

RichWave Technology Corporation

Handbook for the 2024 Annual Meeting of Shareholders

(TRANSLATION)

Meeting Date: May 29, 2024

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RichWave Technology Corporation

Procedure for the 2024 Annual Meeting of Shareholders

1. Call the Meeting to Order
2. Chairman Remarks
3. Report Items
4. Acknowledgements
5. Proposed Resolutions
6. Extemporaneous Motions
7. Meeting Adjourned

RichWave Technology Corporation
Year 2024
Agenda of Annual Meeting of Shareholders

- I. Time: 10:00 a.m. May 29, 2024 (Wednesday)
- II. Venue: 1F., No. 399, Ruiguang Road, Neihu District, Taipei City
(International Multi-Functional Conference Room, Liberty Square)
- III. Held by means of: Physical shareholders' meeting
- IV. Call Meeting to Order
- V. Chairperson Remarks
- VI. Report Items
 - (I) To report the business of 2023.
 - (II) Audit Committee's review report.
 - (III) To report 2023 employees' profit sharing and directors' compensation.
 - (IV) The company issued the first domestic unsecured convertible corporate bond report.
- VII. Acknowledgements
 - (I) Adoption of the 2023 Business Report and Financial Statements.
 - (II) Adoption of the proposal for distribution of 2023 earnings.
- VIII. Proposed Resolutions
 - (I) To revise the" Articles of Incorporation"
- IX. Extemporary Motions
- X. Meeting Adjourned

Report Items

Report I

Case: To report the business of 2023.

Explanation: The 2023 Business Report is provided (please refer to page 7 to 10 in Attachment 1 of the Handbook).

Report II

Case: Audit committee's review report.

Explanation: The audit committee's review report is provided (please refer to page 11 in Attachment 2 of the Handbook).

Report III

Case: To report 2023 employees' profit sharing and directors' compensation

Explanation: Pursuant to Article 24 of the Articles of Incorporation, as no profit was made in 2023, no remuneration to employees and directors shall be distributed.

Report IV

Case: The company issued the first domestic unsecured convertible corporate bond report.

Explanation: 1. The Company shall report the reasons and relevant matters for inviting corporate bond subscriptions per Article 246 of the Company Act.

2. Through a resolution of the Board of Directors on April 28, 2022 for the Company to issue the first domestic unsecured corporate bonds to increase working capital, the Company raised NT\$314,951,450. The issuance became effective by the Financial Supervisory Commission's Ching-Kuan-Cheng-Fa-Tze No. 11103476261 letters. Trading of the first domestic unsecured convertible corporate bonds began on TPEx on July 29, 2022.

3. The report on issuing the first domestic unsecured convertible corporate bonds of 2022 is attached (please refer to page 12 to 13 in Attachment 3 of the Handbook) .

Acknowledgements

Acknowledgement I

Proposed by the Board of Directors

Case: Adoption of the 2023 Business Report and Financial Statements.

- Explanation: 1. The 2023 balance sheet, comprehensive Income statement, statement of changes in equity, and cash flow statement were passed in the 7th meeting of the 11th-term Board of Directors on Feb. 29, 2024 and audited by the CPAs, Su-Li Fang and J ian-Ming Zeng, 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 page 7 to 10 in Attachment 1 and page 14 to 32 of Attachment 4 of the Handbook).

Resolution:

Acknowledgement II

Proposed by the Board of Directors

Case: Adoption of the proposal for distribution of 2023 earnings.

- Explanation: 1. After the undistributed earnings at the beginning of the period of NT\$631,655,145 less 2023 net loss after profit of NT\$222,288,707, and defined benefits plan of NT\$62,710, statutory special surplus reserve of NT\$710,332 was appropriated and the undistributed earnings at the end of the period amounted to NT\$408,593,396.
2. The 2023 earnings distribution table is as follows:

RichWave Technology Corporation
Earnings Distribution Table
2023

Unit: NT\$

Item	Amount
Undistributed earnings at the beginning of the period	\$631,655,145
Less : Net loss of 2023	(222,288,707)
Re-measurement of defined benefit plan converted into retained earnings	(62,710)
Appropriation Item	
Allocation of special surplus reserve pursuant to laws	(710,332)
Undistributed retained earnings from previous years	\$408,593,396

Chairman of the Board: Dye-Jyun Ma

Managerial Officer: Shih-Chi Wang

Chief Accounting Officer: Wei-Che Hsu

3. As no undistributed earnings were retained at the end of the period in 2023, no dividends shall be distributed to shareholders.

Resolution:

Proposed Resolutions

Proposal I

Proposed by the Board of Directors

Case: To revise the "Articles of Incorporation".

Explanation: 1. Articles of Incorporation

2. The comparison table of amended articles of the "Articles of Incorporation" is provided (please refer to page 33 to 34 in Attachment 5 of the Handbook).

Resolution:

IX. Extemporaneous Motions

X. Meeting Adjourned

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 uphold its unique position in the market with a diverse range of wireless application. We remain confident for the future to come.

I. 2023 Business Report

(I) Consolidated Business Results

Unit: NT\$ thousands ; %

Year	2023	2022	Amount of increase (decrease)	%
Item	2,984,581	3,429,371	(444,790)	(13)
Operating revenue	802,090	1,058,590	(256,500)	(24)
Gross operating profit	(297,479)	(17,205)	(280,274)	(1,629)
Net operating revenue	(278,131)	61,289	(339,420)	(554)
Net profit before tax	(222,289)	55,059	(277,348)	(504)
Net profit after tax	(223,375)	57,484	(280,859)	(489)

(II) Budget Implementation

The Company did not prepare a financial forecast for 2023 and therefore does not have budget achievement status for reporting.

