



Wiwynn Corporation
Agenda of
2023 General Shareholders' Meeting
(Translation)

Meeting Time : 9:00 a.m., Monday, May 29, 2023

Place : Conference Room on the 2nd Floor, Building C, Oriental Science Park

(2F., No. 94, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City 221411, Taiwan (R.O.C.))

Disclaimer

This is a translation of the 2023 General Shareholders' Meeting Agenda of Wiyynn Corporation (the "Company"). The translation is intended for reference only and nothing else, the Company hereby disclaims any and all liabilities whatsoever for the translation. The Chinese text of the Agenda shall govern any and all matters related to the interpretation of the subject matter stated herein.

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Wiwynn Corporation

Rules and Procedures of Shareholders' Meeting

Article 1 The shareholders meeting of Wiwynn Corporation (hereunder referred to as "the Company"), except as otherwise provided by law, regulation, or the articles of incorporation, shall be conducted in accordance with these Rules and Procedures.

Article 2 The Company shall prepare electronic copies of the meeting notice, the form of proxy, and materials of all proposals, including subjects and purposes, related to proposals for ratification, matters for deliberation, or the election or dismissal of directors, and post them on the Market Observation Post System (MOPS) website not less than thirty (30) days before the regular shareholders meeting or not less than fifteen (15) days before the special shareholders meeting.

The Company shall prepare electronic copies of the shareholders meeting agenda and supplemental meeting materials and post them on the MOPS website not less than twenty-one (21) days before the regular shareholders meeting or not less than fifteen (15) days before the special shareholders meeting. In addition, not less than fifteen (15) days before the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for shareholders to review at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the office of the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting. The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the recipients thereof, the meeting notice may be given in electronic form.

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

Election of directors and the date of assumed office shall be set out in the notice for convening the shareholders meeting, the date of assumed office shall not be amended by an extraordinary motion at the same meeting after the re-election.

A shareholder holding one (1) percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act of the Republic of China 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, the Company shall publicly announce that it will receive shareholder proposals in writing or by way of electronic transmission, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than ten (10) days.

Shareholder-submitted proposals are limited to three hundred (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 the meeting notice, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting, the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 3 The Company shall specify, in meeting notices, the check-in time of attending shareholders, solicitors and proxies (collectively "shareholders"), as well as the place for such meeting and other important matters.

The check-in time for attending shareholder shall commence from at least thirty (30) minutes prior to the meeting. There shall be clear signs and sufficient and adequate staffs in the check-in place. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

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

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

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

When the government or a legal entity is a shareholder, it may be represented by more than one representative at a shareholders meeting. Any legal entity designated as proxy by shareholder(s) to be present at the meeting may appoint only one representative to attend the meeting.

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

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

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book 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.

Article 4 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the form of proxy issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one form of proxy and appoint only one proxy for any given shareholders meeting, and shall deliver the form of proxy to the Company before five (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 form of proxy has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two (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.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company 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 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 the Company, 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 three (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 6 The shareholders meeting shall be held at the head office of the Company or any other appropriate place that is convenient for shareholders to attend. The meeting shall not begin earlier than 9 a.m. and later than 3 p.m. The Board of Directors shall take into full consideration each independent director's opinions on the place and time of the meeting.

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

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

Article 7 Unless otherwise provided by law or regulation, the chairman of the Board of Directors shall be the chairman presiding at the meeting in the case that the meeting is convened by the Board of Directors. If

the chairman of the Board of Directors is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairman of the Board of Directors or one of the directors shall preside at the meeting in accordance with the provisions of Paragraph Three, Article 208 of the Company Act of the Republic of China. If a shareholders meeting is convened by any other person with power to convene the meeting but other than the Board of Directors, such person shall be the chairman to preside at the meeting. If there are two or more people entitled to convene the meeting, they shall elect a chairman of the meeting from and among themselves. If a director serves as chairman of the meeting, as referred to in the first paragraph hereinbefore, such director shall have held that position for six (6) months or more and shall be familiar with the financial and business conditions of the Company. The same requirement shall apply if a representative of a corporate director serves as chairman of the meeting.

Article 8 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting.

Article 9 The Company, beginning from the time it accepts shareholder attendance registrations, shall record uninterruptedly the check-in process, the shareholders meeting, voting and vote counting by audio and video. The records referred to in the preceding paragraph shall be retained for at least one (1) year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act of the Republic of China, the recording shall be retained until the legal proceedings of the foregoing lawsuit have been concluded.

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

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

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

Article 10 The chairman shall call the meeting to order at the time scheduled for the meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, If the number of shares represented by attending shareholders has not yet constituted more than one-half of the total number of issued and outstanding shares at the time scheduled for the meeting, the chairman may postpone the time for the meeting, provided that the maximum number of times a shareholder meeting may be postponed shall be two and total time of postponements shall not exceed one (1) hour. If after two postponements the number of shares represented by the attending shareholders has not yet constituted more than one third of the total number of issued and outstanding shares, the chairman shall announce the termination of the meeting .If after two postponements in the preceding paragraph no quorum can yet be constituted but the attending shareholders represent more than one third of the total number of issued and outstanding shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act of the Republic of China; all shareholders shall be notified of the tentative resolution and to attend another shareholders meeting that shall be convened within one (1) month.

In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall register to the Company in accordance with Article 3.

If, by the end of the meeting, the attending shareholders have constituted more than one-half of the total number of issued and outstanding shares, the chairman may resubmit the tentative resolution to the meeting for approval pursuant to Article 174 of the Company Act.

Article 11 If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. For each proposal (including extemporary motions and the amendments to the contents of the original proposals) shall be voted by polling. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

During the meeting, the chairman may, at his/her discretion, set time for intermission. Unless otherwise resolved at the meeting, the chairman may not announce adjournment of the meeting before all discussion items (including extemporary motions) listed in the agenda are concluded. If the chairman adjourns the meeting in violation of the Rules and Procedures, a new chairman of the meeting may be elected by a resolution to be adopted by a majority of the voting rights represented by the shareholders attending the said meeting to continue the proceedings of the 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.

Article 12 When an attending shareholder wishes to speak, a speak note must be filled out with summary of the speech,

the shareholder's account number (or attendance card numbers), and account name of the shareholder. The sequence of speeches by shareholders shall be decided by the chairman.

If a shareholder present at the meeting who has submitted a speaker note but does not actually speak, no speech shall be deemed to have been made by the shareholder. If the contents of the speech are inconsistent with the contents of the speaker note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.

Article 13 Unless otherwise permitted by the chairman, a shareholder may not speak more than twice on the same proposal, and each time may not exceed five (5) minutes. If the shareholder's speech violates this Rules and Procedures or exceeds the scope of the proposal, the chairman may stop the speech of such shareholder.

Article 14 If a corporate shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives can speak for each proposal.

Article 15 After an attending shareholder has spoken, the chairman 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 chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Article 12 to 14 do not apply.

Article 16 The chairman 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 chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed and arrange enough time to vote.

Article 17 A shareholder of the Company 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 of the Republic of China.

The shareholders meeting shall adopt the electronic transmission as one of the methods for exercising the voting power, and the method of exercising the voting rights shall be specified in the meeting notice.

A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two (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 the Company, by the same means by which the voting rights were exercised, before two (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.

Inspectors of election and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all inspectors of election shall be shareholders of the Company.

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

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

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

In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and

election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 3 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

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

Article 18 Except as otherwise provided in the Company Act of the Republic of China and in the Company's articles of incorporation, the proposal shall be adopted by a majority of the votes represented by the attending shareholders. At the time of a vote, for each proposal, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the end 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 posted on the MOPS website.

Article 19 When there is an amendment or an alternative to a proposal, the chairman 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.

Article 20 The election of directors or independent directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the list of directors and independent directors elected and the numbers of votes such directors and independent directors received, and the list of directors and independent directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the inspectors of election and kept in proper custody for at least one (1) year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act of the Republic of China, the ballots shall be retained until the legal proceedings of the foregoing lawsuit have been concluded.

Article 21 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 chairman of the meeting and a copy of the minutes shall be distributed to each shareholder within twenty (20) days after the end of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes mentioned in 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 chairman's full name, the methods by which resolutions were adopted, and a summary of the deliberations and, results of resolution (including the statistical tallies of the numbers of votes). If a proposal is election of the board directors and independent directors, the numbers of votes for the candidates of board directors shall be published. All meeting minutes shall be retained for the duration of the existence of the Company.

Article 22 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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

If matters put to a resolution at a shareholder meeting of the Company constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall post the content of such resolution on the MOPS website within the prescribed period of time.

Article 23 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chairman 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."

If the place of the meeting is equipped with loudspeaker devices, the chairman may stop any shareholder using a device not set up by the Company from speaking. If a shareholder violates the Rules and Procedure and defies the chairman's correction, obstructing the proceedings and refusing to heed calls to stop, the chairman may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 24 In the event of force majeure, the chairman may decide to temporarily suspend the meeting and announce when, depending on the situation, the meeting will resume or, by resolution of the shareholders present at the meeting, the chairman may resume the meeting within five (5) days without further notice or public announcement. If the place of the meeting 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 place.

Article 25 In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 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 first 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 first 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 independent directors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first 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 first 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 first 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 Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the first paragraph.

Article 26 These Rules and Procedures, and any amendments hereto, shall be effective from the date it is approved by the shareholders meetings.

This Rules and Procedures was enacted on May 26, 2014. The 1st amendment was made on January 17, 2018. The 2nd amendment was made on June 25, 2019. The 3rd amendment was made on June 15, 2020. The 4th amendment was made on July 8, 2021. The 5th amendment was made on May 31, 2022.

Meeting Procedures

1. Call the Meeting to Order
2. The Chairman in Position
3. Opening Remarks by the Chairman
4. Report Items
5. Election Item
6. Ratification Items and Discussion Items

Note: After discussions on all ratification and discussion items are completed, every item shall be voted by ballot and tallied separately and simultaneously.
7. Extemporaneous Motion
8. Adjournment

Meeting Agenda

Meeting Time : 9:00 a.m., Monday, May 29, 2023

Place : 2F., No. 94, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City, Taiwan (R.O.C.)
(Conference Room on the 2nd Floor, Building C, Oriental Science Park)

1. Report Items

- (1) Report the business of 2022.
- (2) Audit Committee's review report.
- (3) Report 2022 employees' profit sharing and directors' compensation.
- (4) Report the status of the issuance of new common shares for cash to sponsor the issuance of GDR.

