> <p>I. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.</p> <p>II. Establishing procedures to prevent unethical conduct, set out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.</p>	<p>The Company designates the Audit Office, the subordinate of the Board of Directors, as the dedicated unit (hereinafter known as the dedicated unit), and allocates sufficient resources and qualified personnel to handle the revision, implementation, interpretation, and consultation on this Operating Procedures and Code of Conduct. The dedicated unit shall also log the report content into file records and supervise implementation. It mainly controls the following items and shall regularly report to the Board meeting (at least once every year):</p> <p>I. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.</p> <p>II. Analyzing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct</p>	Revised in accordance with the amendment of the regulations

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	<p>III. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.</p> <p>IV. Promoting and coordinating awareness and educational activities with respect to ethics policy.</p> <p>V. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>VI. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p>	<p>guidelines with respect to the Company's operations and business.</p> <p>III. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.</p> <p>IV. Promoting and coordinating awareness and educational activities with respect to ethics policy.</p> <p>V. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>VI. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p> <p>VII. Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.</p>	
Article 11	For the proposals listed on the board of directors, the directors, managers and other interested persons attending or present at the meeting of board	For the agenda items of the board of directors, the directors, managers and other interested persons attending or present at the meeting of board	Revised in accordance with the amendment of the

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	of directors of the company...must not support one another in improper dealings. When conducting business, the Company's personnel shall...Omitted.	of directors of the company...must not support one another in improper dealings. <u>Where the spouse or a blood relative within the second degree of kinship of a Director, or a Director's controlling or affiliated company has interests in the aforementioned agenda item, the Director shall be deemed to have a personal interest in the matter.</u> When conducting business, the Company's personnel shall...Omitted.	regulations
Article 16	The Company shall disclose the its ethical management policies in internal regulations, Annual Reports, company website, or other materials and declare the policies at appropriate times in product launch events, investor conferences, and other external activities so that the Company's suppliers, customers or other related institutions and personnel are fully aware of the Company's principles and rules with respect to ethical corporate management.	<u>The Company shall require directors and senior managers to issue a statement of compliance with the Procedures and Guidelines of Integrity Management Operation, and require employees to comply with the Procedures and Guidelines of Integrity Management Operation as part of the terms of employment.</u> The Company shall disclose the its ethical management policies in internal regulations, Annual Reports, company website, or other materials and declare the policies at appropriate times in product launch events, investor conferences, and other external activities so that the Company's suppliers, customers or other related institutions and personnel are fully aware of the Company's principles and rules with respect to ethical corporate management.	Revised in accordance with the amendment of the regulations
Article 21	As an incentive to insiders and outsiders for reporting unethical or unseemly conduct, the company will grant a reward...Omitted.	As an incentive to insiders and outsiders for reporting unethical or unseemly conduct, the company will grant a reward...Omitted.	

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	<p>The following information must be provided by the whistleblower:</p> <p>I. The whistleblower's name, ID number and an address, telephone number and e-mail address where it can be reached.</p> <p>II. The informed party's name or other information sufficient to distinguish its identifying features.</p> <p>III. Specific facts available for investigation.</p> <p>The Company's personnel handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. the Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.</p> <p><u>This Company's dedicated unit shall handle the matter according to the following procedures:</u></p> <p>I to II omitted...Omitted.</p> <p>III. If the person being reported is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will institute legal proceedings and seek damage compensation to safeguard its reputation and its rights and interests.</p>	<p>The following information must be provided by the whistleblower:</p> <p>I. The whistleblower's name and ID number (anonymous reports are also accepted), and an address, telephone number and e-mail address where it can be reached.</p> <p>II. The informed party's name or other information sufficient to distinguish its identifying features.</p> <p>III. Specific facts available for investigation.</p> <p>The Company's personnel handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. the Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.</p> <p>The responsible unit of the Company shall observe the following procedure:</p> <p>I to II omitted...Omitted.</p> <p>III. If a reported person is confirmed to have indeed violated the applicable laws and regulations or the Company's Ethical Corporate Management Policy, the Company shall immediately require the reported person to cease the conduct and it shall punish the individual accordingly. Where necessary, the Company shall report the case to the competent authority, transfer the case to judicial authorities for investigations, or institute legal proceedings and</p>	

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	IV, V, VI...Omitted.	seek damages to protect its reputation and interests. IV, V, VI...Omitted.	
Article 24	The Procedures and Code of...Omitted. The Operating Procedures were established on May 8, 2015. The 1st amendment was on Feb. 27, 2019.	The Procedures and Code of...Omitted. The Operating Procedures were established on May 8, 2015. The 1st amendment was on Feb. 27, 2019. <u>The 2nd amendment was on Apr. 30, 2020.</u>	Added the amendment date and number of times

