



Wiwynn Corporation
Agenda of
2024 General Shareholders' Meeting
(Translation)

Meeting Time : 9:00 a.m., Friday, May 24, 2024

Place : 2F., No. 94, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City 221411, Taiwan (R.O.C.)
(Conference Room on the 2nd Floor, Building C, Oriental Science Park)

Disclaimer

This is a translation of the 2024 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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Attachment

- 1.Business Report and Financial Statements for the Year 2023**
- 2.Audit Committee's Review Report**
- 3.Profit Appropriation Statement for 2023**

Appendix

- 1.Articles of Incorporation**
- 2.Shareholdings of Directors**

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 re-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 speaker 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. 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.

6. Extemporaneous Motion
7. Adjournment

Meeting Agenda

Meeting Time : 9:00 a.m., Friday, May 24, 2024

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 2023.
- (2) Audit Committee's review report.
- (3) Report 2023 employees' profit sharing and Board Directors' compensation.

2. Ratification Items and Discussion Items

- (1) Ratification of the Business Report and Financial Statements of 2023.
- (2) Ratification of the proposal for distribution of 2023 profits.
- (3) Discussion of 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.

3. Extemporaneous Motion

4. Adjournment

Report Items

- 1. Report the business of 2023.** (Please refer to Attachment 1)
- 2. Audit Committee's review report.** (Please refer to Attachment 2)
- 3. Report 2023 employees' profit sharing and Board 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, who are entitled to receive compensation, shall be determined by the Board of Directors.
 - B. No more than one percent (1%) of profit as compensation in cash to the Board Directors.
- (2) The Company's fourth-term fourth Compensation Committee Meeting and the second Board Meeting of 2024 approved the proposal of 2023 employees' profit sharing and Board 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' 2023 profit sharing is NT\$ 800,000,000, with a contribution rate of 5.039%, paid in cash.
 - B. The total amount of Board Directors' 2023 compensation is NT\$30,000,000, with a contribution rate of 0.189%, paid in cash.

Ratification Items and Discussion Items

Item 1

Proposal : Ratification of the Business Report and Financial Statements of 2023.

(Proposed by the Board of Directors)

Explanation :

1. The Company's business report and financial statements for 2023 (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)
2. Submission for ratification.

Item 2

Proposal : Ratification of the proposal for distribution of 2023 profits.

(Proposed by the Board of Directors)

Explanation :

1. The undistributed retained earnings at the beginning of 2023 were NT\$13,785,215,384. Adding the net income of NT\$12,043,654,726, deducting the legal reserve of NT\$1,203,822,673 and the remeasurements of defined benefit obligation of NT\$5,428,000, the total amount of retained earnings available for distribution was NT\$24,619,619,437. The dividend distribution is calculated based on the outstanding shares of 174,840,791 shares on the date of the Board of Directors' resolution. It is proposed to distribute cash dividends of NT\$7,343,313,222 (NT\$42 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. 2023 Statements of Profit Appropriation, please refer to Attachment 3.
5. Submission for ratification.

Item 3

Proposal : Discussion of 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.

(Proposed by the Board of Directors)

Explanation :

1. Fund raising purpose and size: For the purpose of fulfilling the funding needs of the Company to purchase overseas materials, or repay bank loans, or increase working capital, or invest overseas business, or other needs for its future development and competitiveness enhancement, it is proposed to authorize the Board of Directors to issue up to 17 million common shares, depending on the market conditions and the Company's need, to choose appropriate timing and fund raising methods in accordance with the applicable laws and regulations, according to the following fund raising method and handling principles.
2. Fund raising methods and handling principles:
 - (1) Issuance of new common shares for cash to sponsor issuance of GDR
 - A. In accordance with the existing provisions of the "Disciplinary Rules for Securities Underwriters Assisting Issuing Company in the Offering and Issuance of Securities issued by the Taiwan Securities Association," the issue price of the new common shares for cash capital increase for the issuance of GDR may not be lower than the closing price of the Company's common shares on the Taiwan Stock Exchange or 90% of the average closing price of the common shares of the Company in one, three, or five business days prior to the pricing date after adjustment for any distribution of stock and cash dividends or capital reduction. In case of any changes to the relevant domestic laws, the pricing method shall be adjusted accordingly. In view of the severe short-term fluctuations in domestic market price, it is proposed to authorize the Chair to determine the final issue price, within the scope of the said requirement under the Disciplinary Rules, after negotiation with the lead underwriter depending on international capital markets, domestic market price and the overall book building situations, to improve the subscription of international investors, so the pricing method should be reasonable.
 - B. Upon the limit of 17 million common shares for the issuance of GDR through the issuance of new common shares by capital increase, the original shareholders' equity will be diluted by a maximum of 9.7%. The implementation of the fundraising plan will enhance the Company's competitiveness and benefit the shareholders; the determination of the issue price of the GDRs will be based on the fair trading price of common shares formed in the domestic market. Existing shareholders may still be able to purchase common stock in domestic stock market at the price closing to the issue price of GDR without bearing the exchange risks and liquidity risks, and may take into account their interests.
 - C. Except for 10% to 15% of new common shares shall be allocated for the employees' subscription in accordance with applicable law, it is proposed for the shareholders meeting to approve that the rights to the remaining 85% to 90% of the issuance shall be waived by the shareholders and shall be offered to the public under Article 28-1 of Securities and Exchange Act as the underlying shares of GDR to be sold. It is proposed to authorize the Chairman, depending on the market needs, to allot the new common shares not subscribed by employees of the Company as underlying shares of GDR.
 - (2) Issuance of new common shares for cash in public offering
 - A. The par value of the new common shares to be issued per share is NT\$10. It is proposed to authorize the Chairman of the Company to coordinate with the underwriter(s) of the public offering to determine the actual issue price in accordance with the Taiwan Securities

Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies for Offering and Issuing Securities and the market conditions and the issue price shall be reported to, and accepted by the regulatory authority before issuance.

