

**WT Microelectronics Co., Ltd.**  
**Meeting Notice for the 2022 Annual Shareholders' Meeting**

1. The 2022 Annual Shareholders' Meeting is scheduled to be convened at 9 am, Friday, May 20, 2022 (registration of the shareholders will be entertained 30 minutes prior to the meeting) at 11F, No. 738, Chung Cheng Road, Chung Ho District, New Taipei City (The Company's meeting room).

The main items of the meeting are:

(1) Report Items:

- I. The 2021 Business Report.
- II. The Audit Committee's Review Report on the 2021 Financial Statements.
- III. The 2021 Employees' profit sharing bonus and directors' compensation.
- IV. The 2021 Earnings Distribution of cash dividend.
- V. The Status of Execution of the eleventh shares repurchase.

(2) Proposed Resolution:

- I. The 2021 Business Report and Financial Statements.
- II. Distribution of 2021 Earnings.

(3) Matters for Discussion:

- I. Amendments to the "Articles of Corporation".
- II. Amendments to the "Rules of Procedure for the Shareholders' Meeting".
- III. Amendments to the "Procedures for Acquisition or Disposal of Assets".
- IV. Issuance of new Restricted Stock Awards.
- V. Issuance of new common shares for cash capital increase and/or Issuance of new common shares for cash to sponsor issuance of GDRs.

(4) Election Matters: Election of the Tenth Terms of Directors.

(5) Other Matters: Exemption of the Limitation of Non-Competition on the Directors of the Company.

(6) Extempore motions.

2. The Board of Directors has resolved for the approval of the 2021 earnings distribution:
  - (1) The cash dividend of NT\$5.50 per Common Share.
  - (2) The cash dividend of NT\$2 per Class A Preferred Share.
3. **Please refer to Annex 1 for the description of the Company's proposed "Issuance of New Employee Shares with Restricted Rights".**

4. Seven directors (including three independent directors) are to be elected in this Annual Shareholders' Meeting by adopting the nomination of candidates. The list of candidates for the Board of Directors include Mr. Wen-Tsung Cheng, Ms. Wen-Hung Hsu, representatives of Wen You Investment Co., Ltd, Mr. Che-Wei Lin of ASMedia Technology Inc., and Ms. Hsin-Ming Sung Kao , the list for independent directors includes Mr. Kung-Wha Ding, Mr. Tien-Chong Cheng and Ms. Ju-Chin Kung. For relevant information regarding their academic and professional experiences please access the Market Observation Post System (MOPS) (<https://mops.twse.com.tw/mops/web/t146sb10>) and click on "Relevant Announcement of Candidate Nomination System for Election of Directors and Supervisors (Listed and OTC companies, and Emerging Companies)" under "Announcement Type".
5. **If the shareholders' meeting is convened due to the reasons as stipulated in Article 172 of the Company Act, please access the Market Observation Post System (MOPS) (<https://mops.twse.com.tw>) for the main content and click on "Related Information for Annual Report and Shareholders' Meeting (Including Depositary Receipt Information)" at the "eBook" under "Basic Information", enter the company code (or abbreviation) and year, and click on "Meeting Handbook and Additional Meeting Information" or "Reference Information of the Various Motions" for inquiry.**
6. Pursuant to Article 165 of the Company Act, the Company hereby closes the share transfer registration from March 22, 2022 to May 20, 2022.
7. In addition to the Market Observation Post System (MOPS), one copy each of the attendance card and proxy are attached herewith. **If you are attending the meeting in person, please sign or stamp the "The third duplicate of the Attendance Card" (do not send it back) and bring it to the meeting venue on the day of the meeting. If you appoint a proxy to attend the meeting, please sign or stamp the fourth duplicate of the proxy, fill in the relevant information of the proxy and send it back with all duplicates folded.** It should be delivered five days prior to the meeting to the Transfer Agency Department of Grand Fortune Securities Company Limited, the Company's share agent. After the department has stamped the registration seal on the attendance card, it will be posted back to the shareholder or the proxy to keep it for the shareholders' meeting. If the shareholder or the proxy has not received the attendance card one day before the meeting, please bring your original ID card and seal to the meeting venue on the day of the meeting to register for the attendance.