Code of Ethical Conduct

Comparison Table of Amended Articles

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
Article 2	<p>The Code includes the following eight items</p> <p>(I) Prevention of conflicts of interest:</p> <p>Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interests of the Company, where a director or manager of the Company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of his/her position in the Company to obtain improper benefits for either themselves or their spouse, parents, children, or relatives within the second degree of kinship. The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions, or the purchase (or sale) of goods involving the affiliated enterprises at which a director or manager works. The Company shall adopt policies for preventing conflicts of interest and also offer appropriate means for directors and managers to voluntarily explain whether their interests would potentially conflict with</p>	<p>The Code includes the following eight items</p> <p>(I) Prevention of conflicts of interest:</p> <p>Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interests of the Company, where a director or manager of the Company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of his/her position in the Company to obtain improper benefits for either themselves or their spouse or relatives within the second degree of kinship. The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions, or the purchase (or sale) of goods involving the affiliated enterprises at which a director or manager works. The Company shall adopt policies for preventing conflicts of interest and also offer appropriate means for directors and managers to voluntarily explain whether their interests would potentially conflict with</p>	Revised in accordance with the amendment of the regulations

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	<p>those of the Company.</p> <p>Paragraphs (II) to (VI) are omitted.</p> <p>(VII) Encouraging reporting on illegal or unethical activities: The Company shall raise awareness of ethics internally and encourage employees to report to managers, chief internal auditor or other appropriate individuals upon suspicion or discovery of any activity in violation of a law or regulation or the Code of Ethical Conduct. In order to encourage employees to report illegal conduct, the Company shall establish a concrete whistleblowing system and make employees aware that the Company will use its best efforts to ensure the safety of informants and protect them from reprisals.</p> <p>(VIII)...Omitted.</p>	<p>those of the Company.</p> <p>Paragraphs (II) to (VI) are omitted.</p> <p>(VII) Encouraging reporting on illegal or unethical activities: The Company shall raise awareness of ethics internally and encourage employees to report to managers, chief internal auditor or other appropriate individuals upon suspicion or discovery of any activity in violation of a law or regulation or the Code of Ethical Conduct. In order to encourage employees to report illegal conduct, the Company shall establish a concrete whistleblowing system, allow anonymous reports, and make employees aware that the Company will use its best efforts to ensure the safety of whistleblowers and protect them from reprisals.</p> <p>(VIII)...Omitted.</p>	
Article 6	<p>The Operating Procedures were established on Mar 15, 2011. The 1st amendment was on May 8, 2015. The 2nd amendment was on Feb. 27, 2019.</p>	<p>The Operating Procedures were established on Mar 15, 2011. The 1st amendment was on May 8, 2015. The 2nd amendment was on Feb. 27, 2019. <u>The 3rd amendment was on Feb. 25, 2021.</u></p>	Added the amendment date and number of times

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Richwave Technology Corp.

Opinion

We have audited the accompanying consolidated financial statements of Richwave Technology Corp. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

According to auditing standards in the Republic of China, there is an inherent risk of fraud in revenue recognition. Management may be under pressure to achieve their targets and attempt to inflate sales figures. In the current year, the shipments of the Group exceeded the original credit limit given, and the shipments were approved by means of temporary credit limit, giving rise to the risk of inflated sales. Therefore, revenue recognition has been identified as a key audit matter for the year ended December 31, 2020. In response to the aforementioned key audit matter, we understood the Group's internal controls on the approval of sales orders and its delivery procedures, tested the operating effectiveness of these controls, selected samples of and tested

the validity of occurrence of the sales transactions, checked for discrepancies between the counterparties of the sales transactions and the parties paying off the receivables, as well as for abnormalities in the payments received after the reporting period. For the accounting policies on revenue recognition, please refer to Note 4 (12) of the consolidated financial statements.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2020 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 Cheng-Chih Lin and Tung-Hui Yeh.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 25, 2021

Notice to Readers

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

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

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS **DECEMBER 31, 2020 AND 2019** **(In Thousands of New Taiwan Dollars)**

