

# Professional Qualifications and Experience, the Focus of Work and Operation of the Audit Committee in 2024

## 1. Professional qualifications and experience of Independent Directors

Qualifications Independent Director	Professional qualifications and experience
Ding, Kung-Wha	Once held the positions of Chairman of the Financial Supervisory Commission, Chairman of the Taipei Exchange, and Chairman of the Securities & Futures Institute and Taiwan Depository & Clearing Corporation. He possesses expertise related to securities management, finance, tax planning, and corporate governance. Currently teaching in National Chengchi University, National Yang Ming Chiao Tung University, and National Taiwan Normal University.
Terry Cheng	Once held the positions of President of HP China, President of Texas Instruments Asia Pacific, and Vice President of Foxconn Technology Group. Possesses experience in managing international companies and has been working in the semiconductors industry for over 40 years. He is a professional manager with extensive experience in the electronics industry. He once participated in the startup movement to cultivate the next generation of professional managers. He currently serves as the chairman of Aurotek Corporation.
Elaine Kung	Possesses CPA qualification in Taiwan, the United States, and China. An expert in finance and tax planning in Taiwan and China. Once held the positions of President of and CFO of Cite Media Holding Group. Possesses a professional background in accounting and extensive practical experience. Currently serves as the COO of TNL Media Group and Chairman of Media Business Association of Taipei.
George Chang	He used to be the Director of Citigroup Global Securities and the executive vice president of Yuanta Securities Investment Consulting. He has the macroscopic thinking and professional knowledge of the securities industry and has obtained the CFA certificate. In addition, he also served as the CFO of Egis Technology Inc. in the semiconductor industry and a Director of FocalTech Systems Co., Ltd. Possesses experience in financing and managing in public companies. Currently serves as the Vice President and CFO of Taiwan Mobile Co., Ltd.

## 2. The focus of work

The Audit Committee consists of 4 independent directors. The mission of the Audit Committee is to assist the Board of Directors in performing its duty to oversee the accounting, audit, and financial reporting processes in the Company and the quality and integrity of its audits to improve

corporate governance efficiency and to discuss the Company's major financial and business issues with CPA and internal audit officer.

From 2024 to present, the Audit Committee convened 12 meetings, and the focus of work is as follows:

1. Financial report audits and financial forecast.
2. Amendment to the internal control systems, the accounting system and the Audit Committee Charter.
3. Evaluation for reviewing the effectiveness of the internal control system.
4. Implementation of audit plans.
5. Loans of funds, endorsements, or provision of guarantees of a material nature.
6. Acquisition or disposal of material assets
7. Matters involving conflicts of interest.
8. Offering issuance of equity-type securities
9. Appointment, independence and remuneration of a certified accountant.
10. The total number of employee stock options to be issued, the list of eligible employees who hold positions as non-managerial officers of the Company, and their respective number of options to be granted and common shares eligible for subscription.

- **Review financial report**

The Board of Directors has submitted the 2023 business report, financial statements, earnings distribution proposal and 2024 Q1, Q2, and Q3 financial report. PricewaterhouseCoopers Taiwan audited the financial statements and issued an audit report. These have been reviewed by the Audit Committee and determined to be correct and accurate as WT Microelectronics' business activities.

- **Evaluation for reviewing the effectiveness of the internal control system**

All units and subsidiaries of the Company have completed the 2023 self-assessment of the internal control system, which has been reviewed by the internal audit unit. Together with the implementation of the annual audit plan, the audit committee has evaluated the design and implementation of the internal control system. It is effective and has no major defects, and can reasonably ensure the achievement of internal control objectives.

- **Appointment of a certified accountant**

The Company refers to Article 47 of the "Certified Public Accountant Act" and the "The Norm of Professional Ethics for Certified Public Accountant of the Republic of China No. 10" to formulate independence evaluation items list and refers to Audit Quality Indicators (AQIs). According to the assessment by the Audit Committee, the CPAs, Sheng-Chung Hsu and Chieh-Ju Hsu, from PricewaterhouseCoopers Taiwan meet all the Company's independence and suitability evaluation criteria, and can serve as the Company's CPAs.

### 3.Operation of the Audit Committee in 2024

Term and date	Agenda	Audit Committee's resolutions	Audit Committee members' opinions	The Company's handling of the opinions of the Audit Committee
19 <sup>th</sup> meeting of 2 <sup>nd</sup> committee January 9, 2024	1. Proposal of the participation of major subsidiary Morrihan to jointly acquire Canadian company Future Electronics Inc. with WT group. 2. Proposal to continue providing	Passed as proposed after the chairperson consulted all attending	No dissenting or unqualified opinions.	N/A