- 8. If there is someone seeking proxy for the shareholders' meeting, the Company will, according to the stipulations, collect the written information of the proxy requests and submit to the Securities and Futures Institute (the website of the Foundation: <https://free.sfi.org.tw>) before April 19, 2022. Investors can access to the website and enter the stock code or company abbreviation to search for the relevant information.**
- 9. In accordance with Article 5-1 of the Company's Articles of Incorporation, the Class A preferred shareholders shall not have the right to vote and to elect at the common shareholders' meeting, but they shall have the right to vote at the Class A preferred shareholders' meeting and at the shareholders' meeting on matters that are unfavorable to the preferred shareholders' rights and obligations. Accordingly, the holders of the Class A preferred shares shall have the right to vote at the shareholders' meeting only on the fifth item of the discussion on "Issuance of new common shares for cash capital increase and/or Issuance of new common shares for cash to sponsor issuance of GDRs. ".**
- 10. The shareholders (including the Class A preferred shares) may exercise their voting rights electronically. The excising period is: from April 20, 2022 to May 17, 2022. Please access directly to the Taiwan Depository and Clearing Corporation website (<https://www.stockvote.com.tw>) to vote in accordance with the relevant description.**
- 11. The proxy tallying and verification institution for the shareholders' meeting is the Transfer Agency Department of Grand Fortune Securities Co., Ltd.**
- 12. Please be informed and take appropriate action.**

To shareholders

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

**WT Microelectronics Co., Ltd.**

**Matters Related to the Issuance of New Restricted Employee Shares**

**I. Total amount of issuance:**

The total number of the new restricted employee shares issued by the Company shall be 3,000,000 common shares, each share having a par value of NT\$ 10, for a total amount of NT\$30,000,000.

**II. Terms of issuance:**

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

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

(III) Vesting conditions:

1. The restricted employee shares shall be vested on the dates and in the percentages in accordance with the following schedule and subject to the employee's continuous employment with the Company from the grant date (i.e., the record date for capital increase) through the vesting dates:

(1) 1st anniversary of the grant date: 25% of the vesting shares.

(2) 2nd anniversary of the grant date: 25% of the vesting shares.

(3) 3rd anniversary of the grant date: 25% of the vesting shares.

(4) 4th anniversary of the grant date: 25% of the vesting shares.

2. After the restricted employee shares are granted to the employee, the Company shall have the right to revoke and cancel the unvested restricted employee shares in the event that the employee breaches/violates any of terms of the employment agreement, employee handbook or policies/regulations of the Company.

(IV) Handling process of employee's failure to achieve the vesting condition and inheritance:

1. The Company will revoke and cancel the unvested restricted employee shares in the event that the vesting conditions are not achieved.

2. Handling of voluntary resignation, retirement, layoff, dismissal, leave without pay, transfer to the Company's affiliates and death:

(1) Voluntary resignation:

In the event that the employee resigns voluntarily, the vesting conditions shall be deemed not achieved on the effective date of resignation and the Company will revoke and cancel the unvested restricted employee shares.

(2) Retirement:

In the event that the employee applies for retirement, the vesting conditions shall be deemed not achieved on the effective date of retirement and the Company will revoke and cancel the unvested restricted employee shares.