- B. It is proposed to authorize the Board to choose either of the following methods to sell the new shares in the public offering through the underwriter(s):
- a. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed for the shareholders meeting to approve the pre-emptive rights to subscribe to the remaining shares to be waived by the shareholders in accordance with Article 28-1 of the Securities and Exchange Act and such remaining shares will be offered to the public via book building. It is proposed that any new common shares not subscribed by employees of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
 - b. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed that 10% of the new shares to be sold to the public through the underwriter(s) in accordance with Article 28-1, Paragraph 2 of the Securities and Exchange Act and the remaining shares will be subscribed to by the existing shareholders of the Company in accordance with their shareholding. It is proposed that any new common shares not subscribed by employees and shareholders of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
- (3) Issuance of new common shares for cash in private placement and/or issuance of new common shares for cash to sponsor issuance of GDR in private placement
- A. The basis and rationale to determine the private placement price:
- a. The common stock price per share shall be set at no less than 85% of the reference price. The reference price is set as the higher of the following two basis prices:
 - (i) The simple average closing price of the common shares of the Company for either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
 - (ii) The simple average closing price of the common shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - b. The pricing date, actual reference price, theoretical price, and actual issuance price are proposed to be authorized to the Board of Directors to determine within the range approved by the shareholders meeting, after taking into consideration the market status, objective conditions, and qualification of specific parties. Considering that the Securities and Exchange Act has set the restrictions on transfers of the privately placed securities for three full years, the price determination above shall be reasonable.
- B. The method to determine specific parties:
- The strategic investors have the priority to be considered as specific parties for private placement if they may be qualified for the rules in Article 43-6, Securities and Exchange Act and other letters from government authorities and should also have direct or indirect benefit to the Company, and can recognize the Company's operating strategy. The company currently has not arranged the specific parties. It is proposed to authorize the Company's Board of Directors to determine the specific parties for private placement.
- C. The necessity of private placement:
- a. The Company plans to invite strategic investors and strengthen competitiveness through private placement. Because of the restrictions on transfers for three full years, it is better to maintain a long-term relationship with strategic partners by such security issuance of private placement. And also considering the effectiveness and feasibility to raise capital, the Company proposes to raise capital through private placement, rather than public

offering.

- b. The amount of the private placement: up to 17 million common shares.
 - c. The use of proceeds and projected benefits of private placement: The Company plans to do private placement at one time or several times (no more than 3 times) based on market conditions and specific parties. The capital raised will be used to purchase overseas materials, or repay bank loans, or increase working capital, or invest overseas business, or other needs for its future development. The private placement will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.
3. Use of proceeds, schedule and projected benefit: The Company plans to use the fund raising from capital increase to purchase overseas materials, or repay bank loans, or increase working capital, or invest overseas business, or other needs for its future development. The fund raising plan will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.
 4. It is proposed to authorize the Board of Directors to determine, proceed or revise the issuance plan of new common shares to be issued to sponsor the GDR and the new common shares to be issued in public offering, new common shares in private placement and/or new common shares to sponsor issuance of GDR in private placement, including issue price, shares, terms and conditions, amount, record date, plan items, projected progresses and benefits, and any other item related to the issuance plan, based on market conditions. It is also proposed to authorize the Board of Directors to revise the issuance plan based on operation evaluation, environment changes or if receiving instructions from governmental authorities.
 5. The new common shares to be issued to sponsor issuance of GDR, the new common shares to be issued in public offering, the new common shares in private placement and/or the new common shares to sponsor issuance of GDR in private placement will be issued in scripless form. However the new common shares in private placement and the new common shares to sponsor issuance of GDR are subject to the selling restrictions within three years after the delivery date under Article 43-8 of the Securities and Exchange Act, the new common shares to be issued to sponsor the GDR and the new common shares to be issued in public offering, new common shares in private placement and new common shares to sponsor issuance of GDR in private placement will have the same rights and obligations as the Company's existing issued and outstanding common shares.
 6. It is proposed to authorize the Chairman or the Chairman's designee, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with, issuance of new common shares to sponsor issuance of GDR and/or issuance of new common shares in public offering and/or issuance of new common shares in private placement and/or issuance of new common shares to sponsor issuance of GDR in private placement.
 7. The Board is authorized to handle all matters which are not addressed herein in accordance with the applicable laws and regulations.
 8. Please discuss.

Voting by Poll

Extemporaneous Motion

Adjournment

Wiwynn Corporation Business Report

The whole world was in a turbulent state in 2023 and was under a social climate of great vulnerability. Risks of international geopolitics remain: the Russo-Ukrainian war is deadlocked, and the breakout of the Israeli-Palestinian conflict shocks the whole world. Meanwhile, the rise of AI rapidly attracts global attention. AI application starts to spread from business to individual. Although we are still against the headwind, we strive for recovery. Wiwynn continues paying attention on the changes of the macroenvironment and treads carefully, maintaining corporate resilience, and implementing the core value to pursue sustainable development with an agile and stable attitude.

