

WIWYNN CORPORATION
2025 ANNUAL GENERAL SHAREHOLDERS' MEETING
MINUTES
(Translation)

The translation is intended for reference only and nothing else. The Chinese text of the minutes of 2025 Annual Shareholders' Meeting shall govern any and all matters related to the interpretation of the subject matter stated herein.

Meeting Time : 9:00 a.m., Thursday, May 29, 2025

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)

Total outstanding shares of Wiwynn Corporation : 185,840,791 shares

Total shares represented by shareholders present in person or by proxy : 157,300,254 shares

Percentage of shares held by shareholders present in person or by proxy : 84.64%

Directors present : Emily Hong / Chairman, Frank Lin / Director, Sylvia Chiou / Director, Cathy Han / Independent Director / Convener of Audit committee, Simon Dzeng / Independent Director

In attendance : William Lin / President and CEO, Harry Chen / CFO, Lois Lin / CLO, Ming-Hung, Huang / CPA

Chairman : Emily Hong, Chairman of the Board of Directors

Recorder : Ellie Lin

The aggregate shareholding of the shareholders presents in person or by proxy constituted a quorum.

The Chairman called the meeting to order.

Chairman's Address (omitted)

I. Report Items

1. Report the business of 2024. (Please refer to Attachment 1)
2. Audit Committee's review report. (Please refer to Attachment 2)
3. Report employees' profit sharing and directors' compensation.

Explanation:

- (1) According to Article 21 of the "Articles of Incorporation": If the Company has profit as a result of the yearly accounting closing, (profit means the profit before tax, excluding the amounts of employees' and directors' compensation) such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered.
 - A. No less than five percent (5%) of profit as employees' compensation. The employees' compensation may be distributed in the form of shares or in cash. The qualification requirements of employees, including the employees from the Company's controlling companies or subsidiaries, 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 directors.
- (2) The Company's fourth-term tenth Compensation Committee Meeting and the second Board Meeting of 2025 approved the proposal of 2024 employees' profit sharing and directors' compensation. The employees' profit sharing and directors' compensation are to be distributed in accordance with the "Articles of Incorporation".

- A. The total amount of employees' profit sharing is NT\$1,600,000,000, with a contribution rate of 5.322%, paid in cash.
- B. The total amount of directors' compensation is NT\$60,000,000, with a contribution rate of 0.200%, paid in cash.

4. Report the issuance of overseas unsecured convertible corporate bonds.

Explanation: In order to meet the funding needs for foreign currency purchases, the Company issued overseas unsecured convertible corporate bonds, with the details of the issuance as follows:

Tranche/Type	The 1st overseas unsecured convertible corporate bonds issuance of 2024
Approval Date	July 9, 2024
Issue Date	July 17, 2024
Maturity Date	July 17, 2029
Aggregate Principal Amount	US\$600,000,000
Denomination	US\$200,000
Issue Price	100.00 % of the principal amount of the bonds
Issue Location	Singapore
Initial Conversion Price	NT\$3,220.62 (The conversion price adopts a fixed exchange rate of NT\$32.5760 per US\$1.)
Conversion Period	From October 18, 2024 to July 7, 2029
Interest	0%
Redemption	Unless the bonds have been redeemed early, repurchased and canceled, or the bondholders have exercised their conversion rights, the Company shall redeem all outstanding bonds at their face value, plus an annual interest rate of 1.00% (calculated on a semi-annual basis), in U.S. dollars on the maturity date. The redemption amount will be converted into New Taiwan Dollars (NT\$) at a fixed exchange rate of NT\$32.5760 per US\$1, and then converted back into U.S. dollars at the prevailing exchange rate, based on the fixing rate published by Taipei Forex Inc. at 11:00 a.m., for repayment.
Trustee	Citicorp International Limited
Principal Agent	Citibank, N.A., London Branch
Use of Proceeds	The total proceeds from this offering amount to US\$600,000,000, intended to meet the funding needs for foreign currency purchases . The Company fully utilized the proceeds from this offering in the third quarter of 2024. For its current operations , please refer to "Market Observation Post System/ Fundraising Plan" section.
Converted Shares	No shares are converted by March 31, 2025