	2020		2019	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 6 and 27)	\$ 844,265	23	\$ 779,049	33
Financial assets at fair value through other comprehensive income – current (Notes 7 and 27)	-	-	11	-
Accounts receivable, net (Notes 9, 21 and 27)	1,253,538	34	762,558	32
Other receivables (Notes 9 and 27)	29,418	1	17,860	1
Inventories (Note 10)	1,280,420	35	599,507	25
Prepayments (Note 15)	12,914	1	3,653	-
Other current assets (Note 15)	5,180	-	5,422	-
Total current assets	<u>3,425,735</u>	<u>94</u>	<u>2,168,060</u>	<u>91</u>
NON-CURRENT ASSETS				
Financial assets at amortized cost - non-current (Notes 8, 27 and 29)	3,000	-	4,138	-
Property, plant and equipment (Note 12)	128,771	4	109,112	5
Right-of-use assets (Notes 3, 5 and 13)	33,002	1	32,657	1
Other intangible assets (Note 14)	18,551	-	20,241	1
Deferred tax assets (Note 23)	36,453	1	39,727	2
Prepaid equipment	4,828	-	581	-
Refundable deposits (Note 27)	10,094	-	8,003	-
Net defined benefit assets - non-current (Note 19)	774	-	774	-
Total non-current assets	<u>235,473</u>	<u>6</u>	<u>215,233</u>	<u>9</u>
TOTAL	<u>\$ 3,661,208</u>	<u>100</u>	<u>\$ 2,383,293</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 16 and 27)	\$ -	-	\$ 59,960	3
Accounts payable (Notes 17 and 27)	969,310	27	643,353	27
Accrued compensation of employees and remuneration of directors (Notes 22 and 27)	100,593	3	24,107	1
Other payables (Notes 18 and 27)	129,581	4	105,528	4
Current tax liabilities (Note 23)	141,236	4	28,569	1
Lease liabilities - current (Notes 3, 13 and 27)	17,030	-	19,778	1
Refund liabilities - current (Notes 18, 21 and 27)	85,093	2	109,902	5
Other current liabilities (Notes 18 and 21)	12,216	-	4,810	-
Total current liabilities	<u>1,455,059</u>	<u>40</u>	<u>996,007</u>	<u>42</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities - non-current (Note 23)	-	-	360	-
Lease liabilities - non-current (Notes 3, 13 and 27)	15,960	-	12,503	1
Guarantee deposits (Note 27)	4,903	-	5,822	-
Total non-current liabilities	<u>20,863</u>	<u>-</u>	<u>18,685</u>	<u>1</u>
Total liabilities	<u>1,475,922</u>	<u>40</u>	<u>1,014,692</u>	<u>43</u>
EQUITY (Note 20)				
Share capital				
Ordinary shares	631,921	17	618,781	26
Capital collected in advance	-	-	730	-
Total share capital	<u>631,921</u>	<u>17</u>	<u>619,511</u>	<u>26</u>
Capital surplus	<u>415,180</u>	<u>12</u>	<u>355,743</u>	<u>15</u>
Retained earnings				
Legal reserve	74,098	2	55,024	2
Special reserve	402	-	74	-
Unappropriated earnings	1,064,785	29	338,651	14
Total retained earnings	<u>1,139,285</u>	<u>31</u>	<u>393,749</u>	<u>16</u>
Other equity	(1,100)	-	(402)	-
Total equity	<u>2,185,286</u>	<u>60</u>	<u>1,368,601</u>	<u>57</u>
TOTAL	<u>\$ 3,661,208</u>	<u>100</u>	<u>\$ 2,383,293</u>	<u>100</u>

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

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

(In Thousands of New Taiwan Dollars, Except Earnings Per Share, in New Taiwan Dollars)

	2020		2019	
	Amount	%	Amount	%
NET REVENUE (Note 21)	\$ 5,350,200	100	\$ 2,749,555	100
OPERATING COSTS (Notes 10, 22 and 28)	<u>3,451,573</u>	<u>64</u>	<u>1,764,877</u>	<u>64</u>
GROSS PROFIT	<u>1,898,627</u>	<u>36</u>	<u>984,678</u>	<u>36</u>
OPERATING EXPENSES (Notes 19 and 22)				
Selling and marketing expenses	197,407	4	189,232	7
General and administrative expenses	179,951	3	151,293	5
Research and development expenses	513,922	10	399,253	15
Expected credit (gain) loss (Note 9)	<u>(605)</u>	<u>-</u>	<u>1,666</u>	<u>-</u>
Total operating expenses	<u>890,675</u>	<u>17</u>	<u>741,444</u>	<u>27</u>
PROFIT FROM OPERATIONS	<u>1,007,952</u>	<u>19</u>	<u>243,234</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES (Note 22)				
Interest income	774	-	1,074	-
Other income	3,089	-	506	-
Other gains and losses	6,314	-	301	-
Finance costs	<u>(1,022)</u>	<u>-</u>	<u>(1,370)</u>	<u>-</u>
Total non-operating income and expenses	<u>9,155</u>	<u>-</u>	<u>511</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	1,017,107	19	243,745	9
INCOME TAX EXPENSE (Note 23)	<u>150,891</u>	<u>3</u>	<u>53,008</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>866,216</u>	<u>16</u>	<u>190,737</u>	<u>7</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	(608)	-	(567)	-
Unrealized gain on investments in equity instruments designated as at fair value through other comprehensive income	5	-	-	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 23)	122	-	113	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>(712)</u>	<u>-</u>	<u>(328)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(1,193)</u>	<u>-</u>	<u>(782)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 865,023</u>	<u>16</u>	<u>\$ 189,955</u>	<u>7</u>

(Continued)

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

(In Thousands of New Taiwan Dollars, Except Earnings Per Share, in New Taiwan Dollars)

	2020		2019	
	Amount	%	Amount	%
EARNINGS PER SHARE (Note 24)				
Basic	\$ 13.82		\$ 3.13	
Diluted	\$ 13.67		\$ 3.04	

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

(Concluded)