The Company's consolidated operating revenue in 2023 was NT\$ (the same below) 241,900,989 thousand, a 17.4% decrease from that in the previous year. The net income was 12,043,655 thousand, decreased by 15% compared to the previous year. The gross profit margin, operating profit margin, and net profit margin was 9.4%, 6.6%, and 5.0% respectively; each hit a record high. The basic earnings per share (EPS) was 68.88.

The Company is optimistic in the long-term demands and growth of the cloud industry and AI servers. We invested and deepened the development of data center technology and product, cultivating IT infrastructure for cloud data centers, as well as AI acceleration server platform with module design and advanced liquid cooling technology to satisfy diverse model training, customization, and projected future demands in the era of AI as well as the needs of advanced cooling technology required for high power consumption servers.

In terms of heat dissipation technology, Wiwynn developed technology of rack level liquid cooling to meet the challenges and demands in the era of AI, as well as continue working with technical-leading manufacturers in the heat dissipation area to jointly develop the next generation liquid cooling technology.

In terms of our global presence, we continuing expanding our plants in Malaysia, Tainan Science Park, and Mexico after taking into consideration of risk diversification and customer proximity. In Asia-Pacific, our Malaysia plant provides cutting-edge servers and advanced cooling technology, demonstrates the vision of one-stop center for manufacturing, service, and engineering for hyperscale data centers. We have complete delivery capability from server motherboard to the assembly of whole rack. We also focus on the realization of ESG principles through business operations, in order to achieve our commitment in sustainable development. Moreover, Wiwynn's plant in Tainan Science Park is currently undergoing the expansion to integrate the old and new campuses. In addition to the manufacturing of server circuit boards, we are also speeding up the production and verification of new products. With such dual track strategy, we created a resilient supply chain. Our Mexico plant in the Americas is the main battlefield for system integration. The plant expansion is still on going in order to fulfil Wiwynn's goal of meeting the fast growing server demands.

While working hard to promote a variety of digital visions, Wiwynn is also active in investing the development for sustainable environment and social inclusion. From the four strategic dimensions of "eco-friendly operation", "common good and common prosperity between employees and the enterprise", "sustainable supply chain", and "green innovation", we unfold our long-term goals. From 2022, Wiwynn worked with our suppliers on supply chain carbon footprint verification. In 2023, we kicked off carbon footprint survey and trainings among suppliers, to assist our upstream partners enhancing their recognition and understanding towards carbon-related issues,

【 Attachment 1 】

in order to further integrate supply chain carbon data into the carbon management platform, and establishing a solid foundation for the net zero emissions that follows up. We coordinate with supply chain to achieve inclusive growth and evaluate environmental friendliness from different operational dimensions to create and give back to the society from our core capabilities.

In the future, we will continue developing sustainable products and participating in the carbon disclosure plan (CDP). We also join Taiwan Climate Partnership and establish the goals of net zero by 2040 and RE100 by 2030. Wiwynn continues to put effort into activities such as tree planting. This year, we expanded the scale of tree planting in Taiwan and in Malaysia for global carbon reduction and providing various species habitats and protection. We make true efforts to global warming reduction, coastline protection, and biodiversity conservation with actions.

On the Subject of corporate governance, Wiwynn received the honor of “Top 5% of all listed companies” in the 9th Corporate Governance Evaluation in 2023. We have also started to associate ESG performance with salary and remuneration in order to deepen sustainable management. We increased the number of female members on the Board of Directors from two to three to strengthen the idea of gender diversity. From 2021 until now, Wiwynn is still a constituent stock for “Taiwan ESG Index” and “Taiwan Corporate Governance 100 Indexes”.

Facing the era full of global political and economic uncertainties, while the demand of AI application increases and technology and energy transitions drive the need of environmental sustainability, Wiwynn certainly has to consider global trends and market changes from different perspectives, in order to continuously maintain competitive advantage and resilience, and to realize long-term development and sustainable operation. Wiwynn never changes its commitments in being the leader of technology and innovation. Through investing in talents and expanding production capacity, we move forward steadily to create and unleash infinite possibilities for the future to come.

Chairman:
Emily Hong

President:
Sunlai Chang

Accounting Officer:
Wenifred Wen

Independent Auditors' Report

To the Board of Directors of Wiyynn Corporation:

Opinion

We have audited the financial statements of Wiyynn Corporation ("the Company"), which comprise the balance sheets as of December 31, 2023 and 2022, 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 material 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, 2023 and 2022, 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 Financial Statements Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 principle audit procedures included understanding the types of revenue, contract provisions and transaction terms to assess the accuracy of the timing of revenue recognition; conducting the variance analysis on the revenue from major customers to evaluate if there are any significant unusual transactions; as well as testing the design, operation and implantation of the effectiveness of internal control on revenue recognition. Furthermore, we also selected some samples of transaction records of sales within the balance sheet date in order to obtain the related transaction documents to evaluate the appropriateness of timing of recognition.

2. Valuation for slow-moving inventories

Please refer to note 4(g) for "Inventories", note 5 for "Significant accounting assumptions and judgments, and major sources of estimation uncertainty", as well as note 6(d) for the disclosure of valuation of inventory

Description of key audit matter

In order to meet the rapid development of the cloud computing industry and shipping demands, the Company has increased its stock volume, which requires the management to use its subjective judgment in valuating the slow-moving inventories. Therefore, the valuation for slow-moving inventories has been identified as one of our key audit matters.

How the matter was addressed in our audit

Our principal audit procedures included understanding the policies adopted by the management in valuating the slow-moving inventories; assessing the historical reasonableness of the management's estimates on inventory provisions; selecting samples to verify the accuracy of the inventory aging report; evaluating the appropriateness of management's methodology to determine inventory reserve percentages; as well as recalculating the inventory reserve for the application of the reserve percentages with the inventory aging categories.