(III) Analysis of Consolidated Financial Structure, Solvency, and Profitability

		2023	2022
Financial structure (%)	Liabilities to assets ratio	30.73	31.19
	Long-term working capital to real estate, plants and equipment ratio	1,133.31	1,414.60
Solvency (%)	Current ratio	290.51	400.68
	Quick ratio	223.59	271.82
Profitability (%)	Return on assets	(6.56)	1.75
	Return on equity	(9.72)	2.31
	Ratio of net profit before tax to paid-in capital	(30.75)	6.80
	Profit margin	(7.45)	1.61
	Earnings per share	(2.46)	0.62

(IV) Research and Development

Unit: NT\$ thousands

	2023	2022
R&D expenses	653,715	602,470
Operating revenue	2,984,581	3,429,371
Proportion of R&D expenses in business revenue	21.9%	17.6%

II. Summary of 2024 Business Plan

(I) 2024 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 2024, 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 1,200 to 1,500 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 2024 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

In 2023, RichWave had successfully developed WiFi 7 products. Looking forward to 2024, the mobile communication and wireless communication

industries will continue to flourish. In addition to continuing to improve and improve WiFi 6E products, RichWave will also mass-produce WiFi 7 products. It is expected that with the increasingly complete Wifi 6 and 6E product lines and the support of the launch of WiFi 7 products, we can expect to continue to grow in the global WiFi RF IC market revenue.

(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 Review Report

The Company's Board of Directors prepared the 2023 Business Report, financial statements, and earnings distribution table. The financial statements were audited by Su-Li Fang, CPA, and Jian-Ming Zeng, 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

RichWave Technology Corporation 2024 Annual General Shareholders' Meeting

RichWave Technology Corporation

Chairman of the Audit Committee:

Chia-Ying Ma

February 29, 2024

Richwave Technology Corp.
Issuing of First Domestic Unsecured Convertible Corporate Bonds of 2022

March 31, 2024

Type of corporate bonds		First domestic unsecured convertible corporate bonds
Date of issuance (processing)		July 29, 2022
Par value		NT\$100,000 per 1,000 shares
Place of issuance and listing		Taipei Exchange
Issue price		Issued at 104.98% of the par value
Total		The total amount of issuance is NT\$300 million
Interest rate		0% coupon rate
Maturity		3 years; maturity date: July 29, 2025
Guarantor		None
Trustee		Taishin International Bank Co., Ltd.
Underwriter		Taishin Securities Co., Ltd.
Verification by legal counsel		Lawyer Peng, I-Cheng of Handsome Attorneys-at-Law
CPAs		CPAs Tseng, Chien-Ming and Fang, Su-Li of Deloitte, Taiwan
Repayment method		1.Term to maturity: 3 years 2.Repayment method: Except where the bondholder converts the bonds into the Company's ordinary shares according to Article 10 of these measures or exercises their right to sell the bonds according to Article 19 of these measures, or the Company redeems the bonds in advance according to Article 18 of these measures, or the Company cancels the bonds that it bought back from the OTC market, the Company will repay the convertible corporate bonds in full by cash at par value within ten business days from the day after the maturity date. If the aforementioned date falls on a day when the Taipei securities market is closed, repayment will be postponed to the next business day.
Outstanding principal		NT\$300 million
Redemption or early repayment clauses		See the Company's rules for issuing and converting bonds
Restrictive clauses		See the Company's rules for issuing and converting bonds
Name of credit rating institute, date of the rating, and credit rating result on the corporate bonds		None
Attachment of other rights and obligations	The amount converted (exchanged or subscribed) to ordinary shares, global depositary receipts, or other securities up to the publication date of this annual report	From the issuance date to March 31, 2024, bondholders have applied to convert to a total of 506,218 ordinary shares of the Company.
	Issuance and conversion (exchange or subscription) rules	Please see the bond issuance information in the bond rating section of the Market Observation Post System (MOPS)

Type of corporate bonds	First domestic unsecured convertible corporate bonds
The possible dilution conditions and influence on shareholders' interests caused by the issuance and conversion, exchange, or subscription rules	The number of shares in circulation up to March 31, 2024, was 90,675,124. If all bondholders of the convertible corporate bonds request conversion at the current conversion price of NT\$136.5, then 1,691,575 shares must be issued. The number of shares accounts for 1.87% of the total outstanding shares and should have no material impact on shareholder equity.
Name of custodian institution of exchanged items	None

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, 2023 and 2022, 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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the 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, 2023. 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. The main source of revenue for Richwave Technology Corp. is sales of WIFI products. The net revenue for the year ended December 31, 2023 was \$2,984,581 thousand. For the accounting policies on revenue recognition, please refer to Notes 4 (1), 21 and 34 of the consolidated financial statements.

Affected by the decline in market demand for the year ended December 31, 2023, Richwave Technology Corp.'s overall net revenue decreased by 13% compared with the year ended December 31, 2022. Therefore, the sales revenue generated by specific sales clients who had not experienced a significant decline in sales or whose sales growth this year are considered potential fraud. Therefore, revenue recognition has been identified as a key audit matter for the year ended December 31, 2023.

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 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.

Other Matter

We have also audited the parent company only financial statement of Richwave Technology Corp. as of and for the years ended December 31, 2023 and 2022 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and 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, 2023 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 Su-Li Fang and Jian-Ming Zeng.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 29, 2024

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, 2023 AND 2022** **(In Thousands of New Taiwan Dollars)**