2. Election Item

Election of the 5th Board of Directors, including Independent Directors.

3. Ratification Items and Discussion Items

- (1) Ratification of the Business Report and Financial Statements of 2022.
- (2) Ratification of the proposal for distribution of 2022 profits.
- (3) Discussion of the removal of the non-compete restrictions for newly elected directors and their corporate representatives.
- (4) Discussion of amendments to the "Procedures Governing Loaning of Funds."

4. Extemporaneous Motion

5. Adjournment

Report Items

- 1. Report the business of 2022.** (Please refer to Attachment 1, pages 16-17)
- 2. Audit Committee's review report.** (Please refer to Attachment 2, pages 34)
- 3. Report 2022 employees' profit sharing and directors' compensation.**

Explanation:

- (1) According to Article 21 of the "Articles of Incorporation": If the Company has profit as a result of the yearly accounting closing, (profit means the profit before tax, excluding the amounts of employees' and directors' compensation) such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered.
 - A. No less than five percent (5%) of profit as employees' compensation. The employees' compensation may be distributed in the form of shares or in cash. The qualification requirements of employees, including the employees from the Company's controlling companies or subsidiaries, which are entitled to receive compensation, shall be determined by the Board of Directors.
 - B. No more than one percent (1%) of profit as the compensation in cash to the directors.
- (2) The Company's third-term eleventh Compensation Committee Meeting and the second Board Meeting of 2023 approved the proposal of 2022 employees' profit sharing and directors' compensation. The employees' profit sharing and Board Directors' compensation are to be distributed in accordance with the "Articles of Incorporation."
 - A. The total amount of employees' 2022 profit sharing is NT\$935,000,000, distributed in cash.
 - B. The total amount of Board Directors' 2022 compensation is NT\$36,000,000, distributed in cash.

- 4. Report the status of the issuance of new common shares for cash to sponsor the issuance of GDR.**

The Company resolved at the shareholders' meeting on May 31, 2021, to conduct the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement. On the same day, the Board of Directors approved the proposal the issuance to new common shares for cash within the quota of 17,000 thousand shares to sponsor the issuance of GDR. Due to a change in the Company's operational capital needs, the Company withdrew its application to the Financial Supervisory Commission on December 22, 2022, and the approval is on file.

Election Item

Proposal : Election of the 5th Board of Directors, including Independent Directors.
(Proposed by the Board of Directors)

Explanation :

1. The term of service for the Company’s fourth term of Board of Directors will expire on June 14, 2023, it is proposed to re-elect all directors (including Independent Directors) at 2023 General Shareholders’ Meeting.
2. According to the “Articles of Incorporation of the Company”, the Company should have seven to nine directors and adopt the candidate nomination system. Directors are elected by the shareholders from a roster of director candidate announced by the Company. Each director will serve an office term of three years and may be re-elected.
3. The Company’s fifth Board of Directors should elect nine directors (including four Independent Directors), the term of service is from May 29, 2023, to May 28, 2026. All the Independent Directors will constitute the Audit Committee.
4. The list of candidates of Directs and Independent Directors was compiled in accordance with Article 192-1 of Company Act, Paragraph 2 of the Article 14-2 of Securities and Exchange Act, Article 5 of Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, the relevant information of candidates are shown as follows :

Title	Name	Education/Experience	Current Position	Shareholdings (Note)
Director	Emily Hong	The Alumni Association of Executives Program, Graduate School of Business Administration, National Chengchi University Bachelor of Political Science, National Taiwan University General Manager of Enterprise Product Group and Cloud Business Group in Wistron Corp. Vice General Manager in Acer Inc.	Vice Chairman & CEO of Wiwynn Corporation. Director of Wiwynn Mexico S.A. de C.V.(WYMX)	2,944,624
Director	Wistron Corporation Representative : Frank Lin	Bachelor of Accounting, Feng Chia University Chief Financial Officer of Acer Inc.	Chief of Staff Officer of Wistron Corporation Director of Wistron NeWeb Corp. Director of Wistron ITS Corp. Chairman of Wise Cap Limited Company Chairman of WLB Ltd. Director of Changing Information Technology Inc. Supervisor of aEnrich Technology Corp Director of IP Fund Six Director of Join-Link International Technology Co., Ltd. Director of Maya International Co., Ltd. Director of Wistron Medical Tech Holding Company Director of Wistron Digital Technology Holding Company Director of Wistron Medical Tech Corporation Director of Pell Bio-Med Technology Co., Ltd.	65,895,129

Title	Name	Education/Experience	Current Position	Shareholdings (Note)
			Chairman of WiSuccess Asset Management Corporation Director of Wistron Green Energy Holding Company Director of Hartec Asia Pte. Ltd. Chairman of WiseCap (Hong Kong) Limited Director of Hukui Biotechnology Corporation Director of B-Temia Asia Pte. Ltd.	
Director	Wistron Corporation Representative : Sylvia Chiou	Master of Business Administration, University of Pittsburgh Director of Staff Officer I of Wistron Corporation.	Director of Staff office I and Vice President of Sustainability of Wiwynn Corporation. Director of T-Conn Precision Corporation Director of Finemat Applied Materials Co., Ltd Director of Retronix Technology Inc. Director of AiSails Power Inc. Supervisor of Wistron Green Energy Holding Company Director of Diagnostics For The Real World Limited	65,895,129
Director	Sunlai Chang	PhD., University of Maryland, College Park. Bachelor of Science in Mechanical Engineering, National Taiwan University Director of Mechanical Design, Enterprise Business Group in Wistron Corp.	President of Wiwynn Corporation Director of LiquidStack Holding B.V. Director of Wiwynn Technology Service Japan, Inc. (WYJP) Director of Wiwynn International Corporation (WYUS) Director of Wiwynn Technology Service Hong Kong Limited (WYHK) Director of Wiwynn Korea Ltd. (WYKR)	490,235
Director	Steven Lu	Master of Business Administration, The Fuqua School of Business, Duke University Bachelor and Master of Science in Computer Science & Information Engineering, National Taiwan University Senior Director of Server and Storage Group in Acer Inc. Senior Manager of Enterprise Business Group in Wistron Corp.	Senior Vice President of Wiwynn Corporation. Director of Wiwynn Technology Service Japan, Inc. (WYJP) Director of Wiwynn Technology Service Hong Kong Limited (WYHK) Director of Wiwynn Korea Ltd. (WYKR) Director of Wiwynn Technology Service KunShan Ltd. (WYKS)	340,455
Independent Director	Charles Kau	Master of Chemical Engineering, North Carolina State University Chairman of Inotera Memories, Inc. General Manager of Nanya Technology Corporation	Chairman of Ion Electronic Materials co., Ltd. Independent Director of Hauman Technologies Corporation.	0
Independent Director	Simon Dzeng	PhD in Accounting, Drexel University MBA in Finance, Drexel University Bachelor of Business Administration, National Taiwan University Executive Vice President of	Chairman of Hopewell Asset Management, Inc. Chairman of Hopewell Investments, Inc. Chairman of Capstone Investments, Inc. Chairman of Formacell Inc. Independent Director of E&E Recycling, Inc. Director of Jinwen University of Science and	0

Title	Name	Education/Experience	Current Position	Shareholdings (Note)
		Mega Financial Holding Corp. Chairman of Mega Bills Finance Co., LTD. Executive Vice President of China Development Financial Holding Corp. and President of China Development Industrial Bank	Technology.	
Independent Director	Victor Cheng	SJD, Stanford University Bachelor, School of Law, Soochow University Professor, National Taiwan University of Science and Technology Professor, School of Law, Shih Hsin University Director and Dean, Institute of Intellectual Property, Shih Hsin University Legal supervisor in Acer Inc.	Director of Throughtek Co., Ltd. Independent Director of Yodn Lighting Corp.	0
Independent Director	Cathy Han	MBA, University of Connecticut Executive Vice President of Business Development Department, CDIB Capital Group Vice President of Planning Department, China Development Industrial Bank Senior Vice President of Principal Investment Department, China Development Industrial Bank	Independent Director of Apacer Technology inc. Independent Director of Macroblock, Inc. Independent Director of AUO Corporation	0

Note : Shareholdings as of March 30, 20203

Ratification Items and Discussion Items

Item 1

Proposal : Ratification of the Business Report and Financial Statements of 2022.

(Proposed by the Board of Directors)

Explanation :

1. The Company's business report and financial statements for 2022 (including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows), which have all been adopted by the Board of Directors with resolution and examined by the Audit Committee and are hereby submitted for ratification. (Please refer to Attachment 1, pages 16-33)
2. Submission for ratification.

Item 2

Proposal : Ratification of the proposal for distribution of 2022 profits.

(Proposed by the Board of Directors)

Explanation :

1. The unappropriated retained earnings at the beginning of 2022 were NT\$9,338,446,775. After adding the 2022 net income of NT\$14,174,708,594, deducting the legal reserve of NT\$1,417,531,979, adding the reversal of the legal reserve of NT\$431,020,344 and the remeasurements of defined benefit obligation of NT\$611,200, the total amount of retained earnings available for distribution was NT\$22,527,254,934. It is proposed to distribute NT\$22,527,254,934 as the dividends to the shareholders in cash. (NT\$50 per share).
2. After the adoption of the resolution at the Shareholders' Meeting, it is proposed the Shareholders' Meeting to authorize the Chairman with the power to set the ex-dividend date and other relevant matters.
3. Before the ex-dividend date, due to the amendment of laws or regulations, or the change to the Company's common shares (i.e. repurchasing the Company's shares for transfer or cancellation, capital increase by cash, the issuance of new common shares for cash to sponsor the issuance of GDR, unsecured convertible bonds converting into common shares etc.), which results in changes in shareholders' allotment of cash dividend, the Chairman is to be authorized to adjust accordingly.
4. 2022 Statements of Profit Appropriation, please refer to Attachment 3, pages 35.
5. Submission for ratification.

Item 3

Proposal : Discussion of the removal of the non-compete restrictions for newly elected directors and their corporate representatives.