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, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chen, Ya-Ling and Huang, Ming-Hung.

KPMG

Taipei, Taiwan (Republic of China)

February 26, 2024

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)
Wiwynn Corporation

Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2023		December 31, 2022		Liabilities and Equity		December 31, 2023		December 31, 2022	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 15,735,867	21	16,483,111	23	2130	Contract liabilities-current (note 6(q))	5,950,026	8	5,296,970	7
1170	Accounts receivable, net (notes 6(b) and (q))	6,521,959	8	5,668,368	8	2170	Notes payable and accounts payable	4,433,844	6	1,022,101	2
1180	Accounts receivable - related parties, net (notes 6(b), (q) and 7)	6,143,123	8	20,381,475	28	2180	Accounts payable - related parties (note 7)	4,534,279	6	10,228,693	14
1200	Other receivables (note 6(c))	215	-	1,571	-	2200	Other payables (note 6(r))	4,956,099	7	3,815,618	5
1210	Other receivables-related parties (notes 6(c) and 7)	511,340	1	1,694,155	2	2220	Other payables-related parties (note 7)	170,427	-	414,053	1
130X	Inventories (note 6(d))	6,081,994	8	4,305,270	6	2230	Current tax liabilities	1,196,008	2	2,790,452	4
1470	Other current assets (note 6(i))	509,087	1	136,655	-	2280	Lease liabilities-current (notes 6(l) and 7)	130,371	-	84,044	-
	Total current assets	<u>35,503,585</u>	<u>47</u>	<u>48,670,605</u>	<u>67</u>	2320	Current portion of long-term liabilities (notes 6(k))	2,500,000	3	-	-
Non-current assets:						2399	Other current liabilities	273,111	-	251,528	-
1550	Investments accounted for using equity method (note 6(e))	36,869,573	49	22,085,144	31		Total Current liabilities	<u>24,144,165</u>	<u>32</u>	<u>23,903,459</u>	<u>33</u>
1600	Property, plant and equipment (notes 6(f) and 7)	1,245,867	2	757,957	1	Non-current liabilities:					
1755	Right-of-use assets (notes 6(g) and 7)	283,898	-	174,811	-	2530	Bonds payable (note 6(k))	6,942,918	9	9,439,683	14
1780	Intangible assets (notes 6(h) and 7)	126,985	-	125,644	-	2540	Long-term borrowings (notes 6(j))	1,500,000	2	-	-
1840	Deferred tax assets (note 6(n))	892,741	1	599,852	1	2570	Deferred tax liabilities (note 6(n))	465,005	1	286,411	-
1990	Other non-current assets (notes 6(i) and 8)	531,701	1	100,266	-	2580	Lease liabilities-non-current (notes 6(l) and 7)	147,572	-	89,289	-
	Total non-current assets	<u>39,950,765</u>	<u>53</u>	<u>23,843,674</u>	<u>33</u>	2640	Net defined benefit liabilities (note 6(m))	6,638	-	8,431	-
						2645	Guarantee deposits received	14,000	-	-	-
							Total Non-current liabilities	<u>9,076,133</u>	<u>12</u>	<u>9,823,814</u>	<u>14</u>
							Total liabilities	<u>33,220,298</u>	<u>44</u>	<u>33,727,273</u>	<u>47</u>
						Equity (notes 6(e), (m), (n) and (o)):					
						3110	Common shares	1,748,408	2	1,748,408	2
						3200	Capital surplus	8,839,619	12	8,817,380	12
						3300	Retained earnings	30,335,745	40	27,039,558	37
						3400	Other equity	1,310,280	2	1,181,660	2
							Total equity	<u>42,234,052</u>	<u>56</u>	<u>38,787,006</u>	<u>53</u>
Total assets		<u>\$ 75,454,350</u>	<u>100</u>	<u>72,514,279</u>	<u>100</u>		Total liabilities and equity	<u>\$ 75,454,350</u>	<u>100</u>	<u>72,514,279</u>	<u>100</u>