	2023		2022	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Notes 6 and 28)	\$ 918,082	29	\$ 1,015,303	30
Financial assets at fair value through profit or loss - current (Notes 7 and 28)	809	-	-	-
Accounts receivable, net (Notes 9, 21 and 28)	1,114,690	35	1,046,374	30
Other receivables (Notes 9 and 28)	38,787	1	36,337	1
Current tax assets (Note 23)	1,968	-	-	-
Inventories (Note 10)	519,061	17	927,493	27
Prepayments (Note 15)	100,319	3	56,718	2
Other current assets (Note 15)	1,531	-	10,314	-
Total current assets	<u>2,695,247</u>	<u>85</u>	<u>3,092,539</u>	<u>90</u>
NON-CURRENT ASSETS				
Financial assets at amortized cost - non-current (Notes 8, 28 and 30)	9,900	-	12,900	-
Property, plant and equipment (Note 12)	198,407	6	189,182	6
Right-of-use assets (Notes 13)	61,830	2	28,250	1
Other intangible assets (Note 14)	49,047	2	14,876	-
Deferred tax assets (Note 23)	146,311	5	94,744	3
Prepaid equipment	6,097	-	6,690	-
Refundable deposits (Note 28)	7,383	-	7,248	-
Net defined benefit assets - non-current (Note 19)	2,112	-	1,565	-
Total non-current assets	<u>481,087</u>	<u>15</u>	<u>355,455</u>	<u>10</u>
TOTAL	<u>\$ 3,176,334</u>	<u>100</u>	<u>\$ 3,447,994</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Accounts payable (Notes 17 and 28)	\$ 356,681	11	\$ 388,724	11
Accrued compensation of employees and remuneration of directors (Note 22)	-	-	6,061	-
Other payables (Notes 18 and 28)	135,655	4	149,809	4
Current tax liabilities (Note 23)	-	-	11,476	-
Lease liabilities - current (Notes 13 and 28)	21,399	1	22,828	1
Current portion of bonds payable (Notes 16 and 28)	253,528	8	-	-
Refund liabilities - current (Notes 18 and 21)	145,488	5	185,465	6
Other current liabilities (Notes 18 and 21)	15,007	-	7,468	-
Total current liabilities	<u>927,758</u>	<u>29</u>	<u>771,831</u>	<u>22</u>
NON-CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - non-current (Notes 7 and 28)	-	-	480	-
Bonds payable (Notes 16 and 28)	-	-	286,293	9
Deferred tax liabilities (Note 23)	6,159	-	9,391	-
Lease liabilities - non-current (Notes 13 and 28)	40,615	2	5,747	-
Guarantee deposits (Note 28)	1,603	-	1,602	-
Total non-current liabilities	<u>48,377</u>	<u>2</u>	<u>303,513</u>	<u>9</u>
Total liabilities	<u>976,135</u>	<u>31</u>	<u>1,075,344</u>	<u>31</u>
EQUITY (Notes 20 and 25)				
Share capital				
Ordinary shares	904,554	28	901,689	26
Capital surplus	674,357	21	626,298	18
Retained earnings				
Legal reserve	212,694	7	207,114	6
Special reserve	-	-	1,373	-
Unappropriated earnings	409,304	13	635,863	19
Total retained earnings	621,998	20	844,350	25
Other equity	(710)	-	313	-
Total equity	<u>2,200,199</u>	<u>69</u>	<u>2,372,650</u>	<u>69</u>
TOTAL	<u>\$ 3,176,334</u>	<u>100</u>	<u>\$ 3,447,994</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, 2023 AND 2022

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

	2023		2022	
	Amount	%	Amount	%
NET REVENUE (Note 21)	\$ 2,984,581	100	\$ 3,429,371	100
OPERATING COSTS (Notes 10 and 22)	<u>2,182,491</u>	<u>73</u>	<u>2,370,781</u>	<u>69</u>
GROSS PROFIT	<u>802,090</u>	<u>27</u>	<u>1,058,590</u>	<u>31</u>
OPERATING EXPENSES (Notes 19 and 22)				
Selling and marketing expenses	217,879	7	217,837	6
General and administrative expenses	232,651	8	243,362	7
Research and development expenses	653,715	22	602,470	18
Expected credit loss (gain) (Note 9)	<u>(4,676)</u>	<u>-</u>	<u>12,126</u>	<u>-</u>
Total operating expenses	<u>1,099,569</u>	<u>37</u>	<u>1,075,795</u>	<u>31</u>
PROFIT (LOSS) FROM OPERATIONS	<u>(297,479)</u>	<u>(10)</u>	<u>(17,205)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES (Note 22)				
Interest income	20,825	1	10,627	-
Other income	1,469	-	1,013	-
Other gains and losses	3,318	-	71,741	2
Finance costs	<u>(6,264)</u>	<u>-</u>	<u>(4,887)</u>	<u>-</u>
Total non-operating income and expenses	<u>19,348</u>	<u>1</u>	<u>78,494</u>	<u>2</u>
PROFIT (LOSS) BEFORE INCOME TAX	(278,131)	(9)	61,289	2
INCOME TAX EXPENSE (BENEFIT) (Note 23)	<u>(55,842)</u>	<u>(2)</u>	<u>6,230</u>	<u>-</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(222,289)</u>	<u>(7)</u>	<u>55,059</u>	<u>2</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	<u>(78)</u>	-	924	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 23)	15	-	(185)	-

(Continued)

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

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

	2023		2022	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Note 20)	\$ (1,023)	-	\$ 1,686	-
Other comprehensive income (loss) for the year, net of income tax	(1,086)	-	2,425	-
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ (223,375)</u>	<u>(7)</u>	<u>\$ 57,484</u>	<u>2</u>
EARNINGS (LOSS) PER SHARE (Note 24)				
Basic	\$ (2.46)		\$ 0.62	
Diluted	\$ (2.46)		\$ 0.62	

(Concluded)

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

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

	Share Capital		Capital Surplus	Retained Earnings			Other Equity		Total	Total Equity
	Number of Shares (In Thousands)	Ordinary Shares		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, 2022	88,469	\$ 884,689	\$ 416,354	\$ 160,670	\$ 1,101	\$ 936,423	\$ (14)	\$ (1,359)	\$ (1,373)	\$ 2,397,864
Appropriation of 2021 earnings										
Legal reserve	-	-	-	46,444	-	(46,444)	-	-	-	-
Special reserve	-	-	-	-	272	(272)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(309,642)	-	-	-	(309,642)
Due to recognition of equity component of convertible bonds issued	-	-	28,500	-	-	-	-	-	-	28,500
Net profit for the year ended December 31, 2022	-	-	-	-	-	55,059	-	-	-	55,059
Other comprehensive gain for the year ended December 31, 2022 , net of income tax	-	-	-	-	-	739	-	1,686	1,686	2,425
Share-based payment expenses recognized	-	-	22,569	-	-	-	-	-	-	22,569
Issue of shares	<u>1,700</u>	<u>17,000</u>	<u>158,875</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>175,875</u>
BALANCE AT DECEMBER 31, 2022	90,169	901,689	626,298	207,114	1,373	635,863	(14)	327	313	2,372,650
Appropriation of 2022 earnings										
Legal reserve	-	-	-	5,580	-	(5,580)	-	-	-	-
Special reserve	-	-	-	-	(1,373)	1,373	-	-	-	-
Net loss for the year ended December 31, 2023	-	-	-	-	-	(222,289)	-	-	-	(222,289)
Other comprehensive loss for the year ended December 31, 2023 , net of income tax	-	-	-	-	-	(63)	-	(1,023)	(1,023)	(1,086)
Share-based payment expenses recognized	-	-	13,352	-	-	-	-	-	-	13,352
Convertible bonds converted to ordinary shares	<u>286</u>	<u>2,865</u>	<u>34,707</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>37,572</u>
BALANCE AT DECEMBER 31, 2023	<u>90,455</u>	<u>\$ 904,554</u>	<u>\$ 674,357</u>	<u>\$ 212,694</u>	<u>\$ -</u>	<u>\$ 409,304</u>	<u>\$ (14)</u>	<u>\$ (696)</u>	<u>\$ (710)</u>	<u>\$ 2,200,199</u>