(Proposed by the Board of Directors)

Explanation :

1. Pursuant to Article 209 of the Company Act, “A director who does anything for himself or on behalf of another person that is within the scope of the Company’s business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.”
2. To draw on the expertise and relevant experience of directors, pursuant to Article 209 of the Company Act, it is proposed to release the prohibition on newly elected directors and their corporate representatives, who participate in the operations of another company that engages in the same or similar business scope as the Company.
3. Please refer to Attachment 4, pages 36-37 for the concurrent positions of director and independent director candidates.
4. Please discuss.

Item 4

Proposal : Discussion of amendments to the “Procedures Governing Loaning of Funds.”

(Proposed by the Board of Directors)

Explanation :

1. In order to meet the operational needs, it is proposed to make amendments to the “Procedures Governing Loaning of Funds.” Please refer to Attachment 5, pages 38 for the before and after revision chart.
2. Please discuss.

Voting by Poll

Extemporary Motion

Adjournment

Wiwynn Corporation Business Report

Retrospect to the changes of global political and economic environments in 2022, The world is facing increased uncertainty and numerous challenges due to various factors, including the ongoing Russia-Ukraine War, the pandemic, changes in both long and short supply chains, and inflationary pressures leading to rising interest rates. The primary goal for enterprises in this era of rapid change is the capability of agile and flexible. The Company carries the belief of “Excellence”, “Pioneering”, “Team-spirit”, “Agility”, and “good faith” as our core values to move forward steadily and continue pursuing sustainable development.

The Company formulates the global strategy by forward-thinking. After initiating phase 1 construction for our Malaysia Plant by the end of 2021, phase 2 was commenced in 2022. The construction is estimated to be completed in the next two to three years for formal production. we are expanding our Mexican Plant and Southern Taiwan Science Park Plant, increasing our total capacity by 50%. Other than maintaining operational stability and flexibility, considering geopolitical factors to diversify risks, and providing services with efficiency to customers.

The Company continues pursuing excellence and has been awarded several accolades this year, including the “Sustainable Report Level Golden Award” by Taiwan Corporate Sustainability Awards (TCSA), “2022 Taiwan Best-in-Class 100” by Taiwan Institute of Directors (TWIOD), “Top 10% Outstanding Enterprises in Occupational Health and Safety” by Occupational Safety and Health Administration, MOL, and “BSI 2022 Sustainable Resilience- Excellence Award”. These awards highlight our strong performance in environmental protection, social responsibility, and corporate governance, which have been highly recognized.

In the past year, all employees of Wiwynn demonstrated remarkable teamwork in the face of adversity, continuously driving growth. The Company’s consolidated operating revenue in 2022 was NT\$292,876,040 thousand, which represents a 52.0% increase from the previous year. The net profit after tax reached a record high of NT\$14,174,709 thousand, showing a significant increase of 63.9% from the previous year. The gross profit margin, operating margin, and net profit margin were 8.2%, 6.1%, and 4.8% respectively. Additionally, the basic earnings per share (EPS) also hit a record high of NT\$81.07.

Our vision is to 'Unleash the Power of Digitalization, Ignite the Innovation of Sustainability,' and we are dedicated to achieving. In terms of sustainable development, we continuously innovate and develop sustainable products, and we participate in the Carbon Disclosure Project (CDP). Our goal of reducing carbon emissions has been officially approved by the Science-Based Targets initiative (SBTi), which aligns with the international path towards carbon reduction. As for our commitment to purchasing renewable energy, we fully implemented the use of green energy in our Taipei office in Q4 2022 to fulfill our pledge of utilizing renewable energy with concrete actions. Besides, the Company also collaborated with financial institutions for a Sustainability-linked Loan for the first time. We established sustainable performance goals and regularly monitored our actual performance to fulfill our responsibilities towards the environment and society, determination our commitment and determination towards sustainable development.

In 2021, the Company initiated "Ocean Hugs," an ocean environment and ecological common good scheme, which includes coastal forest planting and a push to break free from plastic usage, is still ongoing. Up to today, we have planted more than 6,800 saplings in the coastal line along Ilan and Tainan. All our employees have implemented rubbish classification and reduction in the office areas to provide our determination on environmental care and protection.

【 Attachment 1 】

The Company continues R&D on servers and using central processing units (CPUs) of different structures to satisfy the application demands from different customers. Products of AI server have started to ship out in 2022. In terms of heat dissipation technology, our two-phase immersion cooling technology integrates servers and liquid cooling equipment. It can assist customers in reducing power usage effectiveness and developing sustainable data centers. In addition, the Company promotes the technology of liquid cooling plates and chip packaging and expects to bring heat dissipation solutions with higher efficiency.

Looking into the coming year, inflation and the lift interest rate of capital funds will hold up economic development while demographic structure and climate change causing long risks in the society and environment as well as the development of AI technology application bringing business opportunities and challenges. The Company will continue investing in R&D of talents and products, expansion of production capacity, and our goals of development to continue moving forward boldly and cautiously.

Chairman:
Simon Lin

President:
Emily Hong

Accounting Officer:
Wenifred Wen



安侯建業聯合會計師事務所

KPMG

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Independent Auditors' Report

To the Board of Directors of Wiwynn Corporation:

Opinion

We have audited the financial statements of Wiwynn Corporation ("the Company"), which comprise the balance sheets as of December 31, 2022 and 2021, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

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

1. Revenue recognition

Refer to note 4(n) "Revenue" and note 6(q) to the financial statements for the disclosure of revenue recognition.

Description of key audit matter

The Company is a listed Company in related to public interest, and the investors are highly expecting the financial performance, resulting in revenue recognition is one of the key judgmental areas of our audit.



How the matter was addressed in our audit

Our principal audit procedures included testing of the design and implement of controls over sales and collection of receivable transactions; evaluate if there is any significant abnormal changes through performing trend analysis on top 10 customers by comparing the related changes or differences; assessing and testing if the management obtained sufficient external evidence showing that the control of the products have been transferred to the customers to support the timing of revenue recognition; evaluating the adequacy of revenues recognition by testing the sale transactions during the period before and after the balance sheets date.

2. Inventory valuation

Refer to note 4(g) "Inventories", note 5 "Significant accounting assumptions and judgments, and major sources of estimation uncertainty" and note 6(d) to the financial statements for the disclosure of valuation of inventory.

Description of key audit matter

Inventories are stated at the lower of cost or net realizable value. With the rapid development of technology, the advance of new electronic products may significantly change consumer demands, which leads to product obsolescence that may result in the cost of inventory to be higher than the net realizable value. Consequently, the valuation of inventories has been identified as one of the key Judgmental areas of our audit.

How the matter was addressed in our audit

Our principal audit procedures included analyze the change of inventory aging by assessing and testing the inventory aging report, understanding the sales price which is used to evaluate the inventory valuation by management and the subsequent market price information as well as selecting the original transition documentation in order to test the appropriateness of the net realize values reviewing if the estimation and assumption used for inventory valuation and other disclosure for inventories made by management were appropriateness.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the 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 Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 auditor's 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 financial statements, including the disclosures, and whether the 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 the investment in other entities accounted for using equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the 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 financial statements for the year ended December 31, 2022 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 audit resulting in this independent auditors' report are Chia-Chien Tang and Ming-Hung Huang.

KPMG

Taipei, Taiwan (Republic of China)

February 22, 2023

Notes to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the 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 accepted and applied in the Republic of China.

The independent auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
Wiyynn Corporation

Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2022		December 31, 2021		December 31, 2022		December 31, 2021		
	Amount	%	Amount	%	Amount	%	Amount	%	
Assets									
Current assets:									
1100 Cash and cash equivalents (note 6(a))	\$ 16,483,111	23	19,331,337	33	2100 Short-term borrowings (note 6(j))	\$ -	-	4,568,850	8
1170 Accounts receivable, net (notes 6(b) and (q))	5,668,368	8	7,014,568	12	2130 Contract liabilities-current (note 6(q))	5,296,970	7	3,360,972	6
1180 Accounts receivable - related parties, net (notes 6(b), (q) and 7)	20,381,475	28	16,761,928	29	2170 Notes payable and accounts payable	1,022,101	2	1,901,772	3
1200 Other receivables (note 6(c))	1,571	-	3,549	-	2180 Accounts payable - related parties (note 7)	10,228,693	14	8,344,226	14
1210 Other receivables-related parties (notes 6(c) and 7)	1,694,155	2	1,739,719	3	2200 Other payables (note 6(r))	3,815,618	5	2,141,105	4
130X Inventories (note 6(d))	4,305,270	6	6,420,044	11	2220 Other payables-related parties (note 7)	414,053	1	251,883	-
1470 Other current assets (note 6(i))	136,655	-	287,464	-	2230 Current tax liabilities	2,790,452	4	919,938	2
Total current assets	48,670,605	67	51,558,609	88	2280 Lease liabilities-current (notes 6(l) and 7)	84,044	-	64,554	-
Non-current assets:					2300 Other current liabilities	251,528	-	198,576	-
1550 Investments accounted for using equity method (note 6(c))	22,085,144	31	5,881,703	10	Total current liabilities	23,903,459	33	21,751,876	37
1600 Property, plant and equipment (notes 6(f) and 7)	757,957	1	771,031	2	Non-current liabilities:				
1755 Right-of-use assets (notes 6(g) and 7)	174,811	-	151,778	-	2530 Bonds payable (note 6(k))	9,439,683	14	9,436,448	17
1780 Intangible assets (notes 6(h) and 7)	125,644	-	98,732	-	2570 Deferred tax liabilities (note 6(n))	286,411	-	219,246	-
1840 Deferred tax assets (note 6(n))	599,852	1	281,251	-	2580 Lease liabilities-non-current (notes 6(l) and 7)	89,289	-	88,497	-
1990 Other non-current assets (notes 6(i) and 8)	100,266	-	136,579	-	2640 Net defined benefit liabilities (note 6(m))	8,431	-	13,590	-
Total non-current assets	23,843,674	33	7,321,074	12	Total non-current liabilities	9,823,814	14	9,757,781	17
					Total liabilities	33,727,273	47	31,509,657	54
					Equity (notes 6(e), (m), (n) and (o)):				
					3110 Common shares	1,748,408	2	1,748,408	3
					3200 Capital surplus	8,817,380	12	8,817,380	15
					3300 Retained earnings	27,039,558	37	17,235,258	29
					3400 Other equity	1,181,660	2	(431,020)	(1)
					Total equity	38,787,006	53	27,370,026	46
Total assets	\$ 72,514,279	100	\$ 58,879,683	100	Total liabilities and equity	\$ 72,514,279	100	\$ 58,879,683	100