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, 2023 and 2022

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

		<u>2023</u>		<u>2022</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	Operating revenue (notes 6(q) and 7)	\$ 88,404,462	100	101,426,047	100
5000	Operating costs (notes 6(d), (f), (g), (h), (l), (m), (r), 7 and 12)	<u>67,618,282</u>	<u>76</u>	<u>79,617,295</u>	<u>79</u>
	Gross profit	20,786,180	24	21,808,752	21
5910	Unrealized profit (loss) from sales	<u>(761,708)</u>	<u>1</u>	<u>(257,842)</u>	<u>-</u>
	Net gross profit	<u>20,024,472</u>	<u>23</u>	<u>21,550,910</u>	<u>21</u>
	Operating expenses (notes 6(b), (f), (g), (h), (l), (m), (r), 7 and 12):				
6100	Selling expenses	359,208	-	464,717	1
6200	Administrative expenses	1,538,006	2	1,140,661	1
6300	Research and development expenses	4,016,074	5	3,497,605	3
6450	Expected credit loss (gain)	<u>(7,818)</u>	<u>-</u>	<u>3,132</u>	<u>-</u>
	Total operating expenses	<u>5,905,470</u>	<u>7</u>	<u>5,106,115</u>	<u>5</u>
	Net operating income	<u>14,119,002</u>	<u>16</u>	<u>16,444,795</u>	<u>16</u>
	Non-operating income and expenses (notes 6(e), (f), (k), (l), (s) and 7):				
7100	Interest income	193,263	-	89,243	-
7020	Other gains and losses	252,345	-	874,865	1
7050	Finance costs	<u>(433,472)</u>	<u>-</u>	<u>(160,112)</u>	<u>-</u>
7070	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	<u>916,151</u>	<u>1</u>	<u>424,647</u>	<u>-</u>
	Total non-operating income and expenses	<u>928,287</u>	<u>1</u>	<u>1,228,643</u>	<u>1</u>
7900	Income before tax	15,047,289	17	17,673,438	17
7950	Income tax expense (note 6(n))	<u>3,003,634</u>	<u>3</u>	<u>3,498,729</u>	<u>3</u>
	Net income	<u>12,043,655</u>	<u>14</u>	<u>14,174,709</u>	<u>14</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	(6,785)	-	764	-
8349	Income tax related to items that may not be reclassified subsequently to profit or loss	<u>1,357</u>	<u>-</u>	<u>(153)</u>	<u>-</u>
	Total items that may not be reclassified subsequently to profit or loss	<u>(5,428)</u>	<u>-</u>	<u>611</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	126,524	-	1,612,680	2
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	2,096	-	-	-
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>128,620</u>	<u>-</u>	<u>1,612,680</u>	<u>2</u>
8300	Other comprehensive income	<u>123,192</u>	<u>-</u>	<u>1,613,291</u>	<u>2</u>
8500	Total comprehensive income	<u>\$ 12,166,847</u>	<u>14</u>	<u>15,788,000</u>	<u>16</u>
	Earnings per share (expressed in New Taiwan dollars) (note 6(p))				
9750	Basic earnings per share	<u>\$ 68.88</u>		<u>81.07</u>	
9850	Diluted earnings per share	<u>\$ 68.65</u>		<u>80.49</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, 2023 and 2022
(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, 2022	\$ 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	<u>1,748,408</u>	<u>8,817,380</u>	<u>3,094,770</u>	<u>431,020</u>	<u>23,513,768</u>	<u>27,039,558</u>	<u>1,181,660</u>	<u>38,787,006</u>
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	1,417,532	-	(1,417,532)	-	-	-
Special reserve	-	-	-	(431,020)	431,020	-	-	-
Cash dividends	-	-	-	-	(8,742,040)	(8,742,040)	-	(8,742,040)
Net income	-	-	-	-	12,043,655	12,043,655	-	12,043,655
Other comprehensive income	-	-	-	-	(5,428)	(5,428)	128,620	123,192
Total comprehensive income	-	-	-	-	12,038,227	12,038,227	128,620	12,166,847
Changes in equity of associates and joint ventures accounted for using equity method	-	22,239	-	-	-	-	-	22,239
Balance on December 31, 2023	<u>\$ 1,748,408</u>	<u>8,839,619</u>	<u>4,512,302</u>	<u>-</u>	<u>25,823,443</u>	<u>30,335,745</u>	<u>1,310,280</u>	<u>42,234,052</u>

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, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from (used in) operating activities:		
Income before tax	\$ 15,047,289	17,673,438
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	508,557	438,851
Amortization expense	100,223	69,810
Expected credit loss(gain)	(7,818)	3,132
Net loss (profit) on financial assets or liabilities at fair value through profit or loss	(40,517)	100,986
Interest expense	433,472	160,112
Interest income	(193,263)	(89,243)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(916,151)	(424,647)
Losses on disposal of property, plant and equipment	428	27
Gain on disposal of other assets	(21)	-
Gain on disposal of investments	(5,339)	-
Unrealized losses from sales	761,708	257,842
Prepayments for equipment reclassified as expenses	-	66
Total adjustments to reconcile profit	<u>641,279</u>	<u>516,936</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	40,517	(100,986)
Decrease (increase) in accounts receivable, net	(845,773)	1,343,068
Decrease (increase) in accounts receivable-related parties, net	14,238,352	(3,619,547)
Decrease in other receivable	1,356	1,978
Decrease (increase) in other receivable-related parties	1,182,815	(231,336)
Decrease (increase) in inventories	(1,776,724)	2,114,774
Decrease (increase) in other current assets	(374,642)	155,843
Total changes in operating assets	<u>12,465,901</u>	<u>(336,206)</u>
Changes in operating liabilities:		
Increase in contract liabilities-current	653,056	1,935,998
Increase (decrease) in notes and accounts payable	3,411,743	(879,671)
Increase (decrease) in accounts payable-related parties	(5,694,414)	1,884,467
Increase in other payable	1,131,426	1,741,748
Increase (decrease) in other payable-related parties	(243,626)	162,170
Increase in other current liabilities	21,583	52,952
Decrease in net defined benefit liabilities	(8,578)	(4,395)
Total changes in operating liabilities	<u>(728,810)</u>	<u>4,893,269</u>
Total changes in operating assets and liabilities	<u>11,737,091</u>	<u>4,557,063</u>
Total adjustments	<u>12,378,370</u>	<u>5,073,999</u>
Cash inflow generated from operations	27,425,659	22,747,437
Interest received	195,474	84,209
Interest paid	(421,183)	(157,782)
Income taxes paid	(4,711,016)	(1,946,134)
Net cash flows from operating activities	<u>22,488,934</u>	<u>20,727,730</u>
Cash flows from (used in) investing activities:		
Increase in other receivables – related parties	-	276,900
Acquisition of investments accounted for using equity method	(14,473,788)	(14,423,956)
Acquisition of property, plant and equipment	(624,270)	(154,843)
Proceeds from disposal of property, plant and equipment	581	107
Acquisition of intangible assets	(101,564)	(96,722)
Increase in other financial assets	(13,998)	(5,951)
Increase in prepayments for equipment	(675,540)	(154,558)
Net cash used in investing activities	<u>(15,888,579)</u>	<u>(14,559,023)</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	296,814,845	82,979,590
Decrease in short-term borrowings	(296,814,845)	(87,548,440)
Increase in long-term borrowings	1,500,000	-
Increase in guarantee deposits received	14,000	-
Payment of lease liabilities	(119,559)	(77,063)
Cash dividends paid	(8,742,040)	(4,371,020)
Net cash used in financing activities	<u>(7,347,599)</u>	<u>(9,016,933)</u>
Net decrease in cash and cash equivalents	<u>(747,244)</u>	<u>(2,848,226)</u>
Cash and cash equivalents at beginning of period	<u>16,483,111</u>	<u>19,331,337</u>
Cash and cash equivalents at end of period	<u>\$ 15,735,867</u>	<u>16,483,111</u>