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

	Share Capital				Retained Earnings			Other Equity		Total	Total Equity
	Number of Shares (In Thousands)	Ordinary Shares	Capital Collected in Advance	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Valuation Gain / (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translation of the Financial Statements of Foreign Operations		
BALANCE AT JANUARY 1, 2019	60,376	\$ 603,761	\$ -	\$ 276,847	\$ 37,305	\$ 22	\$ 256,703	\$ (28)	\$ (46)	\$ (74)	\$ 1,174,564
Appropriation of 2018 earnings											
Legal reserve	-	-	-	-	17,719	-	(17,719)	-	-	-	-
Special reserve	-	-	-	-	-	52	(52)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(90,564)	-	-	-	(90,564)
Net profit for the year ended December 31, 2019	-	-	-	-	-	-	190,737	-	-	-	190,737
Other comprehensive loss for the year ended December 31, 2019 , net of income tax	-	-	-	-	-	-	(454)	-	(328)	(328)	(782)
Issuance of ordinary shares under employee share options	1,502	15,020	730	73,750	-	-	-	-	-	-	89,500
Share-based payment expenses recognized	-	-	-	5,146	-	-	-	-	-	-	5,146
BALANCE AT DECEMBER 31, 2019	61,878	618,781	730	355,743	55,024	74	338,651	(28)	(374)	(402)	1,368,601
Appropriation of 2019 earnings											
Legal reserve	-	-	-	-	19,074	-	(19,074)	-	-	-	-
Special reserve	-	-	-	-	-	328	(328)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(120,185)	-	-	-	(120,185)
Net profit for the year ended December 31, 2020	-	-	-	-	-	-	866,216	-	-	-	866,216
Other comprehensive loss for the year ended December 31, 2020 , net of income tax	-	-	-	-	-	-	(486)	5	(712)	(707)	(1,193)
Issuance of ordinary shares under employee share options	1,314	13,140	(730)	57,831	-	-	-	-	-	-	70,241
Share-based payment expenses recognized	-	-	-	1,606	-	-	-	-	-	-	1,606
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	-	(9)	9	-	9	-
BALANCE AT DECEMBER 31, 2020	63,192	\$ 631,921	\$ -	\$ 415,180	\$ 74,098	\$ 402	\$ 1,064,785	\$ (14)	\$ (1,086)	\$ (1,100)	\$ 2,185,286

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

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS **FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019** **(In Thousands of New Taiwan Dollars)**

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax for the year	\$ 1,017,107	\$ 243,745
Adjustments for:		
Depreciation expense	69,402	57,504
Amortization expense	27,750	21,123
Expected credit loss (reversed)/recognized on accounts receivable	(605)	1,666
Finance costs	1,022	1,370
Interest income	(774)	(1,074)
Share-based payment expenses recognized	1,606	5,146
Write-down of inventories/(Reversal of write-down of inventories)	4,888	(17,803)
Net loss/(gain) on foreign currency exchange	1,705	(2,138)
Changes in operating assets and liabilities:		
Accounts receivable	(490,445)	(203,081)
Other receivables	(11,410)	(11,956)
Inventories	(685,801)	(118,465)
Net defined benefit assets	-	(51)
Prepayments	(9,261)	5,285
Other current assets	242	(1,321)
Accounts payable	324,314	293,951
Other payables	12,737	16,957
Refund liabilities	(24,513)	16,156
Accrued compensation of employees and remuneration of directors	76,486	2,932
Other current liabilities	995	(4,770)
Net defined benefit liabilities	(608)	(567)
Contract liabilities	6,411	2,259
Cash generated from operations	321,248	306,868
Interest received	626	1,212
Interest paid	(1,358)	(1,748)
Income tax paid	(35,188)	(76,965)
Net cash generated from operating activities	285,328	229,367
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of financial assets at fair value through other comprehensive income	16	-
Purchase of financial assets at amortized cost	1,138	199,989
Purchase of property, plant and equipment	(68,560)	(52,942)
Increase in refundable deposits	(2,091)	(1,604)
Purchase of other intangible assets	(15,062)	(15,483)
Net cash (used in)/generated from investing activities	(84,559)	129,960
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	119,870	122,960
Decrease in short-term borrowings	(181,190)	(153,840)

(Continued)

	2020	2019
Decrease in guarantee deposits	\$ (657)	\$ (940)
Repayment of the principal portion of lease liabilities	(24,283)	(22,090)
Cash dividends paid	(120,185)	(90,564)
Proceeds from the issuance of ordinary shares under employee share options	<u>70,241</u>	<u>89,500</u>
Net cash used in financing activities	<u>(136,204)</u>	<u>(54,974)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>651</u>	<u>(375)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	65,216	303,978
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>779,049</u>	<u>475,071</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 844,265</u>	<u>\$ 779,049</u>

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

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Richwave Technology Corp.