See accompanying notes to financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
Wiwynn Corporation

Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		<u>2022</u>		<u>2021</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	Operating revenue (notes 6(q) and 7)	\$ 101,426,047	100	73,162,110	100
5000	Operating costs (notes 6(d), (f), (g), (h), (l), (m), (r), 7 and 12)	<u>79,617,295</u>	<u>79</u>	<u>59,360,963</u>	<u>81</u>
	Gross profit	21,808,752	21	13,801,147	19
5910	Unrealized profit (loss) from sales	<u>(257,842)</u>	<u>-</u>	<u>342,227</u>	<u>-</u>
	Net gross profit	<u>21,550,910</u>	<u>21</u>	<u>14,143,374</u>	<u>19</u>
	Operating expenses (notes 6(b), (f), (g), (h), (l), (m), (r), 7 and 12):				
6100	Selling expenses	464,717	1	366,386	1
6200	Administrative expenses	1,140,661	1	703,257	1
6300	Research and development expenses	3,497,605	3	2,411,214	3
6450	Expected credit loss	<u>3,132</u>	<u>-</u>	<u>2,501</u>	<u>-</u>
	Total operating expenses	<u>5,106,115</u>	<u>5</u>	<u>3,483,358</u>	<u>5</u>
	Net operating income	<u>16,444,795</u>	<u>16</u>	<u>10,660,016</u>	<u>14</u>
	Non-operating income and expenses (notes 6(e), (f), (k), (l), (s) and 7):				
7100	Interest income	89,243	-	60,032	-
7010	Other income	-	-	48	-
7020	Other gains and losses	874,865	1	(73,622)	-
7050	Finance costs	(160,112)	-	(98,893)	-
7070	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	<u>424,647</u>	<u>-</u>	<u>322,505</u>	<u>1</u>
	Total non-operating income and expenses	<u>1,228,643</u>	<u>1</u>	<u>210,070</u>	<u>1</u>
7900	Income before tax	17,673,438	17	10,870,086	15
7950	Income tax expense (note 6(n))	<u>3,498,729</u>	<u>3</u>	<u>2,222,074</u>	<u>3</u>
	Net income	<u>14,174,709</u>	<u>14</u>	<u>8,648,012</u>	<u>12</u>
8300	Other comprehensive income (notes 6(e), (m), (n) and (o)):				
8310	Items that may not be reclassified subsequently to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans	764	-	(4,848)	-
8349	Income tax related to items that may not be reclassified subsequently to profit or loss	<u>(153)</u>	<u>-</u>	<u>970</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss	<u>611</u>	<u>-</u>	<u>(3,878)</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	1,612,680	2	(193,126)	-
8399	Income tax related to items that may be reclassified subsequently to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss	<u>1,612,680</u>	<u>2</u>	<u>(193,126)</u>	<u>-</u>
8300	Other comprehensive income	<u>1,613,291</u>	<u>2</u>	<u>(197,004)</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 15,788,000</u>	<u>16</u>	<u>8,451,008</u>	<u>12</u>
	Earnings per share (expressed in New Taiwan dollars) (note 6(p))				
9750	Basic earnings per share	<u>\$ 81.07</u>		<u>49.46</u>	
9850	Diluted earnings per share	<u>\$ 80.49</u>		<u>49.28</u>	

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)
Wiwynn Corporation

Statements of Changes in Equity

For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings				Other equity		Total equity	
	Common shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total		Exchange differences on translation of foreign financial statements
Balance on January 1, 2021	1,748,408	8,817,380	1,369,881	-	12,816,148	14,186,029	(237,894)	24,513,923
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	860,476	-	(860,476)	-	-	-
Special reserve	-	-	-	237,894	(237,894)	-	-	-
Cash dividends	-	-	-	-	(5,594,905)	(5,594,905)	-	(5,594,905)
Net income	-	-	-	-	8,648,012	8,648,012	-	8,648,012
Other comprehensive income	-	-	-	-	(3,878)	(3,878)	(193,126)	(197,004)
Total comprehensive income	-	-	-	-	8,644,134	8,644,134	(193,126)	8,451,008
Balance on December 31, 2021	1,748,408	8,817,380	2,230,357	237,894	14,767,007	17,235,258	(431,020)	27,370,026
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	864,413	-	(864,413)	-	-	-
Special reserve	-	-	-	193,126	(193,126)	-	-	-
Cash dividends	-	-	-	-	(4,371,020)	(4,371,020)	-	(4,371,020)
Net income	-	-	-	-	14,174,709	14,174,709	-	14,174,709
Other comprehensive income	-	-	-	-	611	611	1,612,680	1,613,291
Total comprehensive income	-	-	-	-	14,175,320	14,175,320	1,612,680	15,788,000
Balance on December 31, 2022	1,748,408	8,817,380	3,094,770	431,020	23,513,768	27,039,558	1,181,660	38,787,006

Balance on January 1, 2021

Appropriation and distribution of retain earnings:

Legal reserve

Special reserve

Cash dividends

Net income

Other comprehensive income

Total comprehensive income

Balance on December 31, 2021

Appropriation and distribution of retain earnings:

Legal reserve

Special reserve

Cash dividends

Net income

Other comprehensive income

Total comprehensive income

Balance on December 31, 2022

See accompanying notes to financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

Wiwynn Corporation

Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	2022	2021
Cash flows from (used in) operating activities:		
Income before tax	\$ 17,673,438	10,870,086
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	438,851	349,965
Amortization expense	69,810	41,946
Expected credit loss	3,132	2,501
Net loss (profit) on financial assets or liabilities at fair value through profit or loss	100,986	(35,697)
Interest expense	160,112	98,893
Interest income	(89,243)	(60,032)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(424,647)	(322,505)
Losses on disposal of property, plant and equipment	27	4
Unrealized losses (profit) from sales	257,842	(342,227)
Prepayments for equipment reclassified as expenses	66	-
Total adjustments to reconcile profit	<u>516,936</u>	<u>(267,152)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in financial assets mandatorily measured at fair value through profit or loss-current	(100,986)	35,697
Decrease (increase) in accounts receivable, net	1,343,068	(1,136,310)
Increase in accounts receivable-related parties, net	(3,619,547)	(4,501,462)
Decrease (increase) in other receivable	1,978	(622)
Increase in other receivable-related parties	(231,336)	(934,604)
Decrease (increase) in inventories	2,114,774	(4,629,876)
Decrease in other current assets	155,843	619,752
Total changes in operating assets	<u>(336,206)</u>	<u>(10,547,425)</u>
Changes in operating liabilities:		
Increase in contract liabilities-current	1,935,998	1,063,555
Increase (decrease) in notes and accounts payable	(879,671)	891,588
Increase (decrease) in accounts payable-related parties	1,884,467	(1,380,814)
Increase in other payable	1,741,748	88,039
Increase (decrease) in other payable-related parties	162,170	(21,559)
Increase in other current liabilities	52,952	147,053
Decrease in net defined benefit liabilities	(4,395)	(165)
Total changes in operating liabilities	<u>4,893,269</u>	<u>787,697</u>
Total changes in operating assets and liabilities	<u>4,557,063</u>	<u>(9,759,728)</u>
Total adjustments	<u>5,073,999</u>	<u>(10,026,880)</u>
Cash inflow generated from operations	22,747,437	843,206
Interest received	84,209	59,248
Interest paid	(157,782)	(86,420)
Income taxes paid	(1,946,134)	(2,618,436)
Net cash flows from (used in) operating activities	<u>20,727,730</u>	<u>(1,802,402)</u>
Cash flows from (used in) investing activities:		
Decrease (increase) in other receivables – related parties	276,900	(276,900)
Acquisition of investments accounted for using equity method	(14,423,956)	(705,680)
Acquisition of property, plant and equipment	(154,843)	(120,826)
Proceeds from disposal of property, plant and equipment	107	27
Acquisition of intangible assets	(96,722)	(76,076)
Decrease (increase) in other financial assets	(5,951)	62
Increase in prepayments for equipment	(154,558)	(132,656)
Net cash used in investing activities	<u>(14,559,023)</u>	<u>(1,312,049)</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	82,979,590	87,062,810
Decrease in short-term borrowings	(87,548,440)	(85,601,332)
Proceeds from issuing bonds	-	4,442,325
Payment of lease liabilities	(77,063)	(63,695)
Cash dividends paid	(4,371,020)	(5,594,905)
Net cash flows from (used in) financing activities	<u>(9,016,933)</u>	<u>245,203</u>
Net increase in cash and cash equivalents	<u>(2,848,226)</u>	<u>(2,869,248)</u>
Cash and cash equivalents at beginning of period	<u>19,331,337</u>	<u>22,200,585</u>
Cash and cash equivalents at end of period	<u>\$ 16,483,111</u>	<u>19,331,337</u>

See accompanying notes to financial statements.



安侯建業聯合會計師事務所

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Independent Auditors' Report

To the Board of Directors of Wiyynn Corporation:

Opinion

We have audited the consolidated financial statements of Wiyynn Corporation and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and 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, 2022 and 2021, 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 with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and 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 Professional Ethics for Certified Public Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 of the current period. 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.

1. Revenue recognition

Refer to note 4(n) "Revenue" and note 6(q) to the consolidated financial statements for the disclosure of revenue recognition.



Description of key audit matter

The Group is a listed Company in related to public interest, and the investors are highly expecting the financial performance, resulting in revenue recognition is one of the key judgmental areas of our audit.

How the matter was addressed in our audit

Our principal audit procedures included testing of the design and implement of controls over sales and collection of receivable transactions; evaluate if there is any significant abnormal changes through performing trend analysis on top 10 customers by comparing the related changes or differences; assessing and testing if the management obtained sufficient external evidence showing that the control of the products have been transferred to the customers to support the timing of revenue recognition; evaluating the adequacy of revenues recognition by testing the sale transactions during the period before and after the balance sheets date.