5. Asymmetric split event report.

Explanation:

- (1) According to Paragraph 2 of Article 7 of the Business Mergers and Acquisitions Act, the Board of Directors' resolution for an asymmetric split, as provided under Paragraph 1 of Article 36 of the same Act, is exempt from requiring a resolution by the general meeting and does not necessitate notification to shareholders. However, it must be reported at the next shareholders' meeting.
- (2) To enhance function specialization, streamline management structure, and improve the overall operational performance and market competitiveness of the Company, the Board of Directors resolved on November 13, 2024, to spin off the relevant business operations (including assets, liabilities, and operations) of the Tainan branch to Wiwynn Smart Manufacturing Corporation, a newly established subsidiary 100% owned by the Company. Wiwynn Smart Manufacturing Corporation issued 50,000,000 new shares, with a par value of NT\$10 per share, at an issue price of NT\$200 per share, for a total of NT\$10,000,000,000, which will be provided to the Company as consideration. The spin-off effective date was May 1, 2025.

Shareholders' Speech Record: No shareholder questions or inquiries were raised.

II. Election Item

Proposal : By-election for one seat of director and two seats of independent directors.

(Proposed by the Board of Directors)

Explanation :

1. Steven Lu, a director of the Company, Sunlai Chang, a director of the Company, and Victor Cheng, an independent director of the Company, all resigned due to personal circumstances. Their resignations will take effect on May 29, 2025. To facilitate the operation of the Board of Directors, it is proposed that a by-election be held at this General Shareholders Meeting in accordance with the Company Act to fill one director seat and two independent director seats.
2. According to the “Articles of Incorporation of the Company”, the election of directors of the Company should follow the candidate nomination system. Directors are elected by the shareholders from the list of candidates announced by the Company. Directors may be re-elected.
3. The new directors will take office immediately after the general shareholders’ meeting, with a term of office from May 29, 2025, to May 28, 2026(as of the expiration date of the term of the fifth Board of Directors).
4. The list of candidates of Directors and Independent Directors was compiled in accordance with Article 192-1 of Company Act, Paragraph 2 of Article 14-2 of Securities and Exchange Act, Article 5 of Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, the relevant information of candidates are shown as follows :

Title	Name	Education/Experience	Current Position	Shareholdings (Note)
Director	William Lin	Bachelor of Science in Electronic Engineering, Feng Chia University Master of Business Administration (MBA), Wright State University Group President of the Enterprise and Networking Business Group at Wistron Corporation Senior Sales Manager at	President of Wiwynn Corporation Director of Wiwynn International Corporation Chairman of Wiwynn Smart Manufacturing Corporation	5,000

		Acer Inc.		
Independent Director	Jian-Jang Huang	<p>Bachelor of Science in Electrical Engineering, National Taiwan University</p> <p>Master of science in Photonics and Optoelectronics, Graduate Institute of Photonics and Optoelectronics, National Taiwan University</p> <p>Ph.D. in Electrical Engineering, University of Illinois</p> <p>Associate Dean, College of Electrical Engineering, National Taiwan University</p> <p>Chair and Professor, Graduate Institute of Photonics and Optoelectronics, National Taiwan University</p>	<p>Associate Dean, College of Electrical Engineering, National Taiwan University</p> <p>Professor, Graduate Institute of Photonics and Optoelectronics, National Taiwan University</p>	0
Independent Director	Jaclyn Tsai	<p>Bachelor of Laws, National Taiwan University</p> <p>Judge of Yilan District Court, Changhua District Court, Taoyuan District Court, and Taipei Shilin District Court</p> <p>Chief Legal Officer of IBM Greater China Group</p> <p>Lead Lawyer of Lee, Tsai & Partners, Attorneys-at-Law</p> <p>Minister without Portfolio in Executive Yuan (Cabinet)</p>	<p>Co-Founder of Lee, Tsai & Partners, Attorneys-at-Law</p> <p>Independent Director of DaChan Food (Asia) Limited</p> <p>Director of Chenbro Micom Co., Ltd.</p> <p>Director of JPC connectivity Inc.</p> <p>Supervisor of Artificial Intelligence Foundation</p> <p>Director of K.T. Li Foundation for Development of Science and Technology</p> <p>Director of Foundation for Clean Production and Regional Development</p> <p>Founding Honorary Chairperson of Taiwan Women on Boards Association</p> <p>Honorary President of Taiwan FinTech Association</p> <p>Chair of Asia Fintech Alliance</p> <p>Executive Director of Monte Jade Science & Technology Association of Taiwan</p>	0