See accompanying notes to financial statements.

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, 2023 and 2022, 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 material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and 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 Financial Statement Audit and Attestation Engagements of 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 principle audit procedures included understanding the types of revenue, contract provisions and transaction terms to assess the accuracy of the timing of revenue recognition; conducting the variance analysis on the revenue from major customers to evaluate if there are any significant unusual transactions; as well as testing the design, operation and implantation of the effectiveness of internal control on revenue recognition. Furthermore, we also selected some samples of transaction records of sales during the period before and after the balance sheet date in order to obtain the related transaction documents to evaluate the appropriateness of timing of recognition.

2. Valuation for slow-moving inventories

Please refer to note 4(h) for "Inventories", note 5 "Significant accounting assumptions and judgments, and major sources of estimation uncertainty" as well as note 6(d) for the disclosure of valuation of inventory.

Description of key audit matter

In order to meet the rapid development of the cloud computing industry and shipping demands, the Group has increased its stock volume, which requires the management to use its subjective judgment in valuating the slow-moving inventories. Therefore, the valuation for slow-moving inventories has been identified as one of our key audit matters.

How the matter was addressed in our audit

Our principal audit procedures included understanding the policies adopted by the management in valuating the slow-moving inventories; assessing the historical reasonableness of the management's estimates on inventory provisions; selecting samples to verify the accuracy of the inventory aging report; evaluating the appropriateness of management's methodology to determine inventory reserve percentages; as well as recalculating the inventory reserve for the application of the reserve percentages with the inventory aging categories.

Other Matter

Wiwynn Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2023 and 2022, on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with 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 Chen, Ya-Ling and Huang, Ming-Hung.

KPMG

Taipei, Taiwan (Republic of China)
February 26, 2024

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' review 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)

Wiwynn Corporation and Subsidiaries

Consolidated Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan dollars)

Assets		December 31, 2023		December 31, 2022		Liabilities and Equity		December 31, 2023		December 31, 2022	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 37,494,848	42	26,231,920	30	2100	Short-term borrowings (note 6(j))	\$ 383,793	-	-	-
1170	Accounts receivable, net (notes 6(b) and (q))	10,131,202	11	18,690,495	21	2130	Contract liabilities-current (note 6(q))	5,950,026	7	5,296,970	6
1180	Accounts receivable-related parties, net (notes 6(b), (q) and 7)	232,029	-	1,090,375	1	2170	Notes payable and accounts payable	15,144,834	17	15,083,798	17
1200	Other receivables (note 6(c))	866	-	2,493	-	2180	Accounts payable-related parties (note 7)	5,024,520	6	11,381,122	13
1210	Other receivables-related parties (notes 6(c) and 7)	57,861	-	1,307,048	1	2200	Other payables (note 6 (r))	4,114,698	5	3,104,403	3
130X	Inventories (notes 6(d) and 8)	30,179,170	35	36,011,736	41	2220	Other payables-related parties (note 7)	222,494	-	45,770	-
1479	Other current assets (note 6(i))	1,099,323	1	717,023	1	2230	Current tax liabilities	1,233,004	1	2,912,316	3
	Total current assets	<u>79,195,299</u>	<u>89</u>	<u>84,051,090</u>	<u>95</u>	2280	Lease liabilities-current (notes 6(l) and 7)	332,877	-	211,343	-
Non-current assets:						2320	Current portion of long-term liabilities (note 6(k))	2,500,000	3	-	-
1550	Investments accounted for using equity method (note 6(e))	159,246	-	198,890	-	2399	Other current liabilities	1,587,769	2	526,716	1
1600	Property, plant and equipment (notes 6(f), 7 and 9)	5,625,693	7	2,156,578	2		Total current liabilities	<u>36,494,015</u>	<u>41</u>	<u>38,562,438</u>	<u>43</u>
1755	Right-of-use assets (notes 6(g) and 7)	1,473,002	2	995,434	1	Non-current liabilities:					
1780	Intangible assets (notes 6(h) and 7)	132,389	-	137,551	-	2530	Bonds payable (note 6(k))	6,942,918	8	9,439,683	11
1840	Deferred tax assets (note 6(n))	1,012,261	1	639,799	1	2540	Long-term borrowings (note 6(j))	1,500,000	2	-	-
1990	Other non-current assets (notes 6(i) and 8)	1,247,507	1	658,440	1	2570	Deferred tax liabilities (note 6(n))	465,674	-	286,411	-
	Total non-current assets	<u>9,650,098</u>	<u>11</u>	<u>4,786,692</u>	<u>5</u>	2580	Lease liabilities-non-current (notes 6(l) and 7)	1,188,100	1	801,865	1
						2640	Net defined benefit liabilities (note 6(m))	6,638	-	8,431	-
						2645	Guarantee deposits received	14,000	-	951,948	1
							Total non-current liabilities	<u>10,117,330</u>	<u>11</u>	<u>11,488,338</u>	<u>13</u>
							Total liabilities	<u>46,611,345</u>	<u>52</u>	<u>50,050,776</u>	<u>56</u>
						Equity (notes 6(e), (m), (n) and (o)):					
						3110	Common shares	1,748,408	2	1,748,408	2
						3200	Capital surplus	8,839,619	10	8,817,380	10
						3300	Retained earnings	30,335,745	34	27,039,558	31
						3400	Other equity	1,310,280	2	1,181,660	1
							Total equity	<u>42,234,052</u>	<u>48</u>	<u>38,787,006</u>	<u>44</u>
							Total liabilities and equity	<u>\$ 88,845,397</u>	<u>100</u>	<u>\$ 88,837,782</u>	<u>100</u>
	Total assets	<u>\$ 88,845,397</u>	<u>100</u>	<u>88,837,782</u>	<u>100</u>						