Opinion

We have audited the accompanying parent company only financial statements of Richwave Technology Corp. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2020 and 2019, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2020 and 2019, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter of the Company's parent company only financial statements is described as follows:

Revenue Recognition

According to auditing standards in the Republic of China, there is an inherent risk of fraud in revenue recognition. Management may be under pressure to achieve their targets and attempt to inflate sales figures. In the current year, the shipments of the Company exceeded the original credit limit given, and the shipments were approved by means of temporary credit limit, giving rise to the risk of inflated sales. Therefore, revenue recognition has been identified as a key audit matter for the year ended December 31, 2020. In response to the aforementioned key audit matter, we understood the Company's internal controls on the approval of sales orders and its delivery procedures, tested the operating effectiveness of these controls, selected samples of and tested the validity of occurrence of the sales transactions, checked for discrepancies between the counterparties of the

sales transactions and the parties paying off the receivables, as well as for abnormalities in the payments received after the reporting period. For the accounting policies on revenue recognition, please refer to Note 4 (I) of the parent company only financial statements.

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

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

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

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

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

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

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the parent company only financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2020 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 Cheng-Chih Lin and Tung-Hui Yeh.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 25, 2021

Notice to Readers

The accompanying parent company only 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 parent company only 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 parent company only financial statements shall prevail.

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY BALANCE SHEETS **DECEMBER 31, 2020 AND 2019** **(In Thousands of New Taiwan Dollars)**

	2020		2019	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 6 and 27)	\$ 830,771	23	\$ 764,755	32
Financial assets at fair value through other comprehensive income – current (Notes 7 and 27)	-	-	11	-
Accounts receivable, net (Notes 9, 21 and 27)	1,253,538	34	762,558	32
Other receivables (Notes 9 and 27)	29,418	1	17,860	1
Inventories (Note 10)	1,280,420	35	599,507	25
Prepayments (Note 15)	12,914	-	3,653	-
Other current assets (Note 15)	<u>5,180</u>	<u>-</u>	<u>5,422</u>	<u>-</u>
Total current assets	<u>3,412,241</u>	<u>93</u>	<u>2,153,766</u>	<u>90</u>
NON-CURRENT ASSETS				
Financial assets at amortized cost - non-current (Notes 8, 27 and 29)	3,000	-	4,138	-
Investments accounted for using the equity method (Note 11)	13,494	-	14,294	1
Property, plant and equipment (Note 12)	128,771	4	109,112	5
Right-of-use assets (Notes 3, 5 and 13)	33,002	1	32,657	1
Other intangible assets (Note 14)	18,551	1	20,241	1
Deferred tax assets (Note 23)	36,453	1	39,727	2
Prepaid equipment	4,828	-	581	-
Refundable deposits (Note 27)	10,094	-	8,003	-
Net defined benefit assets - non-current (Note 19)	<u>774</u>	<u>-</u>	<u>774</u>	<u>-</u>
Total non-current assets	<u>248,967</u>	<u>7</u>	<u>229,527</u>	<u>10</u>
TOTAL	<u>\$ 3,661,208</u>	<u>100</u>	<u>\$ 2,383,293</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 16 and 27)	\$ -	-	\$ 59,960	3
Accounts payable (Notes 17 and 27)	969,310	27	643,353	27
Accrued compensation of employees and remuneration of directors (Notes 22 and 27)	100,593	3	24,107	1
Other payables (Notes 18 and 27)	129,581	4	105,528	4
Current tax liabilities (Note 23)	141,236	4	28,569	1
Lease liabilities - current (Notes 3, 13 and 27)	17,030	-	19,778	1
Refund liabilities - current (Notes 18, 21 and 27)	85,093	2	109,902	5
Other current liabilities (Notes 18 and 21)	<u>12,216</u>	<u>-</u>	<u>4,810</u>	<u>-</u>
Total current liabilities	<u>1,455,059</u>	<u>40</u>	<u>996,007</u>	<u>42</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities - non-current (Note 23)	-	-	360	-
Lease liabilities - non-current (Notes 3, 13 and 27)	15,960	-	12,503	1
Guarantee deposits (Note 27)	<u>4,903</u>	<u>-</u>	<u>5,822</u>	<u>-</u>
Total non-current liabilities	<u>20,863</u>	<u>-</u>	<u>18,685</u>	<u>1</u>
Total liabilities	<u>1,475,922</u>	<u>40</u>	<u>1,014,692</u>	<u>43</u>
EQUITY (Note 20)				
Share capital				
Ordinary shares	631,921	17	618,781	26
Capital collected in advance	-	-	730	-
Total share capital	<u>631,921</u>	<u>17</u>	<u>619,511</u>	<u>26</u>
Capital surplus	<u>415,180</u>	<u>12</u>	<u>355,743</u>	<u>15</u>
Retained earnings				
Legal reserve	74,098	2	55,024	2
Special reserve	402	-	74	-
Unappropriated earnings	<u>1,064,785</u>	<u>29</u>	<u>338,651</u>	<u>14</u>
Total retained earnings	<u>1,139,285</u>	<u>31</u>	<u>393,749</u>	<u>16</u>
Other equity	<u>(1,100)</u>	<u>-</u>	<u>(402)</u>	<u>-</u>
Total equity	<u>2,185,286</u>	<u>60</u>	<u>1,368,601</u>	<u>57</u>
TOTAL	<u>\$ 3,661,208</u>	<u>100</u>	<u>\$ 2,383,293</u>	<u>100</u>