			Executive Supervisor of Taiwan Impact Investing Association	
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Note : Shareholdings as of March 31, 2025

5. Please vote.

Shareholders' Speech Record: No shareholder questions or inquiries were raised.

Election Results:

1. List of Elected Director

Name	Number of Votes Received
William Lin	152,575,431

2. List of Elected Independent Directors

Name	Number of Votes Received
Jaclyn Tsai	132,417,647
Jian-Jang Huang	129,474,426

III. Ratification Items and Discussion Items

Item 1

Proposal : Ratification of the Business Report and Financial Statements of 2024.

(Proposed by the Board of Directors)

Explanation :

1. The Company's business report and financial statements for 2024 (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 reviewed by the Audit Committee and hereby submitted for ratification. (Please refer to Attachment 1.)
2. Submission for ratification.

Shareholders' Speech Record:

Shareholder (Shareholder account NO. 18401) Question:

This year, the Company has begun shipping AI server racks in high volumes, which requires substantial amounts of water and electricity for final-stage testing. Will this impact the Company's ESG performance?

Response:

AI servers indeed pose significant challenges to ESG performance. In response, Wiyynn has been continuously increasing the proportion of renewable energy used in its operations. Our overseas facilities are also proactively installing rooftop solar panels to enhance the use of self-generated green electricity. In terms of product design, we are constantly optimizing energy-saving and cooling technologies to reduce energy consumption. Regarding water resources, our facilities currently rely primarily on municipal water supplies. Moving forward, we will further improve water recycling and utilization efficiency. For all newly constructed facilities, the Company fully adopts green building designs to enhance overall sustainability performance.

Resolution

Shares represented at the time of voting : 157,300,254 (including 142,307,847 votes cast via e-voting)

Voting Results	% of the total represented share present
Approval votes: 151,004,585 (including 136,027,212 votes cast via e-voting)	95.99%
Disapproval votes: 44,645 (including 44,645 votes cast via e-voting)	0.02%
Invalid votes: 0 (including 0 vote cast via e-voting)	0.00%
Abstention votes/ No votes: 6,251,024 (including 6,235,990 votes cast via e-voting)	3.99%

RESOLVED, that the above proposal be and hereby was approved as proposed.

Item 2

Proposal : Ratification of the proposal for distribution of 2024 profits.

(Proposed by the Board of Directors)

Explanation :

1. The undistributed retained earnings at the beginning of 2024 amounted to NT\$17,276,306,215. After adding the net income for 2024 of NT\$22,776,168,229, deducting the legal reserve of NT\$2,275,310,483 and the remeasurements of defined benefit obligation of NT\$23,063,400, the total retained earnings available for distribution is estimated NT\$37,754,100,561. The dividend distribution is calculated based on the outstanding shares of 185,840,791 shares on the resolution date of Board of Directors. It is proposed to distribute cash dividends of NT\$13,752,218,534 (NT\$74 per share).
2. After the adoption of the resolution at the Shareholders' Meeting, the power with respect to setting the ex-dividend date and other relevant matters is reserved for the Chairman.
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, the conversion of domestic and overseas unsecured convertible bonds into common shares etc.), which results in changes in shareholders' allotment of cash dividend, the Chairman is to be authorized to adjust accordingly.
4. Profit Appropriation Statement for 2024 is as follows.
5. Submission for ratification.