2. Inventory valuation

Refer to note 4(h) "Inventories", note 5 "Significant accounting assumptions and judgments, and major sources of estimation uncertainty" and note 6(d) to the consolidated financial statements for the disclosure of valuation of inventory.

Description of key audit matter

Inventories are stated at the lower of cost or net realizable value. With the rapid development of technology, the advance of new electronic products may significantly change consumer demands, which leads to product obsolescence that may result in the cost of inventory to be higher than the net realizable value. Consequently, the valuation of inventories has been identified as one of the key Judgmental areas of our audit.

How the matter was addressed in our audit

Our principal audit procedures included analyze the change of inventory aging by assessing and testing the inventory aging report, understanding the sales price which is used to evaluate the inventory valuation by management and the subsequent market price information as well as selecting the original transition documentation in order to test the appropriateness of the net realize values reviewing if the estimation and assumption used for inventory valuation and other disclosure for inventories made by management were appropriateness.

Other Matter

Wiyynn Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2022 and 2021, 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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, IFRC, 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and 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 auditor's 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 the 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 of the current period 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 audit resulting in this independent auditors' report are Chia-Chien Tang and Ming-Hung Huang.

KPMG

Taipei, Taiwan (Republic of China)

February 22, 2023

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the 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 accepted and applied in the Republic of China.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Wiyynn Corporation and Subsidiaries

Consolidated Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan dollars)

	December 31, 2022		December 31, 2021		December 31, 2022		December 31, 2021			
	Amount	%	Amount	%	Amount	%	Amount	%		
Assets										
Current assets:										
1100 Cash and cash equivalents (note 6(a))	\$ 26,231,920	30	22,672,892	27	2100	Short-term borrowings (note 6(j))	\$ -	21,265,920	25	
1170 Accounts receivable, net (notes 6(b) and (q))	18,690,495	21	12,722,591	15	2130	Contract liabilities-current (note 6(q))	5,296,970	6	3,360,972	4
1180 Accounts receivable-related parties, net (notes 6(b), (q) and 7)	1,090,375	1	443,538	1	2170	Notes payable and accounts payable	15,083,798	17	8,972,367	11
1200 Other receivables (note 6(c))	2,493	-	3,819	-	2180	Accounts payable-related parties (note 7)	11,381,122	13	9,306,964	11
1210 Other receivables-related parties (notes 6(c) and 7)	1,307,048	1	381,301	-	2200	Other payables (note 6(r))	3,104,403	3	2,374,998	3
130X Inventories (notes 6(d) and 8)	36,011,736	41	45,383,451	54	2220	Other payables-related parties (note 7)	45,770	-	79,652	-
1479 Other current assets (note 6(i))	717,023	1	417,411	-	2230	Current tax liabilities	2,912,316	3	999,370	1
Total current assets	84,051,090	95	82,025,003	97	2280	Lease liabilities-current (notes 6(l) and 7)	211,343	-	138,700	-
Non-current assets:					2399	Other current liabilities	526,716	1	666,890	1
1550 Investments accounted for using equity method (note 6(c))	198,890	-	250,091	-		Total current liabilities	38,562,438	43	47,165,833	56
1600 Property, plant and equipment (notes 6(f), 7 and 9)	2,156,578	2	1,038,420	2		Non-current liabilities:				
1755 Right-of-use assets (notes 6(g) and 7)	995,434	1	671,526	1	2530	Bonds payable (note 6(k))	9,439,683	11	9,436,448	11
1780 Intangible assets (notes 6(h) and 7)	137,551	-	98,732	-	2570	Deferred tax liabilities (note 6(n))	286,411	-	219,246	-
1840 Deferred tax assets (note 6(n))	639,799	1	304,534	-	2580	Lease liabilities-non-current (notes 6(l) and 7)	801,865	1	532,315	1
1990 Other non-current assets (notes 6(i) and 8)	658,440	1	349,152	-	2640	Net defined benefit liabilities-non-current (note 6(m))	8,431	-	13,590	-
Total non-current assets	4,786,692	5	2,712,455	3	2645	Guarantee deposits received	951,948	1	-	-
						Total non-current liabilities	11,488,338	13	10,201,599	12
						Total liabilities	50,050,776	56	57,367,432	68
						Equity (notes 6(e), (m), (n) and (o)):				
						Common shares	1,748,408	2	1,748,408	2
						Capital surplus	8,817,380	10	8,817,380	10
						Retained earnings	27,039,558	31	17,235,258	20
						Other equity	1,181,660	1	(431,020)	-
						Total equity	38,787,006	44	27,370,026	32
Total assets	\$ 88,837,782	100	\$ 84,737,458	100		Total liabilities and equity	\$ 88,837,782	100	\$ 84,737,458	100

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Wiwynn Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan dollars, Except for Earnings Per Common Share)

	<u>2022</u>		<u>2021</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000 Operating revenue (notes 6(q) and 7)	\$ 292,876,040	100	192,625,942	100
5000 Operating costs (notes 6(d), (f), (g), (h), (l), (m), (r), 7 and 12)	268,896,763	92	177,004,761	92
Gross profit from operations	<u>23,979,277</u>	<u>8</u>	<u>15,621,181</u>	<u>8</u>
Operating expenses (notes 6(b), (f), (g), (h), (l), (m), (r), 7 and 12):				
6100 Selling expenses	1,305,756	-	936,512	1
6200 Administrative expenses	1,307,577	1	835,779	-
6300 Research and development expenses	3,528,532	1	2,459,313	1
6450 Expected credit loss	3,132	-	2,501	-
Total operating expenses	<u>6,144,997</u>	<u>2</u>	<u>4,234,105</u>	<u>2</u>
Net operating income	<u>17,834,280</u>	<u>6</u>	<u>11,387,076</u>	<u>6</u>
Non-operating income and expenses (notes 6(e), (f), (g), (k), (l), (s) and 7):				
7100 Interest income	155,871	-	61,593	-
7010 Other income	809	-	48	-
7020 Other gains and losses	855,905	-	(64,374)	-
7050 Finance costs	(881,614)	-	(356,154)	-
7370 Share of associates and joint ventures accounted for using equity method	(67,968)	-	(32,120)	-
Total non-operating income and expenses	<u>63,003</u>	<u>-</u>	<u>(391,007)</u>	<u>-</u>
7900 Income before tax	17,897,283	6	10,996,069	6
7950 Income tax expense (note 6(n))	3,722,574	1	2,348,057	1
Net income	<u>14,174,709</u>	<u>5</u>	<u>8,648,012</u>	<u>5</u>
8300 Other comprehensive income (loss) (notes 6(e), (m), (n) and (o)):				
8310 Items that may not be reclassified subsequently to profit or loss				
8311 Gains (losses) on remeasurements of defined benefits plans	764	-	(4,848)	-
8349 Income tax related to items that may not be reclassified to profit or loss	(153)	-	970	-
Total items that may not be reclassified subsequently to profit or loss	<u>611</u>	<u>-</u>	<u>(3,878)</u>	<u>-</u>
8360 Items that may be reclassified subsequently to profit or loss				
8361 Exchange differences on translation of foreign financial statements	1,612,680	-	(193,126)	-
8399 Income tax related to items that may be reclassified to profit or loss	-	-	-	-
Total items that may be reclassified subsequently to profit or loss	<u>1,612,680</u>	<u>-</u>	<u>(193,126)</u>	<u>-</u>
8300 Other comprehensive income (net of tax)	1,613,291	-	(197,004)	-
8500 Total comprehensive income	<u>15,788,000</u>	<u>5</u>	<u>8,451,008</u>	<u>5</u>
Profit attributable to:				
8610 Owners of parent	<u>\$ 14,174,709</u>	<u>5</u>	<u>8,648,012</u>	<u>5</u>
Comprehensive income attributable to:				
8710 Owners of parent	<u>\$ 15,788,000</u>	<u>5</u>	<u>8,451,008</u>	<u>5</u>
Earnings per share (expressed in New Taiwan dollars) (note 6(p))				
9750 Basic earnings per share	<u>\$ 81.07</u>		<u>49.46</u>	
9850 Diluted earnings per share	<u>\$ 80.49</u>		<u>49.28</u>	

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Wiwynn Corporation and Subsidiaries

Consolidated Statements of Changes in Equity
For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan dollars)

	Retained earnings					Other equity		Total equity
	Common shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	
Balance on January 1, 2021	\$ 1,748,408	8,817,380	1,369,881	-	12,816,148	14,186,029	(237,894)	24,513,923
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	860,476	-	(860,476)	-	-	-
Special reserve	-	-	-	237,894	(237,894)	-	-	-
Cash dividends	-	-	-	-	(5,594,905)	(5,594,905)	-	(5,594,905)
Net income	-	-	-	-	8,648,012	8,648,012	-	8,648,012
Other comprehensive income	-	-	-	-	(3,878)	(3,878)	(193,126)	(197,004)
Total comprehensive income	-	-	-	-	8,644,134	8,644,134	(193,126)	8,451,008
Balance on December 31, 2021	\$ 1,748,408	8,817,380	2,230,357	237,894	14,767,007	17,235,258	(431,020)	27,370,026
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	864,413	-	(864,413)	-	-	-
Special reserve	-	-	-	193,126	(193,126)	-	-	-
Cash dividends	-	-	-	-	(4,371,020)	(4,371,020)	-	(4,371,020)
Net income	-	-	-	-	14,174,709	14,174,709	-	14,174,709
Other comprehensive income	-	-	-	-	611	611	1,612,680	1,613,291
Total comprehensive income	-	-	-	-	14,175,320	14,175,320	1,612,680	15,788,000
Balance on December 31, 2022	\$ 1,748,408	8,817,380	3,094,770	431,020	23,513,768	27,039,558	1,181,660	38,787,006

Balance on January 1, 2021
Appropriation and distribution of retain earnings:

Legal reserve

Special reserve

Cash dividends

Net income

Other comprehensive income

Total comprehensive income

Balance on December 31, 2021

Appropriation and distribution of retain earnings:

Legal reserve

Special reserve

Cash dividends

Net income

Other comprehensive income

Total comprehensive income

Balance on December 31, 2022

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Wiwynn Corporation and Subsidiaries
Consolidated Statements of Cash Flows
For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan dollars)