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, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (Loss) before income tax for the year	\$ (278,131)	\$ 61,289
Adjustments for:		
Depreciation expense	113,212	104,331
Amortization expense	32,110	30,458
Expected credit loss (reversed)	(4,676)	12,126
Net (gain) loss on fair value changes of financial assets and liabilities at fair value through profit or loss	(1,404)	780
Finance costs	6,264	4,887
Interest income	(20,825)	(10,627)
Share-based payment expenses recognized	13,352	22,569
Loss on disposal of property, plant and equipment	10	218
Gain on disposal of subsidiary	(466)	-
(Reversal of) Write-down of inventories	(12,951)	50,144
Net loss (gain) on foreign currency exchange	16,470	(50,719)
Profit from lease modification	-	(627)
Changes in operating assets and liabilities:		
Accounts receivable	(85,707)	(308,157)
Other receivables	(1,651)	(25,393)
Inventories	421,383	395,823
Net defined benefit assets	(625)	(603)
Prepayments	(43,601)	(29,132)
Other current assets	8,783	(3,787)
Refund liabilities	(39,977)	13,847
Accounts payable	(29,480)	152,819
Other payables	(16,910)	2,764
Accrued compensation of employees and remuneration of directors	(6,061)	(46,050)
Other current liabilities	768	779
Contract liabilities	<u>6,771</u>	<u>(4,011)</u>
Cash generated from operations	76,658	373,728
Interest received	20,026	9,194
Interest paid	(1,342)	(2,912)
Income tax paid	<u>(12,386)</u>	<u>(7,826)</u>
Net cash generated from operating activities	<u>82,956</u>	<u>372,184</u>

(Continued)

RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	\$ -	\$ (9,900)
Proceeds from disposal of financial assets at amortized cost	3,000	107,000
Purchase of property, plant and equipment	(97,536)	(65,956)
Proceeds from disposal of property, plant and equipment	254	14
Increase in refundable deposits	(2,321)	-
Decrease in refundable deposits	2,186	5,538
Purchase of other intangible assets	<u>(57,686)</u>	<u>(30,963)</u>
Net cash from (used) in investing activities	<u>(152,103)</u>	<u>5,733</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	-	1,060,000
Decrease in short-term borrowings	-	(1,260,000)
Proceeds from issuing convertible bonds	-	312,341
Decrease in guarantee deposits	-	(3,647)
Repayment of the principal portion of lease liabilities	(30,457)	(30,657)
Cash dividends paid	-	(309,642)
Proceeds from issuing shares	<u>-</u>	<u>175,875</u>
Net cash used in financing activities	<u>(30,457)</u>	<u>(55,730)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>2,383</u>	<u>51,776</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(97,221)	373,963
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,015,303</u>	<u>641,340</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u><u>\$ 918,082</u></u>	<u><u>\$ 1,015,303</u></u>

(Concluded)

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, 2023 and 2022, 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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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, 2023. 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. The main source of revenue for Richwave Technology Corp. is sales of WIFI products. The net revenue for the year ended December 31, 2023 was \$2,984,581 thousand. For the accounting policies on revenue recognition, please refer to Notes 4 (I) and 21 of the parent company only financial statements.

Affected by the decline in market demand for the year ended December 31, 2023, Richwave Technology Corp.'s overall net revenue decreased by 13% compared with the year ended December 31, 2022. Therefore, the sales revenue generated by specific sales clients who have not experienced a significant decline in sales or whose sales

growth this year are considered potential fraud. Therefore, revenue recognition has been identified as a key audit matter for the year ended December 31, 2023.

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 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.

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, 2023 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 Su-Li Fang and Jian-Ming Zeng.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 29, 2024

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, 2023 AND 2022** **(In Thousands of New Taiwan Dollars)**