Wiwynn Corporation
Profit Appropriation Statement for 2024

Unit : NT\$

Undistributed Retained Earnings at beginning of the year	17,276,306,215
Plus :	
Net Income for 2024	22,776,168,229
Less :	
Legal reserve	(2,275,310,483)
Special reserve	0
Remeasurements of defined benefit obligation	(23,063,400)
Retained Earnings Available for Distribution	37,754,100,561
Distribution Items :	
Stock Dividends to Common Shareholders	0
Cash Dividends to Common Shareholders	13,752,218,534
Undistributed Retained Earnings at the end of the year	24,001,882,027

Note: The profit appropriation for 2024 is calculated based on 185,840,791 shares, which represents the number of outstanding shares on the date of the Company's second Board of Directors meeting in 2025 (February 27, 2025). Cash dividends of NT\$74 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:
William Lin

Accounting Officer:
Wenifred Wen

Shareholders' Speech Record: No shareholder questions or inquiries were raised.

Resolution

Shares represented at the time of voting : 157,300,254 (including 142,307,847 votes cast via e-voting)

Voting Results	% of the total represented share present
Approval votes: 151,091,492 (including 136,114,119 votes cast via e-voting)	96.05%
Disapproval votes: 13,777 (including 13,777 votes cast via e-voting)	0.00%
Invalid votes: 0 (including 0 vote cast via e-voting)	0.00%
Abstention votes/ No votes: 6,194,985 (including 6,179,951 votes cast via e-voting)	3.95%

RESOLVED, that the above proposal be and hereby was approved as proposed.

Item 3

Proposal : Discussion of amendments to the“Articles of Incorporation”.

(Proposed by the Board of Directors)

Explanation :

1. In response to the amendment of laws and regulations, it is proposed to make amendments to the “Articles of Incorporation”. Please refer to Attachment 3 for the before and after revision chart.
2. Submission for discussion.

Shareholders' Speech Record: No shareholder questions or inquiries were raised.

Resolution

Shares represented at the time of voting : 157,300,254 (including 142,307,847 votes cast via e-voting)

Voting Results	% of the total represented share present
Approval votes: 151,015,518 (including 136,038,145 votes cast via e-voting)	96.00%
Disapproval votes: 20,083 (including 20,083 votes cast via e-voting)	0.01%
Invalid votes: 0 (including 0 vote cast via e-voting)	0.00%
Abstention votes/ No votes: 6,264,653 (including 6,249,619 votes cast via e-voting)	3.99%

RESOLVED, that the above proposal be and hereby was approved as proposed.

Item 4

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

(Proposed by the Board of Directors)

Explanation :

1. Pursuant to Article 209 of the Company Act, “A director who does anything for himself or on behalf of another person that is within the scope of the Company’s business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.”
2. To draw on the expertise and relevant experience of directors, pursuant to Article 209 of the Company Act, it is proposed to release the prohibition on directors and their corporate representatives, who participate in the operations of another company that engages in the same or similar business scope as the Company.
3. Regarding the concurrent positions held by the former directors and their corporate representatives, as well as the candidates for the new director and independent directors is as follows.
4. Submission for discussion.

Wiwynn Corporation
The Concurrent Positions of Directors and Independent Directors

Status	Title	Name	Addition of company names and titles for concurrent positions
Former Directors and Independent Director	Director	Emily Hong	Director of National Institutes of Applied Research Director of National Taiwan University Department of Political Science Alumni Association Foundation
	Director	Wistron Corporation Representative: Sylvia Chiou	Director of GEOSAT Aerospace & Technology Inc. Director of Mobility Technology Group Inc.
	Independent Director	Simon Dzeng	Independent Director of ION Electronic Materials co., Ltd. Supervisor of Phalanx Biotech Group
Status	Title	Name	Current Position
Candidates for the new Director and Independent	Director	William Lin	President of Wiwynn Corporation Director of Wiwynn International Corporation Chairman of Wiwynn Smart Manufacturing Corporation
	Independent Director	Jian-Jang Huang	Associate Dean, College of Electrical Engineering, National Taiwan University