	2022	2021
Cash flows from (used in) operating activities:		
Income before tax	\$ 17,897,283	10,996,069
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	676,513	505,835
Amortization expense	85,072	41,946
Expected credit loss	3,132	2,501
Net loss (profit) on financial assets or liabilities at fair value through profit or loss	100,986	(35,697)
Interest expense	881,614	356,154
Interest income	(155,871)	(61,593)
Share of loss of associates and joint ventures accounted for using equity method	67,968	32,120
Losses (gains) on disposal of property, plant and equipment	711	(503)
Prepayments for equipment reclassified as expenses	66	2,181
Lease modification gains	(395)	(3,119)
Total adjustments to reconcile profit	1,659,796	839,825
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in financial assets mandatorily measured at fair value through profit or loss-current	(100,986)	35,697
Increase in accounts receivable, net	(5,297,511)	(5,053,598)
Increase in accounts receivable-related parties, net	(646,837)	(103,320)
Decrease (increase) in other receivable	1,169	(653)
Decrease (increase) in other receivable-related parties	(1,094,203)	186,630
Decrease (increase) in inventories	13,408,726	(26,689,003)
Decrease (increase) in other current assets	(58,998)	596,814
Total changes in operating assets	6,211,360	(31,027,433)
Changes in operating liabilities:		
Increase in contract liabilities-current	1,935,998	1,063,555
Increase in notes and accounts payable	5,164,163	6,320,769
Increase (decrease) in accounts payable-related parties	369,381	(21,824)
Increase in other payable	742,375	333,116
Decrease in other payable-related parties	(33,882)	(69,014)
Increase (decrease) in other current liabilities	(183,926)	334,872
Decrease in net defined benefit liabilities	(4,395)	(165)
Total changes in operating liabilities	7,989,714	7,961,309
Total changes in operating assets and liabilities	14,201,074	(23,066,124)
Total adjustments	15,860,870	(22,226,299)
Cash inflow (outflow) generated from operations	33,758,153	(11,230,230)
Interest received	150,636	60,808
Interest paid	(886,260)	(334,181)
Income taxes paid	(2,344,928)	(2,708,854)
Net cash flows from (used in) operating activities	30,677,601	(14,212,457)
Cash flows from (used in) investing activities:		
Acquisition of investments accounted for using equity method	-	(276,609)
Acquisition of property, plant and equipment	(1,270,869)	(333,376)
Proceeds from disposal of property, plant and equipment	109	4,562
Acquisition of intangible assets	(123,220)	(76,076)
Increase in other non-current assets	(340,843)	(180,716)
Increase in prepayments for equipment	(194,782)	(177,278)
Net cash used in investing activities	(1,929,605)	(1,039,493)
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	114,696,533	125,641,712
Decrease in short-term borrowings	(137,257,215)	(109,510,172)
Proceeds from issuing bonds	-	4,442,325
Increase in guarantee deposits received	924,953	-
Cash dividends paid	(4,371,020)	(5,594,905)
Payment of lease liabilities	(173,881)	(124,407)
Net cash flows from (used in) financing activities	(26,180,630)	14,854,553
Effect of exchange rate changes on cash and cash equivalents	991,662	(98,942)
Net increase (decrease) in cash and cash equivalents	3,559,028	(496,339)
Cash and cash equivalents at beginning of period	22,672,892	23,169,231
Cash and cash equivalents at end of period	\$ 26,231,920	22,672,892

See accompanying notes to consolidated financial statements.

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements, and Proposal for Distribution of Profits. The CPAs Chia-Chien Tang and Ming-Hung Huang from KPMG performed Wiwynn's Financial Statements Audit and issued an audit report. The Business Report, Financial Statements, and Proposal of Distribution of Profit have been reviewed and determined to be correct and accurate by the Audit Committee of Wiwynn Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this Report.

Wiwynn Corporation

Convener of the Audit Committee : Simon Dzeng

February 22, 2023

Wiwynn Corporation
Profit Appropriation Statement for 2022

Unit : NTD\$

Unappropriated Retained Earnings at beginning of the year	9,338,446,775
Plus :	
Net Income of 2022	14,174,708,594
Less :	
Legal Reserve	(1,417,531,979)
Plus :	
Reversal of the legal reserve	431,020,344
Remeasurements of defined benefit obligation	611,200
Retained Earnings Available for Distribution	22,527,254,934
Distribution Items :	
Stock Dividends to Common Shareholders	0
Cash Dividends to Common Shareholders	(8,742,039,550)
Unappropriated Retained Earnings at the end of the year	13,785,215,384

Note: The profit appropriation for 2022 is calculated based on 174,840,791 shares, which represents the number of outstanding shares on the Company's second board resolution day in 2023 (February 22, 2023). Cash dividends of NT\$50 per share will be distributed to common shareholders. The cash dividends will be rounded down to the nearest NT\$1, and any sum of fractional dividends less than NT\$1 will be recognized as other income of the Company.

Chairman:
Simon Lin

President:
Emily Hong

Accounting Officer:
Wenifred Wen

Wiwynn Corporation

The Concurrent Positions of Director and Independent Director Candidates

Name	Education/Experience	Current Position
Director	Emily Hong	Vice Chairman & CEO of Wiwynn Corporation. Director of Wiwynn Mexico S.A. de C.V.(WYMX)
Director	Wistron Corporation Representative : Frank Lin	Chief of Staff Officer of Wistron Corporation Director of Wistron NeWeb Corp. Director of Wistron ITS Corp. Chairman of Wise Cap Limited Company Chairman of WLB Ltd. Director of Changing Information Technology Inc. Supervisor of aEnrich Technology Corp Director of IP Fund Six Director of Join-Link International Technology Co., Ltd. Director of Maya International Co., Ltd. Director of Wistron Medical Tech Holding Company Director of Wistron Digital Technology Holding Company Director of Wistron Medical Tech Corporation Director of Pell Bio-Med Technology Co., Ltd. Chairman of WiSuccess Asset Management Corporation Director of Wistron Green Energy Holding Company Director of Hartec Asia Pte. Ltd. Chairman of WiseCap (Hong Kong) Limited Director of Hukui Biotechnology Corporation Director of B-Temia Asia Pte. Ltd.
Director	Wistron Corporation Representative : Sylvia Chiou	Director of Staff office I and Vice President of Sustainability of Wiwynn Corporation. Director of T-Conn Precision Corporation Director of Finemat Applied Materials Co., Ltd Director of Retronix Technology Inc. Director of AiSails Power Inc. Supervisor of Wistron Green Energy Holding Company Director of Diagnostics For The Real World Limited
Director	Sunlai Chang	President of Wiwynn Corporation Director of LiquidStack Holding B.V. Director of Wiwynn Technology Service Japan, Inc. (WYJP) Director of Wiwynn International Corporation (WYUS) Director of Wiwynn Technology Service Hong Kong Limited (WYHK) Director of Wiwynn Korea Ltd. (WYKR)
Director	Steven Lu	Senior Vice President of Wiwynn Corporation. Director of Wiwynn Technology Service Japan, Inc. (WYJP) Director of Wiwynn Technology Service Director of Hong Kong Limited (WYHK) Director of Wiwynn Korea Ltd. (WYKR) Director of Wiwynn Technology Service KunShan Ltd. (WYKS)
Independent Director	Charles Kau	Chairman of Ion Electronic Materials co., Ltd. Independent Director of Hauman Technologies Corporation.
Independent Director	Simon Dzeng	Chairman of Hopewell Asset Management, Inc. Chairman of Hopewell Investments, Inc. Chairman of Capstone Investments, Inc. Chairman of Formacell Inc. Independent Director of E&E Recycling, Inc. Director of Jinwen University of Science and Technology.
Independent Director	Victor Cheng	Director of Throughtek Co., Ltd. Independent Director of Yodn Lighting Corp.

【 Attachment 4 】

Name	Education/Experience	Current Position
Independent Director	Cathy Han	Independent Director of Apacer Technology inc. Independent Director of Macroblock, Inc. Independent Director of AUO Corporation

Wiwynn Corporation
Procedures Governing Loaning of Funds
 (Before and After Revision Chart)

Items	Before Revision	After Revision	Reason
Article 2	1. In the event the Company loans funds to other parties by reason of business relations, the aggregate amount of the loan shall not exceed the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies hereby means the total purchases or sales whichever is higher.	1. In the event the Company loans funds to other parties by reason of business relations, the aggregate amount of the loan shall <u>be considered not exceed</u> the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies <u>refer to hereby means</u> the total purchases or sales <u>between them, whichever is higher.</u>	Meet the operational needs
Article 3 2. The limit amount for loaning to a company having business relationship with the Company should vary according to the situations as follows: (1) When any enterprise in which the Company holds more than 50% of the shares, the loan amount shall not exceed the 10% of the net worth of the Company. 3. The limit amount for loaning to a Borrower in need of funds for a short-term period shall not exceed the 10% of the net worth of the Company. 2. The limit amount for loaning to a company having business relationship with the Company should vary according to the situations as follows: (1) When any enterprise in which the Company holds more than 50% of the shares, the loan amount shall not exceed the <u>40+0%</u> of the net worth of the Company. 3. The limit amount for loaning to a Borrower in need of funds for a short-term period shall not exceed the <u>40+0%</u> of the net worth of the Company.	Meet the operational needs
Article16	The Procedure was enacted on May 31, 2017. The 1st amendment was made on June 25, 2019.	The Procedure was enacted on May 31, 2017. The 1st amendment was made on June 25, 2019. <u>The 2nd amendment was made on May 29, 2023.</u>	Correspondence to the amendment date.

Wiwynn Corporation Articles of Incorporation

CHAPTER I General Provisions

- Article 1 : The Company shall be incorporated as a company limited by shares under the Company Act of the Republic of China, and its name is 緯穎科技服務股份有限公司 in the Chinese language, and Wiwynn Corporation in the English language.
- Article 2 : The business items of the Company are set out as follows:
1. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing,
2. CC01080 Manufacture of electronic components and parts,
3. CC01110 Manufacture of computer and peripheral equipment,
4. CC01120 Data Storage Media Manufacturing and Duplicating
5. F218010 Retail Sale of Computer Software
6. F401010 Import/export trading and dealer businesses,
7. I103060 Management Consulting Services
8. I301010 Information technology service,
9. I301020 Data Processing Services
10. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 : The Company may engage in external guarantees to meet business needs.
- Article 4 : The total investment amount by the Company is exempt from the cap amount provided in Article 13 of the Company Act of the Republic of China.
- Article 5 : The head office of the Company is in New Taipei City, Republic of China. Subject to the approval by the Board of Directors, the Company may set up branch offices or representative's offices at various locations within or outside the territory of the R.O.C., whenever the Company deems it necessary.