	2023		2022	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 6 and 28)	\$ 871,880	28	\$ 964,150	28
Financial assets at fair value through profit or loss - current (Notes 7 and 28)	809	-	-	-
Accounts receivable, net (Notes 9, 21 and 28)	1,114,690	35	1,045,751	30
Other receivables (Notes 9 and 28)	36,422	1	26,301	1
Current tax assets (Note 23)	1,968	-	-	-
Inventories (Note 10)	519,030	16	927,462	27
Prepayments (Note 15)	96,813	3	53,340	2
Other current assets (Note 15)	<u>1,531</u>	<u>-</u>	<u>10,314</u>	<u>-</u>
Total current assets	<u>2,643,143</u>	<u>83</u>	<u>3,027,318</u>	<u>88</u>
NON-CURRENT ASSETS				
Financial assets at amortized cost - non-current (Notes 8, 28 and 30)	9,900	-	12,900	-
Investments accounted for using the equity method (Note 11)	70,535	2	70,729	2
Property, plant and equipment (Note 12)	188,663	6	184,910	5
Right-of-use assets (Notes 13)	56,882	2	22,150	1
Other intangible assets (Note 14)	48,996	2	14,876	1
Deferred tax assets (Note 23)	146,311	5	94,744	3
Prepaid equipment	6,097	-	6,690	-
Refundable deposits (Note 28)	7,383	-	7,248	-
Net defined benefit assets - non-current (Note 19)	<u>2,112</u>	<u>-</u>	<u>1,565</u>	<u>-</u>
Total non-current assets	<u>536,879</u>	<u>17</u>	<u>415,812</u>	<u>12</u>
TOTAL	<u>\$ 3,180,022</u>	<u>100</u>	<u>\$ 3,443,130</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Accounts payable (Notes 17 and 28)	\$ 356,681	11	\$ 388,724	11
Accrued compensation of employees and remuneration of directors (Note 22)	-	-	6,061	-
Other payables (Notes 18 and 28)	130,654	4	138,522	4
Other payables from related parties (Notes 28 and 29)	13,660	-	12,563	-
Current tax liabilities (Note 23)	-	-	11,476	-
Lease liabilities - current (Notes 13 and 28)	16,570	1	17,420	1
Current portion of bonds payable (Notes 16 and 28)	253,528	8	-	-
Refund liabilities - current (Notes 18 and 21)	145,488	5	185,465	6
Other current liabilities (Notes 18 and 21)	<u>15,007</u>	<u>-</u>	<u>7,468</u>	<u>-</u>
Total current liabilities	<u>931,588</u>	<u>29</u>	<u>767,699</u>	<u>22</u>
NON-CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - non-current (Notes 7 and 28)	-	-	480	-
Bonds payable (Notes 16 and 28)	-	-	286,293	9
Deferred tax liabilities (Note 23)	6,159	-	9,391	-
Lease liabilities - non-current (Notes 13 and 28)	40,473	2	5,015	-
Guarantee deposits (Note 28)	<u>1,603</u>	<u>-</u>	<u>1,602</u>	<u>-</u>
Total non-current liabilities	<u>48,235</u>	<u>2</u>	<u>302,781</u>	<u>9</u>
Total liabilities	<u>979,823</u>	<u>31</u>	<u>1,070,480</u>	<u>31</u>
EQUITY (Notes 20 and 25)				
Share capital				
Ordinary shares	<u>904,554</u>	<u>28</u>	<u>901,689</u>	<u>26</u>
Capital surplus	<u>674,357</u>	<u>21</u>	<u>626,298</u>	<u>18</u>
Retained earnings				
Legal reserve	212,694	7	207,114	6
Special reserve	-	-	1,373	-
Unappropriated earnings	<u>409,304</u>	<u>13</u>	<u>635,863</u>	<u>19</u>
Total retained earnings	<u>621,998</u>	<u>20</u>	<u>844,350</u>	<u>25</u>
Other equity	<u>(710)</u>	<u>-</u>	<u>313</u>	<u>-</u>
Total equity	<u>2,200,199</u>	<u>69</u>	<u>2,372,650</u>	<u>69</u>
TOTAL	<u>\$ 3,180,022</u>	<u>100</u>	<u>\$ 3,443,130</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, 2023 AND 2022

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

	2023		2022	
	Amount	%	Amount	%
NET REVENUE (Notes 21 and 29)	\$ 2,984,581	100	\$ 3,429,200	100
OPERATING COSTS (Notes 10 and 22)	<u>2,182,491</u>	<u>73</u>	<u>2,370,665</u>	<u>69</u>
GROSS PROFIT	<u>802,090</u>	<u>27</u>	<u>1,058,535</u>	<u>31</u>
OPERATING EXPENSES (Notes 19, 22 and 29)				
Selling and marketing expenses	154,259	5	170,053	5
General and administrative expenses	298,516	10	292,579	8
Research and development expenses	653,715	22	602,470	18
Expected credit loss (gain) (Note 9)	<u>(4,676)</u>	<u>-</u>	<u>12,126</u>	<u>-</u>
Total operating expenses	<u>1,101,814</u>	<u>37</u>	<u>1,077,228</u>	<u>31</u>
LOSS FROM OPERATIONS	<u>(299,724)</u>	<u>(10)</u>	<u>(18,693)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES (Note 22)				
Interest income	20,762	1	10,599	-
Other income	1,465	-	938	-
Other gains and losses	3,004	-	70,235	2
Finance costs	(6,185)	-	(4,758)	-
Share of profit or loss of subsidiaries	<u>2,465</u>	<u>-</u>	<u>2,965</u>	<u>-</u>
Total non-operating income and expenses	<u>21,511</u>	<u>1</u>	<u>79,979</u>	<u>2</u>
PROFIT (LOSS) BEFORE INCOME TAX	(278,213)	(9)	61,286	2
INCOME TAX EXPENSE (BENEFIT) (Note 23)	<u>(55,924)</u>	<u>2</u>	<u>6,227</u>	<u>-</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(222,289)</u>	<u>(7)</u>	<u>55,059</u>	<u>2</u>

(Continued)

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

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

	2023		2022	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	\$ (78)	-	\$ 924	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 23)	15	-	(185)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Note 20)	<u>(1,023)</u>	<u>-</u>	<u>1,686</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(1,086)</u>	<u>-</u>	<u>2,425</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ (223,375)</u>	<u>(7)</u>	<u>\$ 57,484</u>	<u>2</u>
EARNINGS (LOSS) PER SHARE (Note 24)				
Basic	<u>\$ (2.46)</u>		<u>\$ 0.62</u>	
Diluted	<u>\$ (2.46)</u>		<u>\$ 0.62</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, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