Directors			Professor, Graduate Institute of Photonics and Optoelectronics, National Taiwan University
	Independent Director	Jaclyn Tsai	Co-Founder of Lee, Tsai & Partners, Attorneys-at-Law Independent Director of DaChan Food (Asia) Limited Director of Chenbro Micom Co., Ltd. Director of JPC connectivity Inc. Supervisor of Artificial Intelligence Foundation Director of K.T. Li Foundation for Development of Science and Technology Director of Foundation for Clean Production and Regional Development Founding Honorary Chairperson of Taiwan Women on Boards Association Honorary President of Taiwan FinTech Association Chair of Asia Fintech Alliance Executive Director of Monte Jade Science & Technology Association of Taiwan Executive Supervisor of Taiwan Impact Investing Association

Shareholders' Speech Record: No shareholder questions or inquiries were raised.

Resolution

Shares represented at the time of voting : 157,300,254 (including 142,307,847 votes cast via e-voting)

Voting Results	% of the total represented share present
Approval votes: 145,070,643 (including 130,093,270 votes cast via e-voting)	92.22%
Disapproval votes: 773,502 (including 773,502 votes cast via e-voting)	0.49%
Invalid votes: 0 (including 0 vote cast via e-voting)	0.00%
Abstention votes/ No votes: 11,456,109 (including 11,441,075 votes cast via e-voting)	7.29%

RESOLVED, that the above proposal be and hereby was approved as proposed.

IV. Extemporary Motion :

Shareholder raised Questions:

Is there potential for the Company to further increase its market share? Power outages in data centers can have significant consequences. Does the Company have any measures in place for its server products to address such situations?

Response:

Expanding our market share has always been a key focus for us. Since President Lin took office, we have actively implemented various strategies across multiple areas, and these efforts have gradually yielded positive results. Looking ahead, we hope to maintain steady and sustainable growth. When it comes to market share, we place greater emphasis on the overall value of our products and our market strategy. Our goal is not only to become the largest, but also to strike a healthy balance between quality, quantity, and product offerings. While market share is important, it is not our sole priority. Regarding the risk of power outages in data centers, the main concern for hardware is preventing equipment damage caused by overheating. Therefore, we have invested significant resources in developing advanced cooling technologies for our servers to ensure stable product performance.

V. Adjournment : 09:38 a.m., May 29 2025

(This meeting minutes only include the essential points discussed during the meeting. The details are subject to on-site audio and video recordings.)

Wiwynn Corporation Business Report

In 2024, driven by global factors such as AI technological transformation and dynamics in geopolitical and macroeconomic policies, the global data center market presents significant growth opportunities while facing uncertainties and challenges simultaneously. Wiwynn is committed to enhancing corporate resilience and innovating in the AI era. We continue to invest in and deepen the development of cloud computing technologies for data centers, while pursuing agility and excellence in our operations.

The Company's consolidated revenue in 2024 was NT\$ (the same below) 360,541,104 thousand, increased by 49.0% from the previous year. The net profit after tax was 22,776,168 thousand with an increase of 89.1% from the previous year. The gross margin, operating margin, and net profit margin were 10.4%, 7.8%, and 6.3% respectively; earnings per share was NT\$126.57.

The Company is positive in long-term demands and growth of the data center market. We continue to invest in AI, computing and thermal related technologies and product development, and proactively strengthen the collaborations with our strategic partners. We focus on the development of multiple computing platforms including CPU, GPU and ASIC, and improve advanced cooling technology and rack integration. We provide diversified solutions to our customers to meet workload optimization demands for various applications such as AI model training and inference, while satisfying different data center infrastructure conditions with flexible and efficient products and services.

As for the allocation of global production capacity, the Company set up manufacturing facilities in Mexico in the Americas, the Czech Republic in Europe, Tainan, Taiwan, and Malaysia in Asia Pacific to diversify risks and be closer to customers. We also expand capacity and allocate resources according to the market needs. Among these facilities, the Malaysia plant entered mass production for server rack integration in 2023, followed by the mass production of the motherboard production line in Q4 2024. The third factory in Mexico focusing on server rack integration started mass production in the first half of 2024. In response to the global trade condition dynamics, the Company continues to introduce automation and smart manufacturing technologies, and at the same time keeps close communications with our customers. We aim to achieve operational stability and flexibility through our global production capacity allocation strategy.