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

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

(In Thousands of New Taiwan Dollars, Except Earnings Per Share, in New Taiwan Dollars)

	2020		2019	
	Amount	%	Amount	%
NET REVENUE (Note 21)	\$ 5,350,200	100	\$ 2,749,555	100
OPERATING COSTS (Notes 10, 22 and 28)	<u>3,451,573</u>	<u>64</u>	<u>1,764,877</u>	<u>64</u>
GROSS PROFIT	<u>1,898,627</u>	<u>36</u>	<u>984,678</u>	<u>36</u>
OPERATING EXPENSES (Notes 19 and 22)				
Selling and marketing expenses	197,370	4	187,060	7
General and administrative expenses	179,899	3	151,183	5
Research and development expenses	513,922	10	399,253	15
Expected credit (gain) loss (Note 9)	<u>(605)</u>	<u>-</u>	<u>1,666</u>	<u>-</u>
Total operating expenses	<u>890,586</u>	<u>17</u>	<u>739,162</u>	<u>27</u>
PROFIT FROM OPERATIONS	<u>1,008,041</u>	<u>19</u>	<u>245,516</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES (Note 22)				
Interest income	773	-	1,065	-
Other income	3,089	-	506	-
Other gains and losses	6,314	-	301	-
Finance costs	(1,022)	-	(1,370)	-
Share of loss of subsidiaries	<u>(88)</u>	<u>-</u>	<u>(2,273)</u>	<u>-</u>
Total non-operating income and expenses	<u>9,066</u>	<u>-</u>	<u>(1,771)</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	1,017,107	19	243,745	9
INCOME TAX EXPENSE (Note 23)	<u>150,891</u>	<u>3</u>	<u>53,008</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>866,216</u>	<u>16</u>	<u>190,737</u>	<u>7</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	(608)	-	(567)	-
Unrealized gain on investments in equity instruments designated as at fair value through other comprehensive income	5	-	-	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 23)	122	-	113	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>(712)</u>	<u>-</u>	<u>(328)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(1,193)</u>	<u>-</u>	<u>(782)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 865,023</u>	<u>16</u>	<u>\$ 189,955</u>	<u>7</u>

(Continued)

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

(In Thousands of New Taiwan Dollars, Except Earnings Per Share, in New Taiwan Dollars)

	<u>2020</u>		<u>2019</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
EARNINGS PER SHARE (Note 24)				
Basic	\$ <u>13.82</u>		\$ <u>3.13</u>	
Diluted	\$ <u>13.67</u>		\$ <u>3.04</u>	

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

(Concluded)

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY **FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019** (In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

	Share Capital				Retained Earnings			Other Equity		Total	Total Equity
	Number of Shares (In Thousands)	Ordinary Shares	Capital Collected in Advance	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Valuation Gain / (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translation of the Financial Statements of Foreign Operations		
BALANCE AT JANUARY 1, 2019	60,376	\$ 603,761	\$ -	\$ 276,847	\$ 37,305	\$ 22	\$ 256,703	\$ (28)	\$ (46)	\$ (74)	\$ 1,174,564
Appropriation of 2018 earnings											
Legal reserve	-	-	-	-	17,719	-	(17,719)	-	-	-	-
Special reserve	-	-	-	-	-	52	(52)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(90,564)	-	-	-	(90,564)
Net profit for the year ended December 31, 2019	-	-	-	-	-	-	190,737	-	-	-	190,737
Other comprehensive loss for the year ended December 31, 2019 , net of income tax	-	-	-	-	-	-	(454)	-	(328)	(328)	(782)
Issuance of ordinary shares under employee share options	1,502	15,020	730	73,750	-	-	-	-	-	-	89,500
Share-based payment expenses recognized	-	-	-	5,146	-	-	-	-	-	-	5,146
BALANCE AT DECEMBER 31, 2019	61,878	618,781	730	355,743	55,024	74	338,651	(28)	(374)	(402)	1,368,601
Appropriation of 2019 earnings											
Legal reserve	-	-	-	-	19,074	-	(19,074)	-	-	-	-
Special reserve	-	-	-	-	-	328	(328)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(120,185)	-	-	-	(120,185)
Net profit for the year ended December 31, 2020	-	-	-	-	-	-	866,216	-	-	-	866,216
Other comprehensive loss for the year ended December 31, 2020 , net of income tax	-	-	-	-	-	-	(486)	5	(712)	(707)	(1,193)
Issuance of ordinary shares under employee share options	1,314	13,140	(730)	57,831	-	-	-	-	-	-	70,241
Share-based payment expenses recognized	-	-	-	1,606	-	-	-	-	-	-	1,606
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	-	(9)	9	-	9	-
BALANCE AT DECEMBER 31, 2020	63,192	\$ 631,921	\$ -	\$ 415,180	\$ 74,098	\$ 402	\$ 1,064,785	\$ (14)	\$ (1,086)	\$ (1,100)	\$ 2,185,286