	Share Capital		Capital Surplus	Retained Earnings			Other Equity		Total	Total Equity
	Number of Shares (In Thousands)	Ordinary Shares		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, 2022	88,469	\$ 884,689	\$ 416,354	\$ 160,670	\$ 1,101	\$ 936,423	\$ (14)	\$ (1,359)	\$ (1,373)	\$ 2,397,864
Appropriation of 2021 earnings										
Legal reserve	-	-	-	46,444	-	(46,444)	-	-	-	-
Special reserve	-	-	-	-	272	(272)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(309,642)	-	-	-	(309,642)
Due to recognition of equity component of convertible bonds issued	-	-	28,500	-	-	-	-	-	-	28,500
Net profit for the year ended December 31, 2022	-	-	-	-	-	55,059	-	-	-	55,059
Other comprehensive gain for the year ended December 31, 2022 , net of income tax	-	-	-	-	-	739	-	1,686	1,686	2,425
Share-based payment expenses recognized	-	-	22,569	-	-	-	-	-	-	22,569
Issue of shares	<u>1,700</u>	<u>17,000</u>	<u>158,875</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>175,875</u>
BALANCE AT DECEMBER 31, 2022	90,169	901,689	626,298	207,114	1,373	635,863	(14)	327	313	2,372,650
Appropriation of 2022 earnings										
Legal reserve	-	-	-	5,580	-	(5,580)	-	-	-	-
Special reserve	-	-	-	-	(1,373)	1,373	-	-	-	-
Net loss for the year ended December 31, 2023	-	-	-	-	-	(222,289)	-	-	-	(222,289)
Other comprehensive loss for the year ended December 31, 2023 , net of income tax	-	-	-	-	-	(63)	-	(1,023)	(1,023)	(1,086)
Share-based payment expenses recognized	-	-	13,352	-	-	-	-	-	-	13,352
Convertible bonds converted to ordinary shares	<u>286</u>	<u>2,865</u>	<u>34,707</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>37,572</u>
BALANCE AT DECEMBER 31, 2023	<u>90,455</u>	<u>\$ 904,554</u>	<u>\$ 674,357</u>	<u>\$ 212,694</u>	<u>\$ -</u>	<u>\$ 409,304</u>	<u>\$ (14)</u>	<u>\$ (696)</u>	<u>\$ (710)</u>	<u>\$ 2,200,199</u>

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, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (Loss) before income tax for the year	\$ (278,213)	\$ 61,286
Adjustments for:		
Depreciation expense	103,921	96,236
Amortization expense	32,105	30,458
Expected credit loss (reversed)	(4,676)	12,126
Net (gain) loss on fair value changes of financial assets and liabilities at fair value through profit or loss	(1,404)	780
Finance costs	6,185	4,758
Interest income	(20,762)	(10,599)
Share-based payment expenses recognized	13,352	22,569
Loss on disposal of property, plant and equipment	10	218
Gain on disposal of subsidiary	(466)	-
Share of profit of subsidiaries	(2,465)	(2,965)
(Reversal of) Write-down of inventories	(12,951)	50,144
Net loss (gain) on foreign currency exchange	16,781	(52,225)
Profit from lease modification	-	(627)
Changes in operating assets and liabilities:		
Accounts receivable	(86,330)	(307,534)
Other receivables	(9,322)	(16,991)
Inventories	421,383	395,854
Net defined benefit assets	(625)	(603)
Prepayments	(43,473)	(28,989)
Other current assets	8,783	(3,787)
Refund liabilities	(39,977)	13,847
Accounts payable	(29,480)	152,819
Other payables	(10,624)	(6,365)
Other payables from related parties	1,294	4,307
Accrued compensation of employees and remuneration of directors	(6,061)	(46,050)
Other current liabilities	768	779
Contract liabilities	6,771	(4,011)
Cash generated from operations	64,524	365,435
Interest received	19,963	9,166
Interest paid	(1,263)	(2,783)
Income tax paid	(12,304)	(7,823)
Net cash generated from operating activities	70,920	363,995

(Continued)

RICHWAVE TECHNOLOGY CORP.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	\$ -	\$ (9,900)
Proceeds from disposal of financial assets at amortized cost	3,000	107,000
Acquisition of investments accounted for using equity method	(12,142)	(29,570)
Net cash inflow on disposal of subsidiary	14,244	-
Purchase of property, plant and equipment	(90,192)	(63,777)
Proceeds from disposal of property, plant and equipment	254	14
Increase in refundable deposits	(2,321)	-
Decrease in refundable deposits	2,186	5,538
Purchase of other intangible assets	<u>(57,629)</u>	<u>(30,963)</u>
Net cash used in investing activities	<u>(142,600)</u>	<u>(21,658)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	-	1,060,000
Decrease in short-term borrowings	-	(1,260,000)
Proceeds from issuing convertible bonds	-	312,341
Decrease in guarantee deposits	-	(3,647)
Repayment of the principal portion of lease liabilities	(22,852)	(23,242)
Cash dividends paid	-	(309,642)
Proceeds from issuing shares	<u>-</u>	<u>175,875</u>
Net cash used in financing activities	<u>(22,852)</u>	<u>(48,315)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>2,262</u>	<u>51,585</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<u>(92,270)</u>	<u>345,607</u>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>964,150</u>	<u>618,543</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 871,880</u>	<u>\$ 964,150</u>

(Concluded)

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

RichWave Technology Corporation
Articles of Incorporation
Comparison Table of Amended Articles

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
Article 24	If there is any profit after closing of books, the Corporation shall first set aside eight percent (8%) for its employee's compensation and shall be divided by Board of Director's resolution, distributed in the form of shares or in cash. The qualification requirements of employees, including the employees of subsidiaries of the Corporation meeting certain specific requirements. The Corporation may set aside directors's compensation not more than one percent. And in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. However, the Corporation's accumulated losses shall have been	If there is any profit after closing of books, the Corporation shall first set aside eight percent (8%) for its employee's compensation and shall be divided by Board of Director's resolution, distributed in the form of shares or in cash. The qualification requirements of employees, including the employees of subsidiaries of the Corporation meeting certain specific requirements. The Corporation may set aside directors's compensation not more than <u>one and a half</u> percent. And in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. However, the Corporation's accumulated losses shall have been	Recommend alteration
Article 24	These Articles of Incorporation are agreed to and signed on December 31, 2003 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	These Articles of Incorporation are agreed to and signed on December 31, 2003 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	Add revision dates and frequency

Article number	Current provisions	Amended provisions	Reference and reason for the amendment
	<p>The fifth Amendment on June 06, 2012</p> <p>The sixth Amendment on May 27, 2016</p> <p>The seventh Amendment on May 26, 2017</p> <p>The eighth Amendment on May 24, 2019</p> <p>The ninth Amendment on May 29, 2020</p> <p>The tenth Amendment on July 27, 2021</p> <p>The eleventh Amendment on May 26, 2022</p>	<p>The fifth Amendment on June 06, 2012</p> <p>The sixth Amendment on May 27, 2016</p> <p>The seventh Amendment on May 26, 2017</p> <p>The eighth Amendment on May 24, 2019</p> <p>The ninth Amendment on May 29, 2020</p> <p>The tenth Amendment on July 27, 2021</p> <p>The eleventh Amendment on May 26, 2022</p> <p><u>The twelfth Amendment on May 29, 2024</u></p>	

Richwave Technology Inc. Rules of Procedure for Shareholders Meetings

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

Changes to the method for convening the shareholders' meeting of the Company shall require a resolution of the Board of Directors, and the change must be implemented before the meeting notices are sent.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting.