Wiwynn is deeply committed to sustainable development, creating values for corporation, environment and society. In 2024, we launched the First Experiment of Carbon Sink and Credit from Afforestation, and initiated afforestation and coral reef restoration in Penghu, Taiwan. Through natural-based initiatives such as afforestation, we actively participate in the global carbon reduction and hope to contribute to biodiversity and environmental sustainability.

Wiwynn's efforts in sustainable development and operations received significant awards and recognition. In terms of carbon competitiveness and ESG report performance, we won the BSI ESG Practice Model Award and Digital Trust Excellence Award, TCSA Platinum Award, and GCSA Bronze Class. We were also selected for the Top 100 Carbon Competitiveness, DJSI Global Top 10% and 2024 National Sustainable Development Award. Additionally, regarding the operational

【 Attachment 1 】

performance, the Company was honored as Taiwan FINI 100 and chosen for the 2024 R&D100 Awards. The above showcased the outstanding performance of the Company in sustainable development.

Looking forward, we are in an era where opportunities and challenges coexist. As global uncertainties escalate challenges, the increasing demand for AI applications continues to drive industry transformation to enhance corporate operational efficiencies. Upholding the core values of Excellence, Pioneering, Team Spirit, Agility and Integrity, Wiwynn remains strongly committed to pursuing technological advancement and innovation, nurturing and investing in talents, and achieving the goals of sustainability step by step with resilience.

Chairman:
Emily Hong

President:
William Lin

Accounting Officer:
Wenifred Wen



安侯建業聯合會計師事務所
KPMG

台北市110615信義路5段7號68樓(台北101大樓)
68F., TAIPEI 101 TOWER, No. 7, Sec. 5,
Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

電話 Tel	+ 886 2 8101 6666
傳真 Fax	+ 886 2 8101 6667
網址 Web	kpmg.com/tw

Independent Auditors' Report

To the Board of Directors of Wiwynn Corporation:

Opinion

We have audited the financial statements of Wiwynn Corporation ("the Company"), which comprise the balance sheets as of December 31, 2024 and 2023, 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, 2024 and 2023, 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 Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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(r) 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 contents and transaction terms to assess the accuracy of the timing of revenue recognition.
- Conducting the variance analysis on the revenue from major customers.
- 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, 2024 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 27, 2025

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.

(Expressed in Thousands of New Taiwan Dollars)