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

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax for the year	\$ 1,017,107	\$ 243,745
Adjustments for:		
Depreciation expense	69,402	57,504
Amortization expense	27,750	21,123
Expected credit loss (reversed)/recognized on accounts receivable	(605)	1,666
Finance costs	1,022	1,370
Interest income	(773)	(1,065)
Share-based payment expenses recognized	1,606	5,146
Share of loss of subsidiaries	88	2,273
Write-down of inventories/(Reversal of write-down of inventories)	4,888	(17,803)
Net loss/(gain) on foreign currency exchange	2,417	(1,810)
Changes in operating assets and liabilities:		
Accounts receivable	(490,445)	(203,081)
Other receivables	(11,410)	(11,956)
Inventories	(685,801)	(118,465)
Net defined benefit assets	-	(51)
Prepayments	(9,261)	5,285
Other current assets	242	(1,321)
Accounts payable	324,314	293,951
Other payables	12,737	16,957
Refund liabilities	(24,513)	16,156
Accrued compensation of employees and remuneration of directors	76,486	2,932
Other current liabilities	995	(4,770)
Net defined benefit liabilities	(608)	(567)
Contract liabilities	6,411	2,259
Cash generated from operations	322,049	309,478
Interest received	625	1,203
Interest paid	(1,358)	(1,748)
Income tax paid	(35,188)	(76,965)
Net cash generated from operating activities	286,128	231,968
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of financial assets at fair value through other comprehensive income	16	-
Purchase of financial assets at amortized cost	1,138	199,989
Purchase of property, plant and equipment	(68,560)	(52,942)
Increase in refundable deposits	(2,091)	(1,604)
Purchase of other intangible assets	(15,062)	(15,483)
Net cash (used in)/generated from investing activities	(84,559)	129,960

(Continued)

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	\$ 119,870	\$ 122,960
Decrease in short-term borrowings	(181,190)	(153,840)
Decrease in guarantee deposits	(657)	(940)
Repayment of the principal portion of lease liabilities	(24,283)	(22,090)
Cash dividends paid	(120,185)	(90,564)
Proceeds from the issuance of ordinary shares under employee share options	<u>70,241</u>	<u>89,500</u>
Net cash used in financing activities	<u>(136,204)</u>	<u>(54,974)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>651</u>	<u>(375)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	66,016	306,579
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>764,755</u>	<u>458,176</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 830,771</u>	<u>\$ 764,755</u>

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

(Concluded)

Richwave Technology Inc.
Articles of Incorporation
Comparison Table of Amended Articles

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
Article 7	The total capital stock of the Corporation shall be in the amount of <u>1,000,000,000</u> New Taiwan Dollars, divided into <u>100,000,000</u> shares, at 10 New Taiwan Dollars each, and may be paid-up in installments. A total amount of 100,000,000 New Taiwan Dollars, divided into 10,000,000 shares, at ten New Taiwan Dollars each, among the above total capital stock should be reserved for issuing stock options certificates, stock certificates with attached warrant, or corporate bond with attached warrant.	The total capital stock of the Corporation shall be in the amount of <u>2,000,000,000</u> New Taiwan Dollars, divided into <u>200,000,000</u> shares, at 10 New Taiwan Dollars each, and may be paid-up in installments. A total amount of 100,000,000 New Taiwan Dollars, divided into 10,000,000 shares, at ten New Taiwan Dollars each, among the above total capital stock should be reserved for issuing stock options certificates, stock certificates with attached warrant, or corporate bond with attached warrant.	Considering the operating structure of the company, it is proposed to revise the total capital of the company
Article 17	he Corporation shall have <u>five</u> to <u>seven</u> Directors, and the term shall be three (3) years. The Directors shall be selected by eligible Shareholders, and shall be eligible for re-election. At least <u>two</u> (2) directors or one-fifth of all directors, whichever is higher, shall be the independent directors. The qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters shall be subject to the applicable laws.	he Corporation shall have <u>seven</u> to <u>nine</u> Directors, and the term shall be three (3) years. The Directors shall be selected by eligible Shareholders, and shall be eligible for re-election. At least <u>three</u> (3) directors or one-fifth of all directors, whichever is higher, shall be the independent directors. The qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters shall be subject to the applicable laws.	Revised in accordance with the amendment of the regulations
Article	These Articles of Incorporation are agreed to and signed on	These Articles of Incorporation are agreed to and signed on	Added the amendment

28	December 31, 2003, and the first Amendment was amended on January 30, 2004, the second Amendment on June 30, 2009, the third Amendment on June 04, 2010, the fourth Amendment on June 03, 2011, the fifth Amendment on June 06, 2012, the sixth Amendment on May 27, 2016, the seventh Amendment on May 26, 2017, the eighth Amendment on May 24, 2019, the ninth Amendment on May 29, 2020	December 31, 2003, and the first Amendment was amended on January 30, 2004, the second Amendment on June 30, 2009, the third Amendment on June 04, 2010, the fourth Amendment on June 03, 2011, the fifth Amendment on June 06, 2012, the sixth Amendment on May 27, 2016, the seventh Amendment on May 26, 2017, the eighth Amendment on May 24, 2019, the ninth Amendment on May 29, 2020, the tenth Amendment on May 27, 2021	date and number of times
----	---	--	--------------------------