In the case the Company's paid-in capital reaches NT\$10 billion or more on the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholder register at the time of holding of the shareholders' meeting in the most recent fiscal year, the Company shall send the aforementioned electronic files 30 days before the day on which the shareholders' meeting is to be held.

In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

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

- I. For physical shareholders' meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

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

Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 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.

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 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.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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

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

Article 4

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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

Article 5

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

Article 6

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

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

This Corporation shall furnish the attending shareholders and their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials.

Where there is an election of directors, pre-printed ballots shall also be furnished.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

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

Article 6-1

To convene a virtual shareholders' meeting, this Corporation shall include the follow particulars in the shareholders' meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (II) Shareholders not having registered to attend the affected shareholders' meeting by video conference shall not attend the postponed or resumed session.

(III) In case of a shareholders' meeting with video conferencing, when the video conferencing cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders' meeting by video conferencing, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the meeting by video conferencing shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the meeting by video conferencing shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

(IV) Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.

III. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

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

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one independent director in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

Article 8

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

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

Article 9

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 and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time.

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

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.

In the event of a virtual shareholders' meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register with the Company in accordance with Article 6.

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

Article 10

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

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

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

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

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

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

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

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

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce

the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

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

When this Corporation convenes a virtual shareholders' meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting.

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

When this Corporation convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

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

Article 14

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, including the names of those elected as directors and supervisors and the numbers of votes with which they

were elected.

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.

Article 15

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

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

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

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

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

Article 16

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event of a virtual shareholders' meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders' meeting, when the meeting is called to

order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

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

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

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

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

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chairperson has announced the meeting adjourned.

Article 20

When the Company convenes a virtual-only shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.

Article 21

In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

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

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

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

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

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

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online

shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

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

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

Article 22

When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 23

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Article 24

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.

These Regulations were sixth resolved on July 27, 2021

These Regulations were sixth resolved on May 25, 2023

Richwave Technology Inc. Articles of Incorporation

CHAPTER I GENERAL PROVISIONS

Article 1

The Corporation is organized under the Corporation Law and shall be named RichWave Technology Corporation.

Article 2

The business scope of the Corporation shall be as follows:

1. To engage in CCO1050 Data Storage Media Manufacturing and Duplicating;
2. To engage in CCO1070 Telecommunication Equipment and Apparatus Manufacturing;
3. To engage in CCO1080 Electronic Parts and Components Manufacturing;
4. To engage in E605010 Computing Equipments Installation Construction;
5. To engage in E701010 Telecommunications Construction;
6. To engage in F118010 Wholesale of Computer Software;
7. To engage in F119010 Wholesale of Electronic Materials;
8. To engage in F218010 Retail Sale of Computer Software;
9. To engage in F219010 Retail Sale of Electronic Materials;
10. To engage in F401010 International Trade;
11. To engage in F601010 Intellectual Property;
12. To engage in I301010 Software Design Services;
13. To engage in I301020 Data Processing Services;
14. To engage in I301030 Digital Information Supply Services;
15. To engage in I501010 Product Designing;
16. To engage in IZ99990 Other Industry and Commerce Services Not Elsewhere Classified;
17. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Corporation may provide endorsement and guarantee and act as a guarantor after approval by the Board of Directors for the Corporation of same trade or related Corporation.

Article 4

The total amount of the Corporation's reinvestment shall not be subject to the restriction of not more than forty (40) percent of the Corporation's paid-up capital.

Article 5

The Corporation shall have its head office in Taipei, Taiwan, Republic of China, and shall be free, upon resolutions of the Board of Directors and approval of government authorities in charge, to set up representative and branch offices at various locations within and without in the territory of the Republic of China, wherever and whenever the Corporation deems it necessary.

Article 6

Public announcements of the Corporation shall be made in accordance with the Article 28 of the Corporation Law.

CHAPTER 2 SHARES

Article 7

The total capital stock of the Corporation shall be in the amount of 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares, at 10 New Taiwan Dollars each, and may be paid-up in installments. A total amount of 200,000,000 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.

Article 8

The share certificates of the Corporation shall without exception be in registered form,

signed by, or affixed with the seals of, at least three directors, and authenticated by the competent governmental authority upon issuance. Shares issued by the Corporation need not be in certificate form.

Article 9

Registration for transfer of shares shall be suspended thirty (30) days before the date of regular meeting of shareholders, and fifty (15) days before the date of any special meeting of shareholders. After the Corporation's stock goes public, registration for transfer of shares shall be suspended sixty (60) days before the date of regular meeting of shareholders, and thirty (30) days before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

CHAPTER 3 SHAREHOLDERS' MEETING

Article 10

Shareholders' meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations. The company's shareholders meeting may be held by video conference or other methods announced by the competent authority.

Article 11

Notices shall be sent to all shareholders of regular shareholders' meetings, at least twenty (20) days in advance; in case of special meetings, at least ten (10) days in advance. After The Corporation's stock goes public, the regular shareholders' meetings, at least thirty (30) days in advance; in case of special meetings, at least fifty (15) days in advance. The purpose(s) for convening any such meeting shall be clearly stated in the written notices sent out to the shareholders.

Article 12

The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Corporation. In his absence, either one Director appointed by Chairman, or

one of the Directors selected by all Directors shall preside.