Chapter II Share Capital

- Article 6 : The total capital stock of the Company amounts is two billion five hundred million New Taiwan Dollars (NTD 2,500,000,000), which is divided into two hundred fifty million (250,000,000) shares at ten New Taiwan Dollars (NTD10) par value each share. The Board of Directors is authorized to issue common shares in installments. An amount of two hundred fifty million New Taiwan Dollars (NTD 250,000,000) among the above total amount of capital stock divided into twenty-five million (25,000,000) shares at ten New Taiwan Dollars (NTD10) par value per share should be reserved for the issuance of employee stock options.
- Article 6-1 : The employees entitled to receive shares, which bought back by the Company, or share subscription warrants, or restricted stock for employees, or reserved for subscription by employees when the Company issues new shares, may including the employees of controlling companies or subsidiaries of the Company meeting certain specific requirements which will be determined by the Board of Directors.
- Article 7 : Shares shall be issued in registered form only, shall be signed by or affixed with seals of director(s) representing the Company, and authenticated by the competent authorities in accordance with laws. The Company may adopt book-entry transfer of shares, instead of issuance of share certificates; as well as with other securities of the Company.
- Article 8 : Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of annual general shareholders' meeting, and thirty (30) days immediately before the date of any extraordinary shareholders' meeting, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter III Shareholders' Meeting

- Article 9 : The shareholders' meetings of the Company are divided into annual general shareholders' meetings and extraordinary shareholders' meetings. The annual general shareholders' meeting should be duly convened within six (6) months following the close of each fiscal year. Extraordinary shareholders' meetings may be convened, when necessary, in accordance with laws and regulations. The shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by the central competent authority. In case a shareholders' meeting is proceeded via visual communication network, then the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

【Appendix 1】

- Article 10 : A shareholder unable to personally attend the shareholders' meeting for whatever cause may vote by proxy with a duly executed appointment form issued by the Company specifying the authorized powers.
- Article 11 : Except as otherwise provided by laws and regulations, each shareholder of the Company is entitled to one vote per share.
The shareholders' meeting shall adopt the electronic voting system as one of the methods for exercising the voting rights, and the method of exercising the voting rights shall be stated in the notice of shareholders' meeting.
- Article 12 : Except as otherwise provided by the relevant laws or regulations, shareholders may take action on a matter at a shareholders' meeting if a quorum of fifty percent (50%) or more of the outstanding shares of the Company exists. If a quorum exists, action on a matter is approved if more than fifty percent (50%) votes being represented at a meeting favor the action.

Article 13 : (Deleted)

Chapter IV Directors and Audit Committee

- Article 14 : The Company should have seven (7) to nine (9) directors and adopt the candidate nomination system. Directors are elected by the shareholders from a roster of director candidate announced by the Company. Each director will serve an office term of three years and may be re-elected.

The Company should purchase liability insurance for the directors to protect them against potential liabilities arising from exercising directors' duties during their terms of office.

The aforesaid Board of Directors shall be composed of at least three (3) independent directors, who will be elected at the shareholders' meeting from a roster of the independent director candidate. With respect to the independent director's profession, holding shares, work restriction, nomination and election method and other matters, all should be preceded by relevant regulations set by the securities authority.

The Board of Directors may set up functional committees, of which the establishment and authority shall be conducted in accordance with the relevant laws and regulations.

Pursuant to Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee. The Audit Committee shall be composed of all independent directors.

The number of members, terms, authority and rules of meeting of the audit committee shall be stipulated in the Audit Committee Charter.

- Article 15 : The Board of Directors shall consist of the directors of the Company; the chairman of the Board of Directors represents the Company and shall be elected from among the directors by a majority vote in a meeting attended by over two-thirds of the directors; the Company may elect a vice chairman of the Board of Directors based on business need.

- Article 16 : Each director shall be notified at least seven days in advance of the reasons for calling a Board of Directors meeting. In emergency circumstances, however, a meeting may be called on shorter notice.

The aforesaid meeting notice may be prepared in either written or electronic format.

- Article 17 : In case the Chairman of the Board of Directors is on leave or unable to represent the Company or perform his or her functions for whatever cause, he or she may appoint another director as proxy in accordance with Paragraph 3 of Article 208 of the Company Act. If that director is not able to attend a meeting in person, he or she may appoint another director as proxy. A director may serve as proxy for only one other director.

- Article 18 : The Board of Directors is authorized to determine the compensation for all Directors, 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.

Chapter V Managerial Officers

- Article 19 : The Company will have one or more general managers, whose appointment, discharge and remuneration will be determined in accordance with Article 29 of the Company Act of the Republic of China. Subject to the authority prescribed by the Board of Directors, the officers shall be empowered to manage the operation of the Company and to sign relevant business documents for the Company.

Chapter VI Accounting

- Article 20 : After the end of each fiscal year, in accordance with the Company Act, the following reports shall be prepared by the Board of Directors, and be submitted to the annual regular shareholders' meeting for acceptance.

【Appendix 1】

1. Business report;
 2. Financial statements;
 3. Profit distribution proposal or loss making-up proposal.
- Article 21 : If the Company has net profit as a result of the yearly accounting closing, (profit means the profit before tax, excluding the amounts of employees' and directors' compensation) such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered.
1. No less than five percent (5%) of profit as employees' compensation. The employees' compensation may be distributed in the form of shares or in cash. The qualification requirements of employees, including the employees from the Company's controlling companies or subsidiaries, which are entitled to receive compensation, shall be determined by the Board of Directors;
 2. No more than one percent (1%) of profit as the compensation in cash to the directors.
- Article 22 : If the Company has profit as a result of the yearly accounting closing, the Company shall pay all taxes and duties and offset its losses in precious years, then set aside a legal capital reserve at ten percent (10%) of the net profit, until the accumulated legal capital reserve has equaled the total capital of the Company; then set aside special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge, then appropriate not less than ten percent (10%) of the remaining balance plus undistributed earnings in begin of period are available for distribution as dividends to shareholders. The Board of Directors may propose the distribution for approval in the shareholders' meeting.
- Article 23 : In consideration that the Company is in a capital and technology-intensive industry and in consideration of the Company's expansion and for its continual and steady growth, a long-term investment plan needs to be adopted, therefore, the Company adopts the residual dividend policy as its dividend policy. Dividends paid by cash shall not be less than ten percent (10%) of the total dividends.

Chapter VII Supplementary Provisions

- Article 24 : Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Act of the Republic of China and the relevant rules and regulations.
- Article 25 : The Procedure was enacted on February 20, 2012. The 1st amendment was made on May 26, 2014. The 2nd amendment was made on May 22, 2015. The 3rd amendment was made on May 20, 2016. The 4th amendment was made on May 31, 2017. The 5th amendment was made on January 17, 2018. The 6th amendment was made on June 25, 2019. The 7th amendment was made on June 15, 2020. The 8th amendment was made on May 31, 2022.

Wiwynn Corporation

The Election Regulations of Directors

- Article 1 : Unless otherwise prescribed by relevant rules, the Company Act or the Articles of Incorporation of the Company, these Regulations shall govern the election of the directors of the Company.
- Article 2 : Directors of the Company shall be elected by a candidate nomination system whereby the shareholders elect directors from the nominees listed in the roster of director candidates published by the Company.
- Article 3 : The qualifications and election of the independent directors of the Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and relevant practices shall be implemented pursuant to Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- Article 4 : The directors of the Company shall be elected through the single recorded cumulative voting. Each share shall have voting rights equal to the number of directors to be elected by the holder. The holder of the shares may cast all of such votes for one candidate or may distribute them among several candidates.
- Article 5 : The Company will calculate separately voting rights to elect independent directors and non-independent directors based on the number of seats specified, the candidates receiving the highest number of affirmative votes sequentially shall be elected. When two or more persons receive the same number of votes and the specified number of seats is exceeded, the two persons receiving the same number of votes shall draw lots to decide who shall serve; the chair shall draw lots on behalf of a non-attendee. The calculation of number of votes referred to in the preceding paragraph is based on the shareholders vote by an electronic voting system and written ballots.
- Article 6 : The Board of Directors shall prepare the ballots equal to the number of directors to be elected and note the number of voting rights, which then to be distributed to shareholders who attend the shareholders' meeting. However, the Company is not required to provide a ballot to the shareholder who exercise their voting power by the electronic voting system. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 7 : During the election, the chairman shall appoint vote counters and vote inspectors, while such vote inspectors shall be with shareholder status, to take charge of inspecting and counting the votes.
- Article 8 : A ballot box shall be provided by the Board of Directors and shall be kept in public view by the monitor before the vote.
- Article 9 : A ballot shall be null and void if such ballot:
1. Is not dropped into the ballot box;
 2. The ballot was not prepared by a person with the right to convene;
 3. Is not filled out by a voter or is blank;
 4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
 5. Other words or mark are entered in addition to the number of voting rights allotted.
 6. Contains words or marks which are illegible or unrecognizable; or has been altered.
- Article 10 : The inspector of election shall monitor the course of counting all ballots, and the chairman or a person designated by the chairman shall announce the voting results immediately, thereafter, including the list of directors and independent directors elected and the numbers of votes such directors received. The ballots for the election of directors referred to in the preceding paragraph shall be sealed with the signatures of the inspectors of election and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the legal proceedings of the foregoing lawsuit have been concluded.
- Article 11 : These Regulations and any amendments hereto shall enter into force when approved by a resolution at a Shareholders' Meeting.
- Article 12 : This Procedure was enacted on May 22, 2015.
The 1st amendment was made on January 17, 2018.
The 2nd amendment was made on June 15, 2020.
The 3rd amendment was made on July 08, 2021.