RichWave Technology Corporation
Rules of Procedure for Shareholders Meetings

Attachment 7

Comparison Table of Amended Articles

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
Article 3	<p>I,II,III,...Omitted. Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. <u>Its main content may be placed on a website designated by the securities authority or company and its web address shall be included in the notice.</u></p> <p>V...Omitted A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. <u>A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at</u></p>	<p>I,II,III,...Omitted. Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles <u>26-1 and</u> 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>V...Omitted A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda, provided a shareholder proposal for urging the corporation to promote public interests or fulfill its social responsibilities</p>	Revised in accordance with the amendment of the regulations

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	<p><u>a regular meeting of shareholders by the board of directors.</u> In addition, 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.</p> <p>...Omitted</p>	<p>may still be included in the agenda by the board of directors.. In addition, 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.</p> <p>...Omitted</p>	
Article 9	<p>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 and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>...Omitted</p>	<p>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 and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time.</p> <p><u>At the time of the session, the Chairman shall declare the meeting and at the same time announce the number of non-voting rights and the number of shares present and other relevant information</u></p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still</p>	Revised in accordance with the amendment of the regulations

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
		represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned ...Omitted	
Article 14	<p>The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment procedure adopted by this Corporation, and the voting results shall be announced on-site immediately.</p> <p>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 1 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.</p>	<p>The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment procedure adopted by this Corporation, and the voting results shall be announced on-site immediately, <u>including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.</u></p> <p>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 1 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.</p>	Revised in accordance with the amendment of the regulations
Article 20	<p>These Regulations were resolved on June 30, 2009. These Regulations were first resolved on June 06, 2012. These Regulations were second resolved on June 13, 2014. These Regulations were third resolved on May 08, 2015. These Regulations were fourth resolved on May 24, 2019.</p>	<p>These Regulations were resolved on June 30, 2009. These Regulations were first resolved on June 06, 2012. These Regulations were second resolved on June 13, 2014. These Regulations were third resolved on May 08, 2015. These Regulations were fourth resolved on May 24, 2019.</p>	Added the amendment date and number of times

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	These Regulations were fifth resolved on May 20, 2020.	These Regulations were fifth resolved on May 20, 2020. <u>These Regulations were sixth resolved on May 27, 2021</u>	

RichWave Technology Corporation
Procedures for Election of Directors

Attachment 8

Comparison Table of Amended Articles

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
Article 7	<u>The board of directors</u> shall prepare separate ballots for directors in numbers corresponding to the directors to be elected.... ..Omitted.	<u>The board of directors</u> shall prepare separate ballots for directors in numbers corresponding to the directors to be elected.... ..Omitted.	Revised in accordance with the amendment of the regulations
Article 9	Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by <u>the</u> <u>board of directors</u> and publicly checked by the vote monitoring personnel before voting commences.	Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by <u>the</u> <u>board of directors</u> and publicly checked by the vote monitoring personnel before voting commences.	Revised in accordance with the amendment of the regulations
Article 10	If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the	This article is deleted	Deleted in accordance with the amendment of the regulations

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.		
Article 11	<p>Article 11</p> <p>A ballot is invalid under any of the following circumstances:</p> <ol style="list-style-type: none"> 1. The ballot was not prepared by <u>the board of directors</u>. 2. A blank ballot is placed in the ballot box. 3. The writing is unclear and indecipherable or has been altered. 4. The candidate <u>whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.</u> 5. <u>Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.</u> 	<p>Article 10</p> <p>A ballot is invalid under any of the following circumstances:</p> <ol style="list-style-type: none"> 1.The ballot was not prepared by <u>a person with the right to convene.</u> 2. A blank ballot is placed in the ballot box. 3. The writing is unclear and indecipherable or has been altered. 4.The candidate whose name is entered in the ballot does not conform to the director candidate list. 5.Other words or marks are entered in addition to the number of voting rights allotted. 	Revised in accordance with the amendment of the regulations

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	<u>6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.</u> <u>7. One ballot has been balloted with two candidates or more than two.</u>		
Article 12	Article 1 <u>2</u>	Article 1 <u>1</u>	To change the serial number of the article
Article 13	Article 1 <u>3</u>	Article 1 <u>2</u>	To change the serial number of the article
Article 14	<u>Article 14</u> These Procedures were resolved on February 12, 2015, and the first Amendment was amended on May 24, 2019.	<u>Article 13</u> These Procedures were resolved on February 12, 2015, and the first Amendment was amended on May 24, 2019, and the second Amendment was amended on May 27, 2021.	Added the amendment date and number of times