- (3) Layoff:  
In the event that the employee is laid off in accordance with the Labor Standards Act or other relevant regulations, the vesting conditions shall be deemed not achieved on the effective date of layoff and the Company will revoke and cancel the unvested restricted employee shares.
- (4) Dismissal:  
In the event that the employee is dismissed by the Company in accordance with relevant regulations, the vesting conditions shall be deemed not achieved on the effective date of dismissal and the Company will revoke and cancel the unvested restricted employee shares.
- (5) Leave without pay:  
In the event that the employee takes the leave without pay with the Company's approval, calculation of the vesting period will be suspended on the effective date of approval of leave without pay and will be resumed on the date of resumption of duty. The vesting date will be deferred for the period of leave without pay. However, in the event that the employee does not resume his/her duty after the period of leave without pay, the abovementioned handling process of voluntary resignation will apply.
- (6) Transfer to the Company's affiliates:  
In the event that the transfer is made at the employee's request, the unvested restricted employee shares granted to the employee shall be handled in accordance with the abovementioned handling process of voluntary resignation. If the transfer is made at the Company's request, the unvested restricted employee shares shall be vested subject to the vesting conditions and the employee's continuous employment with the Company through the vesting date. Whether the personal performance target of the employee is met shall be determined by the Chairman by the achievement level of the Company's operation objectives and the personal performance evaluation provided by the affiliate.
- (7) Death due to non-occupational causes:  
In the event of the employee's death due to non-occupational causes, upon death of the employee, for unvested restricted employee shares, the legal heirs of the employee shall complete all required legal procedures and provide relevant supporting documentation before inheriting the granted shares or disposal of interest in the granted shares.

(8) Disability or death due to occupational accident:

A. In the event of termination of employment due to disabilities as a result of occupational accidents of employee, for unvested restricted employee shares, the vesting conditions shall be deemed achieved on such termination date.

B. In the event of the employee's death due to occupational accident, upon death of the employee, for unvested restricted employee shares, the legal heirs of the employee shall complete all required legal procedures and provide relevant supporting documentation before inheriting the granted shares or disposal of interest in the granted shares.

**III. Qualification requirements for employees:**

(I) Employees in specific positions of the Company and its domestic and foreign affiliates who are employed on the date that the restricted employee shares are granted and meet certain performance requirements shall be eligible to be granted the restricted employee shares. Affiliates are determined in accordance with the standards set forth in Article 369-2 of the Company Act.

(II) The restricted employee shares will only be available to employees who are:

1. highly related to the future strategy and development of the Company.
2. critical to the Company's business operation.
3. newly hired key employees.

(III) The number of shares granted shall be determined by seniority, position, performance, overall contribution, special contribution and other management factors. The number of shares granted shall be reviewed by the Chairman and approved by the Board. However, for employees who are managerial officers or the Board members, the grant of such shares is subject to approval from the Compensation Committee.

(IV) Individuals with 10% and above of the Company's common shares are not eligible.

(V) The sum of the cumulative number of shares granted to each employee by restricted employee shares and by employee stock warrant in accordance with Article 56-1-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall not exceed 0.3% of the total outstanding shares of the Company. The aforesaid total amount of shares plus the employee stock warrant the Company grants to each employee shall not exceed 1% of the total outstanding shares of the Company. However, with approval of the central competent authority of the industry, the total number of employee stock options and restricted employee shares obtained by a single employee may be exempted from the abovementioned limit.

**IV. The reason why it is necessary to issue new restricted employee shares:**

To attract and retain talent, motivate and engage employees for the best interest of the Company and its shareholders.

**V. Calculated expense amount and dilution of the Company's earnings per share and other impact on shareholder's equity:**

Based on the limit of 3,000,000 new restricted employee shares, and the average closing price of NT\$83.67 for the 30 trading day prior to April 6, 2022, the estimated total expensed amount is approximately NT\$242,000,000. If issuing new restricted employee shares at June, 2022, the amortized expense is estimated to be in the amount of NT\$64,000,000, NT\$96,000,000, NT\$50,000,000, NT\$25,000,000 and NT\$7,000,000 from 2022 to 2026. Based on the outstanding shares and the new restricted employee shares within the limit of 3,000,000 common shares, the dilution of the Company's EPS from 2022 to 2026 is estimated to be approximately in the amount of NT\$0.08, NT\$0.12, NT\$0.06, NT\$0.03 and NT\$0.01, respectively. There is a limited dilution of the Company's future EPS, and there is no material impact on existing shareholders' equity.

**VI. The rights that are subject to restriction until vesting conditions are met:**

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