Wiwynn Corporation Procedures Governing Loaning of Funds (Before revision)

The Company shall follow the Procedure set forth below for loaning funds to other parties.

- Article 1 The party to whom the Company may loan its funds
The Company may loan funds to other parties (the “Borrower”) pursuant to the Procedure when a company with which it does business, or subsidiaries in need of funds for a short-term period which the Company holds more than fifty percent (50%) of the shares.
- Article 2 Evaluation standards for loaning funds to others
1. In the event the Company loans funds to other parties by reason of business relations, the aggregate amount of the loan shall not exceed the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies hereby means the total purchases or sales whichever is higher.
 2. For the companies in need of funds for a short-term period, the Borrower shall be limited to subsidiaries in which the Company holds more than 50% of the shares.
- Article 3 Limits on the total loan amount and respective parties’ loan amount
1. The total loan amount to others shall not exceed the 50% of the net worth of the latest financial report of the Company, among that, for the companies in need of funds for a short-term period, the loan amount shall not exceed the 40% of the net worth of the latest financial report of the Company audited or reviewed by the accountant.
 2. The limit amount for loaning to a company having business relationship with the Company should vary according to the situations as follows:
 - (1) When any enterprise in which the Company holds more than 50% of the shares, the loan amount shall not exceed the 10% of the net worth of the Company.
 - (2) When any enterprise in which the Company holds less than 50% of the shares, the loan amount shall not exceed the 40% of the net worth of that enterprise and the 5% of the net worth of the Company.
 - (3) For the other Borrower, the loan amount shall not exceed the 25% of the net worth of the Borrower and the 5% of the net worth of the Company.
 3. The limit amount for loaning to a Borrower in need of funds for a short-term period shall not exceed the 10% of the net worth of the Company.
- Article 4 Term for loans of funds and the method of calculating interest rate
The term of each loan shall not exceed one year. The interest rate shall be determined by Chairman of Board of Directors and shall not be lower than the interest rate of the Company’s short-term fund borrowing from financial institutions. The interest rate shall be calculated monthly. The principal and interest shall be paid off upon expiration of the loan.
- Article 5 Procedures for handling loans of funds
1. The Borrower shall enclose copies of the business-related certificates, identity card of person in charge of the business and essential financial materials and file a loan amount application to Company. After facilitating the evaluation and credit checking, the financial department will report to the Board of Director for approval. However, the subsidiaries which the Company directly and indirectly holds more than 50% of the voting shares could be exempted from providing the documents mentioned above.
 2. The loans of the company and subsidiaries or subsidiaries and subsidiaries shall be submitted to the Board of Directors for approval in accordance with aforesaid Article. Once the loans are approved by the Board, the chairman of the Board is authorized to allocate the fund within a year under approved limits in several installments or revolving allocations.
 3. The aforesaid loan amount shall be in accordance with Article 3. The loan amount of the Company or its subsidiaries to any single enterprise shall not exceed 10% of the net worth of the latest financial report of the Company or the subsidiaries. However, the limit on total loan amount and respective parties’ loan amount between two foreign subsidiaries and between foreign subsidiaries and the Company, the foreign subsidiaries mean the Company directly and indirectly holds 100% of the voting shares, shall not exceed the net worth of the latest financial report of the Company.
 4. Upon ratification of the loan amount, the Borrower shall file related forms to the financial department to apply for withdrawal.
- Article 6 Procedures for Ratification
1. When the Borrower applies for a loan from the Company, it shall submit concrete description of necessity and reasonableness and the financial department will determine whether to accept the application or not.

【Appendix 3】

Article 6 Procedures for Ratification

1. When the Borrower applies for a loan from the Company, it shall submit concrete description of necessity and reasonableness and the financial department will determine whether to accept the application or not.
2. Besides, the financial department shall make an impact assessment based on the possibility of operation risk, financial condition and shareholder's rights and interests after loaning fund to Borrower and submit an opinion statement to the Board of Directors for approval.
3. When the Borrower, except for the subsidiaries which the Company directly and indirectly holds more than 50% of the voting shares, applying for a withdrawal of capital from the Company, the Company should request the Borrower to provide the same amount of a cheque/promissory note or secure a collateral equivalent to the endorsement and/or guarantee amount. The financial department shall evaluate and mark the value of the collateral.

Article 7 Announcement and reporting procedures

1. The Company shall report the balance of loan of funds to the parent company's Chief of Staff Office within three business days after the end of each month.
2. The Company shall announce and report the Company's and its subsidiaries' balances of loan of funds of the previous month monthly before the tenth of each month. Also, if the fund's loan amount meets one of the following criteria, it shall be announced and reported on the second day from the day when the fact occurs and shall be notified the parent company's Chief of Staff Office:
 - (1) The aggregate balance of the Company and its subsidiaries' loan reaches 20 percent or more of the company's net worth as stated in its latest financial statement audited or reviewed by the accountant.
 - (2) The balance of the Company and its subsidiaries' loan for a single enterprise reaches 10 percent or more of Company's net worth as stated in its latest financial statement audited or reviewed by the accountant.
 - (3) The balance of the Company or its subsidiaries' newly added loan reaches NT\$10 million or more and the aggregate amount of loan reaches 2 percent or more of the Company's net worth as stated in its latest financial statement audited or reviewed by the accountant.
3. The Company shall announce and report on behalf of any subsidiary not categorized as domestic public companies that such subsidiary is required to announce and report pursuant to the third subparagraph of the preceding paragraph.

Article 8 Subsequent measures for control and management of loans, and procedures for handling delinquent creditor's rights

1. The Company's financial department shall prepare a registry containing the subject of the basic information of the Borrower, the passing date and the ratified amount of the loan of the Board of Directors, the issuing date of the loan, the amount of the loan, collateral, interest rate, reimbursement date and method, and items that should be carefully evaluated in accordance of Article 6, for the examination of competent authorities and related personnel.
2. After appropriating the fund, financial department shall examine the financial status, business status and related credit status of the Borrower and guarantor, and if there is any collateral provided, financial department should pay attention to the alteration of its secured value. If there is significant violation, the personnel shall inform the Chairman of Board of Directors and handle the matters under his instructions.
3. When reimbursing the loan on due date or before the due date, the Borrower should calculate the interest rate in advance and reimburse the loan with principal. Then, the Company may return the promissory note with cancellation of the loan of funds or eliminate the collateral registration.
4. Borrower should reimburse the principal and the interest when the due date comes. If failing to reimburse at the due date, the Company may dispose the collateral directly and redeem it for the Company's loss.
5. If any event causes non-conformity of Borrower's qualification and the loan amount with the Procedure, the Company shall enact the revised plan, send it to the Audit Committee and rectify it accordingly.

Article 9 Penalty for violation of the procedures loaning funds to others by managers or personnel in charge.

When the Company's employees and personnel violate the Procedure, they will be punished according to the "Personnel Administration Regulation" and the related regulations.

Article 10 Procedures for controlling and managing loans of funds to others by subsidiaries

When a subsidiary plans to loan fund to others, the subsidiary should enact "Procedures Governing Loaning of Funds," report to Board of Directors for approval, and handle the matters according to its Procedures. Its Procedures Governing Loaning of Funds should follow the precedent of this Procedure. However, the loan amount and respective party's loan amount shall not exceed the amount described as follows: The limits of a subsidiary on total loan amount and respective parties' loan amount should calculate based on subsidiary's net worth pursuant to Article 3 of this Procedure. However, the restrictions of limits on the total loan amount and term for loans under Paragraph 1 of Article 3 and Article 4 of this Procedure do not apply between two foreign

【Appendix 3】

subsidiaries and between foreign subsidiaries and the Company, the foreign subsidiaries means the Company directly and indirectly holds 100 percent of the voting shares, but the limits of total loan amount and respective parties' loan amount should not exceed the net worth of the Company and should meet the term for loans set in the procedure by foreign subsidiary.

- Article 11 The Company shall evaluate its loan activities and reserve sufficient allowance for bad debts, adequately disclose relevant information in its financial reports, and provide certified public accountants with relevant information for execution of necessary audit procedures.
- Article 12 The internal verification personnel of the Company shall verify the Procedure and its implementation and make a report in writing for record. If there is significant violation, the personnel shall inform Audit Committee in writing.
- Article 13 When the Company submits the loaning of funds for the Board of Directors' approval, the board shall fully take each independent director's opinions into consideration and record each director's reasons for pros and cons in the minutes.
- Article 14
1. If the Company plans to provide significant loan to other parties, the plan shall be approved by more than half members of all the Audit Committee and submitted to Board of Directors for resolution.
 2. If the above plan that has not been approved by the Audit Committee, the plan shall be approved by the Board of Directors with two-thirds of all directors and the resolution of Audit Committee shall be recorded in the Board of Directors minutes.
 3. The Audit Committee members and the Board of Directors members in this Article and Article 15 will only calculate the members in present position.
- Article 15
1. The Procedure, as well as any revision thereto, shall be approved by more than half members of all the Audit Committee pursuant to related regulations, and submitted to the Board of Directors for resolution and later be effective after approved by shareholders' meeting.
 2. If the above plan that has not been approved by the Audit Committee, the plan shall be approved by the Board of Directors with two-thirds of all directors and the resolution of Audit Committee shall be recorded in the Board of Directors minutes.
- Article 16 The Procedure was enacted on May 31, 2017. The 1st amendment was made on June 25, 2019.

Wiwynn Corporation Shareholdings of Directors

(Shareholdings as of March 30, 2023)

Title	Name	Number of Shares (Note)
Chairman	Wistron Corporation Representative: Simon Lin	65,895,129
Vice Chairman	Emily Hong	2,944,624
Director	Wistron Corporation Representative: Frank Lin	65,895,129
Director	Sunlai Chang	490,235
Director	Steven Lu	340,455
Independent Director	Charles Kau	0
Independent Director	Simon Dzung	0
Independent Director	Cathy Han	0
Independent Director	Victor Cheng	0
Total		69,670,443

1. The current number of issued shares in the Company as of March 30, 2023, is 174,840,791 common shares.
2. The Company's directors shall hold at least 10,490,447 shares in accordance with "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies."
3. The Company has set up the Audit Committee, so the provisions on the minimum percentage requirements for the shareholding of supervisors shall not apply.