See accompanying notes to consolidated financial statements.

(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, 2023 and 2022

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

		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(q) and 7)	\$241,900,989	100	292,876,040	100
5000	Operating costs (notes 6(d), (f), (g), (h), (l), (m), (r), 7 and 12)	<u>219,243,712</u>	<u>91</u>	<u>268,896,763</u>	<u>92</u>
	Gross profit from operations	<u>22,657,277</u>	<u>9</u>	<u>23,979,277</u>	<u>8</u>
	Operating expenses (notes 6(b), (f), (g), (h), (l), (m), (r), 7 and 12):				
6100	Selling expenses	1,053,544	-	1,305,756	-
6200	Administrative expenses	1,722,189	-	1,307,577	1
6300	Research and development expenses	4,018,816	2	3,528,532	1
6450	Expected credit loss (gain)	<u>(7,818)</u>	<u>-</u>	<u>3,132</u>	<u>-</u>
	Total operating expenses	<u>6,786,731</u>	<u>2</u>	<u>6,144,997</u>	<u>2</u>
	Net operating income	<u>15,870,546</u>	<u>7</u>	<u>17,834,280</u>	<u>6</u>
	Non-operating income and expenses (notes 6(e), (f), (g), (k), (l), (s) and 7):				
7100	Interest income	455,501	-	155,871	-
7010	Other income	-	-	809	-
7020	Other gains and losses	134,754	-	855,905	-
7050	Finance costs	(953,143)	-	(881,614)	-
7370	Share of associates and joint ventures accounted for using equity method	<u>(63,979)</u>	<u>-</u>	<u>(67,968)</u>	<u>-</u>
	Total non-operating income and expenses	<u>(426,867)</u>	<u>-</u>	<u>63,003</u>	<u>-</u>
7900	Income before tax	15,443,679	7	17,897,283	6
7950	Income tax expense (note 6(n))	<u>3,400,024</u>	<u>2</u>	<u>3,722,574</u>	<u>1</u>
	Net income	<u>12,043,655</u>	<u>5</u>	<u>14,174,709</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	(6,785)	-	764	-
8349	Income tax related to items that may not be reclassified to profit or loss	<u>1,357</u>	<u>-</u>	<u>(153)</u>	<u>-</u>
	Total items that may not be reclassified subsequently to profit or loss	<u>(5,428)</u>	<u>-</u>	<u>611</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	126,524	-	1,612,680	-
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	2,096	-	-	-
8399	Income tax related to items that may be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss	<u>128,620</u>	<u>-</u>	<u>1,612,680</u>	<u>-</u>
8300	Other comprehensive income (net of tax)	<u>123,192</u>	<u>-</u>	<u>1,613,291</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 12,166,847</u>	<u>5</u>	<u>\$ 15,788,000</u>	<u>5</u>
	Profit attributable to:				
8610	Owners of parent	<u>\$ 12,043,655</u>	<u>5</u>	<u>\$ 14,174,709</u>	<u>5</u>
	Comprehensive income attributable to:				
8710	Owners of parent	<u>\$ 12,166,847</u>	<u>5</u>	<u>\$ 15,788,000</u>	<u>5</u>
	Earnings per share (expressed in New Taiwan dollars) (note 6(p))				
9750	Basic earnings per share	<u>\$ 68.88</u>		<u>\$ 81.07</u>	
9850	Diluted earnings per share	<u>\$ 68.65</u>		<u>\$ 80.49</u>	

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

Wiyynn Corporation and Subsidiaries
Consolidated Statements of Changes in Equity
For the years ended December 31, 2023 and 2022
(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, 2022	\$ 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	<u>1,748,408</u>	<u>8,817,380</u>	<u>3,094,770</u>	<u>431,020</u>	<u>23,513,768</u>	<u>27,039,558</u>	<u>1,181,660</u>	<u>38,787,006</u>
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	1,417,532	-	(1,417,532)	-	-	-
Special reserve	-	-	-	(431,020)	431,020	-	-	-
Cash dividends	-	-	-	-	(8,742,040)	(8,742,040)	-	(8,742,040)
Net income	-	-	-	-	12,043,655	12,043,655	-	12,043,655
Other comprehensive income	-	-	-	-	(5,428)	(5,428)	128,620	123,192
Total comprehensive income	-	-	-	-	12,038,227	12,038,227	128,620	12,166,847
Changes in equity of associates and joint ventures accounted for using equity method	-	22,239	-	-	-	-	-	22,239
Balance on December 31, 2023	<u>\$ 1,748,408</u>	<u>8,839,619</u>	<u>4,512,302</u>	<u>-</u>	<u>25,823,443</u>	<u>30,335,745</u>	<u>1,310,280</u>	<u>42,234,052</u>