Article 13

If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend it with the shareholder's signed or sealed POA printed by the Corporation, and to exercise, on his/her behalf, in the rights at the meeting,

Article 13-1

In accordance with Article 177-1 and 177-2 of the Corporation Law, the shareholders may vote via an electronic voting system in the shareholder's meeting of the Corporation.

Article 14

Each share of stock shall be entitled to one vote, unless otherwise provided in Article 179-2 of Corporation Law.

Article 15

Except as provided in the Corporation Law, shareholders' meetings may be held if attended by shareholders in person or by proxy representing more than one half of the total issued and outstanding capital stock of the Corporation, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting.

Article 16

The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairman of the meeting. A copy of the minutes shall be forwarded to each shareholder within twenty (20) days after the meeting. The minutes may record and send via an electronic system. Minutes shall state the date, place, name of the chairman, the means by which resolution is adopted of the meeting, the abstract and results of proceedings. Such minutes, together with the attendance's signature list and proxies, shall be filed and kept at the head office of the Corporation at least one year. After The Corporation's stock go public, the minutes may forward by publicly announced.

Article 16-1

The Corporation may revoke the public issuance of its stocks with the resolutions of the

Shareholders' meeting, and this clause could not be revised when the stocks go to the emerging stock board or public stock board.

CHAPTER 4 DIRECTORS AND COMMITTEES

Article 17

The Corporation shall have seven to nine 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 three (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.

With independent and non-independent directors elected at the same time, but in separately calculated numbers.

Article 17-1

The Company shall set forth the Audit Committee, which comprises of all the independent directors. The seats, the term, the authorities, the rules governing meetings and the resources the Company shall provide upon the committee's exercise of authority shall be governed by the Audit Committee Charter, which will be set forth separately.

Article 17-2

The Board of Directors shall set up functional committees for Remuneration Committee. The Committee members' qualifications, duties and related matters shall be defined by the Board of Directors in accordance with the related laws and regulations.

Article 18

When one-third (1/3) of the Directors have vacated their offices, the special shareholder's meeting shall be called by the Board of Directors for election of Directors to fill the vacancies until the original term expires.

Article 18-1

The cumulative voting method shall be used for election of the directors at this Corporation.

Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates; those candidates receiving more voting rights shall be elected as Directors.

Article 19

The Board of Directors shall made by Directors. The Directors shall elect from among themselves a Chairman of the Board of Directors by a majority in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall have the authority to represent the Corporation. Except as otherwise provided in the Corporation Law, a resolution of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting. If any director is unable to attend Board of Directors' meeting, he/she may appoint another director to attend the meeting.

Article 19-1

A Board of Director's meeting shall be called with a seven (7) days prior written notice setting forth the cause(s) of such meeting to all directors, except there is an urgent need. In case of emergency, a Board of Directors' meeting may called at any time. The meeting notice may be given via facsimile 、email or other ways.

Article 20

In Chairman's absence, any one acting for him shall according to Article 208 of the Corporation Law.

Article 21

The Board of Directors is authorized to determine the compensation for the Chairman, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas.

Article 21-1

The Directors' liability insurance shall be bought by the Corporation for the liability of compensation they may bear according to law in their business scope.

CHAPTER 5 OFFICERS

Article 22

The Corporation may employ managing persons, the appointment 、 discharge and making payment shall be handle according to the Corporation Law.

CHAPTER 6 FINANCIAL ACCOUNTS

Article 23

After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, review by submitted to the regular shareholders' meeting for acceptance:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning Appropriation of Net Profits or Covering of Losses.

Article 24

If there is any profit after closing of books, the Corporation shall first set aside ten percent (8%) for its employee's compensation and shall be divided by Board of Director's resolution, distributed in the form of shares or in cash. The qualification requirements of employees, including the employees of subsidiaries of the Corporation meeting certain specific requirements. The Corporation may set aside directors' compensation not more than one percent. And in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. However, the Corporation's accumulated losses shall have been covered.

Article 25

If there is any profit after closing of books, the company shall first defray tax due, cover losses in the past years and set aside ten percent (10%) of it as legal reserve, except that the accumulated legal capital reserve has equaled the total capital of the Corporation. Then set aside or reserve a special reserve in accordance with relative regulations. The rest of the profit plus the profit in the previous years are the profits available for dividends, could be adopt a proposal for distribution by Directors of Board.

The Corporation's principal of profit dividend is steady and balancing. Profits may be distributed in total after taking into consideration profit earning situation, financial structure, future business development, future profit and the need of capital. The profits of this Corporation may be distributed by way of cash dividend or stock dividend. The ratio for stock dividend shall not less than 10% of total distribution.

CHAPTER 7 SUPPLEMENTAL PROVISIONS

Article 26

The internal organization of the Corporation and the detailed procedures of business operation shall be determined by the Board of Directors.

Article 27

In regard to all matters not provided for in these Articles of Incorporation, the Corporation Law shall govern.

Article 28

These Articles of Incorporation are agreed to and signed on 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 July 27, 2021, the eleventh Amendment on May 26, 2022

Dye-Jyun, Ma
Chairman

Richwave Technology Corporation

RichWave Technology Corporation

Shareholding of the Board of Directors

The shareholdings of all Directors as of the book closure date of the current shareholders' meeting on March 31, 2024 are as follows:

Title	Name	Shares	Percentage of total outstanding shares (%)
Chairman of the Board	Dye-Jyun Ma	2,804,747	3.09%
Director	Shih-Chi Wang	3,703,010	4.08%
Director	Wei-Kung Deng	601,874	0.66%
Director	Ching-Hua Wang	50,000	0.06%
Director	Tzu-Hsiang Liu	576,210	0.64%
Independent Director	Chia-Ying Ma	0	0%
Independent Director	Chih-Hung Wen	10,000	0.01%
Independent Director	Chiang-Lin Chang	0	0%
Independent Director	Wen-Hsiang Lu	0	0%
Number of shares held by all directors		7,745,841	8.54%

Note:1. The Company's total outstanding shares up to March 31, 2024, is 90,675,124.

2. The number of shares the Company's directors should hold by statutory requirement is 7,254,009. The total number of shares held by all directors reaches the statutory standard.