Term and date	Agenda	Audit Committee's resolutions	Audit Committee members' opinions	The Company's handling of the opinions of the Audit Committee
	joint guarantee for the subsidiaries to obtain credit line from banks.	members.		
20 <sup>th</sup> meeting of 2 <sup>nd</sup> committee January 19, 2024	Proposal for disposal of the common stocks of ASMedia Technology Inc.	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
21 <sup>st</sup> meeting of 2 <sup>nd</sup> committee January 31, 2024	<ol style="list-style-type: none"> <li>1. Proposal for the donation to the "WT Education Foundation."</li> <li>2. Proposal for the 2024 Q1 summary consolidated financial forecast.</li> <li>3. Proposal to continue providing joint guarantee for the subsidiaries obtain credit line from banks.</li> <li>4. Proposal to provide endorsement and guarantee for the subsidiary Morrihan to obtain credit line from banks.</li> </ol>	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
22 <sup>nd</sup> meeting of 2 <sup>nd</sup> committee February 16, 2024	<ol style="list-style-type: none"> <li>1. Proposal for the 2023 Business Report and Financial Statements.</li> <li>2. Proposal for the appointment, remuneration, and independence and suitability assessments of CPAs.</li> <li>3. Proposal for the list of Non-Assurance Services that accounting firms and their affiliates are allowed to provide to the Company and its subsidiaries upon prior approval.</li> <li>4. Proposal for the Company's 2023 effectiveness assessment of internal control system and internal control system statement.</li> <li>5. Proposal to continue providing joint guarantee for the subsidiaries to obtain credit line from banks.</li> </ol>	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A

Term and date	Agenda	Audit Committee's resolutions	Audit Committee members' opinions	The Company's handling of the opinions of the Audit Committee
23 <sup>rd</sup> meeting of 2 <sup>nd</sup> committee February 29, 2024	Proposal for the plan of issuing new common shares by cash capital increase for sponsoring GDR issuance.	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
24 <sup>th</sup> meeting of 2 <sup>nd</sup> committee March 28, 2024	Proposal to continue providing endorsement and guarantee for the subsidiaries to obtain purchase credit line from suppliers.	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
25 <sup>th</sup> meeting of 2 <sup>nd</sup> committee April 18, 2024	<ol style="list-style-type: none"> <li>1. Proposal for the 2023 earnings distribution.</li> <li>2. Proposal for removal of non-competition restrictions for the directors of the Company.</li> <li>3. Proposal for issuance of new common shares by cash capital increase for sponsoring GDR issuance.</li> </ol>	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
26 <sup>th</sup> meeting of 2 <sup>nd</sup> committee May 7, 2024	<ol style="list-style-type: none"> <li>1. Proposal for the 2024 Q1 consolidated financial reports.</li> <li>2. Proposal for the 2024 Q2 summary consolidated financial forecast.</li> <li>3. Proposal to continue providing joint guarantee for the subsidiaries to obtain credit line from banks.</li> </ol>	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
27 <sup>th</sup> meeting of 2 <sup>nd</sup> committee August 6, 2024	<ol style="list-style-type: none"> <li>1. The 2024 Q2 Consolidated Financial Reports.</li> <li>2. The 2024 Q3 Summary Consolidated Financial Forecast.</li> <li>3. The Company will continue to provide Parent Guarantees to enable its subsidiary to obtain credit facilities from financial institutions.</li> </ol>	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
28 <sup>th</sup> meeting of 2 <sup>nd</sup> committee October 10, 2024	1. Issuance of the Employee Stock Options in 2024 and Establishment of the "Regulations on the Employee Stock Option Plan of 2024."	Passed as proposed after the chairperson consulted all	No dissenting or unqualified opinions.	N/A

Term and date	Agenda	Audit Committee's resolutions	Audit Committee members' opinions	The Company's handling of the opinions of the Audit Committee
	2. The Company will continue to provide Parent Guarantees to enable its subsidiary to obtain credit facilities from financial institutions.	attending members.		
29 <sup>th</sup> meeting of 2 <sup>nd</sup> committee October 23, 2024	The Total Number of Options to be Issued, the List of Employees Entitled to Options and Their Respective Number of Options to be Granted and Common Shares Eligible for Subscription under the First Issuance of the Employee Stock Options of 2024.	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A
30 <sup>th</sup> meeting of 2 <sup>nd</sup> committee November 5, 2024	<ol style="list-style-type: none"> <li>1. The 2024 Q3 Consolidated Financial Reports.</li> <li>2. The 2024 Q4 Summary Consolidated Financial Forecast.</li> <li>3. Amendment to the Accounting System.</li> <li>4. Amendment to the "Audit Committee Charter."</li> <li>5. Amendment to the "Internal Control System."</li> <li>6. The 2025 Audit Plan.</li> <li>7. The Company will provide new Parent Guarantees to enable its subsidiary to obtain credit facilities from financial institutions.</li> <li>8. The Company will continue to provide Parent Guarantees to enable its subsidiary to obtain credit facilities from financial institutions.</li> </ol>	Passed as proposed after the chairperson consulted all attending members.	No dissenting or unqualified opinions.	N/A