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, 2023 and 2022

(Expressed in Thousands of New Taiwan dollars)

	2023	2022
Cash flows from (used in) operating activities:		
Income before tax	\$ 15,443,679	17,897,283
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	882,114	676,513
Amortization expense	120,025	85,072
Expected credit loss (gain)	(7,818)	3,132
Net loss (profit) on financial assets or liabilities at fair value through profit or loss	(40,517)	100,986
Interest expense	953,143	881,614
Interest income	(455,501)	(155,871)
Share of loss of associates and joint ventures accounted for using equity method	63,979	67,968
Losses on disposal of property, plant and equipment	638	711
Gain on disposal of investments	(5,339)	-
Prepayments for equipment reclassified as expenses	-	66
Lease modification gains	(21)	(395)
Total adjustments to reconcile profit	<u>1,510,703</u>	<u>1,659,796</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	40,517	(100,986)
Decrease (increase) in accounts receivable, net	8,665,043	(5,297,511)
Decrease (increase) in accounts receivable-related parties, net	858,346	(646,837)
Decrease in other receivable	2,773	1,169
Decrease (increase) in other receivable-related parties	1,316,434	(1,094,203)
Decrease in inventories	5,943,784	13,408,726
Increase in other current assets	(442,482)	(58,998)
Total changes in operating assets	<u>16,384,415</u>	<u>6,211,360</u>
Changes in operating liabilities:		
Increase in contract liabilities-current	653,056	1,935,998
Increase in notes and accounts payable	1,774	5,164,163
Increase (decrease) in accounts payable-related parties	(6,541,388)	369,381
Increase in other payable	968,908	742,375
Increase (decrease) in other payable-related parties	176,724	(33,882)
Increase (decrease) in other current liabilities	105,633	(183,926)
Decrease in net defined benefit liabilities	(8,578)	(4,395)
Total changes in operating liabilities	<u>(4,643,871)</u>	<u>7,989,714</u>
Total changes in operating assets and liabilities	<u>11,740,544</u>	<u>14,201,074</u>
Total adjustments	<u>13,251,247</u>	<u>15,860,870</u>
Cash inflow generated from operations	28,694,926	33,758,153
Interest received	457,737	150,636
Interest paid	(926,472)	(886,260)
Income taxes paid	(5,165,767)	(2,344,928)
Net cash flows from operating activities	<u>23,060,424</u>	<u>30,677,601</u>
Cash flows from (used in) investing activities:		
Acquisition of property, plant and equipment	(3,670,905)	(1,270,869)
Proceeds from disposal of property, plant and equipment	583	109
Acquisition of intangible assets	(113,541)	(123,220)
Decrease (increase) in other non-current assets	303,148	(340,843)
Increase in prepayments for equipment	(1,214,933)	(194,782)
Net cash used in investing activities	<u>(4,695,648)</u>	<u>(1,929,605)</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	306,716,211	114,696,533
Decrease in short-term borrowings	(306,323,708)	(137,257,215)
Increase in long-term borrowings	1,500,000	-
Increase in guarantee deposits received	14,000	924,953
Payment of lease liabilities	(278,976)	(173,881)
Cash dividends paid	(8,742,040)	(4,371,020)
Net cash used in financing activities	<u>(7,114,513)</u>	<u>(26,180,630)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>12,665</u>	<u>991,662</u>
Net increase in cash and cash equivalents	<u>11,262,928</u>	<u>3,559,028</u>
Cash and cash equivalents at beginning of period	<u>26,231,920</u>	<u>22,672,892</u>
Cash and cash equivalents at end of period	<u>\$ 37,494,848</u>	<u>26,231,920</u>

See accompanying notes to consolidated financial statements.

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2023 Business Report, Financial Statements, and Proposal for Distribution of Profits. The CPAs Chen, Ya-Ling and Huang, Ming-Hung 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 : Cathy Han

February 26, 2024

Wiwynn Corporation
Profit Appropriation Statement for 2023

Unit : NTDS

Unappropriated Retained Earnings at beginning of the year	13,785,215,384
Plus :	
Net Income of 2022	12,043,654,726
Less :	
Legal Reserve	(1,203,822,673)
Special reserve	0
Remeasurements of defined benefit obligation	(5,428,000)
Retained Earnings Available for Distribution	24,619,619,437
Distribution Items :	
Stock Dividends to Common Shareholders	0
Cash Dividends to Common Shareholders	(7,343,313,222)
Unappropriated Retained Earnings at the end of the year	17,276,306,215

Note: The profit appropriation for 2023 is calculated based on 174,840,791 shares, which represents the number of outstanding shares on the Company's second board resolution day in 2024 (February 26, 2024). Cash dividends of NT\$42 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:
Emily Hong

President:
Sunlai Chang

Accounting Officer:
Wenifred Wen

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 Shareholdings of Directors

(Shareholdings as of March 26, 2024)

Title	Name	Number of Shares (Note)
Chairman	Emily Hong	2,418,624
Director	Sunlai Chang	468,235
Director	Wistron Corporation Representative: Frank Lin	65,895,129
Director	Wistron Corporation Representative: Sylvia Chiou	65,895,129
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		69,122,443

1. The current number of issued shares in the Company as of March 26, 2024, 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.