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, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(r) and 7)	\$ 134,847,011	100	88,404,462	100
5000	Operating costs (notes 6(e), (g), (h), (i), (m), (n), (s), 7 and 12)	<u>100,233,660</u>	<u>74</u>	<u>67,618,282</u>	<u>76</u>
	Gross profit from operations	34,613,351	26	20,786,180	24
5910	Unrealized profit from sales	<u>(770,657)</u>	<u>-</u>	<u>(761,708)</u>	<u>1</u>
	Net gross profit	<u>33,842,694</u>	<u>26</u>	<u>20,024,472</u>	<u>23</u>
	Operating expenses (notes 6(c), (g), (h), (i), (m), (n), (s), 7 and 12):				
6100	Selling expenses	410,449	-	359,208	-
6200	Administrative expenses	1,717,230	2	1,538,006	2
6300	Research and development expenses	5,945,989	5	4,016,074	5
6450	Expected credit loss (gain)	<u>10,500</u>	<u>-</u>	<u>(7,818)</u>	<u>-</u>
	Total operating expenses	<u>8,084,168</u>	<u>7</u>	<u>5,905,470</u>	<u>7</u>
	Net operating income	<u>25,758,526</u>	<u>19</u>	<u>14,119,002</u>	<u>16</u>
	Non-operating income and expenses (notes 6(f), (g), (l), (m), (t) and 7):				
7100	Interest income	829,839	1	193,263	-
7020	Other gains and losses	819,227	-	252,345	-
7050	Finance costs	<u>(332,964)</u>	<u>-</u>	<u>(433,472)</u>	<u>-</u>
7070	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	<u>1,331,129</u>	<u>1</u>	<u>916,151</u>	<u>1</u>
	Total non-operating income and expenses	<u>2,647,231</u>	<u>2</u>	<u>928,287</u>	<u>1</u>
7900	Income before tax	28,405,757	21	15,047,289	17
7950	Income tax expense (note 6(o))	<u>5,629,589</u>	<u>4</u>	<u>3,003,634</u>	<u>3</u>
	Net income	<u>22,776,168</u>	<u>17</u>	<u>12,043,655</u>	<u>14</u>
8300	Other comprehensive income (notes 6(f), (n), (o) and (p)):				
8310	Items that may not be reclassified subsequently to profit or loss				
8311	Losses on remeasurements of defined benefit plans	(19,203)	-	(6,785)	-
8349	Income tax related to items that may not be reclassified subsequently to profit or loss	<u>(3,861)</u>	<u>-</u>	<u>1,357</u>	<u>-</u>
	Total items that may not be reclassified subsequently to profit or loss	<u>(23,064)</u>	<u>-</u>	<u>(5,428)</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	2,283,814	2	126,524	-
8370	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	<u>(1,795)</u>	<u>-</u>	<u>2,096</u>	<u>-</u>
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>2,282,019</u>	<u>2</u>	<u>128,620</u>	<u>-</u>
8300	Other comprehensive income	<u>2,258,955</u>	<u>2</u>	<u>123,192</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 25,035,123</u>	<u>19</u>	<u>12,166,847</u>	<u>14</u>
	Earnings per share (expressed in New Taiwan dollars) (note 6(q))				
9750	Basic earnings per share	<u>\$ 126.57</u>		<u>68.88</u>	
9850	Diluted earnings per share	<u>\$ 122.46</u>		<u>68.65</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, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Other 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, 2023	1,748,408	8,817,380	3,094,770	431,020	23,513,768	27,039,558	1,181,660
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
Total comprehensive income	-	-	-	-	12,038,227	12,038,227	128,620
Changes in equity of associates and joint ventures accounted for using equity method	-	22,239	-	-	-	-	22,239
Balance on December 31, 2023	1,748,408	8,839,619	4,512,302	-	25,823,443	30,335,745	1,310,280
Appropriation and distribution of retain earnings:							
Legal reserve	-	-	1,203,823	-	(1,203,823)	-	-
Cash dividends	-	-	-	-	(7,343,313)	(7,343,313)	(7,343,313)
Net income	-	-	-	-	22,776,168	22,776,168	22,776,168
Other comprehensive income	-	-	-	-	(23,064)	(23,064)	2,282,019
Total comprehensive income	-	-	-	-	22,753,104	22,753,104	2,282,019
Cash subscription	110,000	26,958,032	-	-	-	-	27,068,032
Recognition of equity component of convertible bonds issued	-	1,164,711	-	-	-	-	1,164,711
Changes in equity of associates and joint ventures accounted for using equity method	-	44,229	-	-	-	-	44,229
Balance on December 31, 2024	1,858,408	37,006,591	5,716,125	-	40,029,411	45,745,536	3,592,299
							88,202,834

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, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Income before tax	\$ 28,405,757	15,047,289
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	780,746	508,557
Amortization expense	162,972	100,223
Expected credit loss (gain)	10,500	(7,818)
Net profit on financial assets or liabilities at fair value through profit or loss	(14,894)	(40,517)
Interest expense	332,964	433,472
Interest income	(829,839)	(193,263)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(1,331,129)	(916,151)
Losses on disposal of property, plant and equipment	4,487	428
Gain on disposal of other assets	-	(21)
Gain on disposal of investments	(7,886)	(5,339)
Unrealized losses from sales	770,657	761,708
Total adjustments to reconcile profit	(121,422)	641,279
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in financial assets mandatorily measured at fair value through profit or loss-current	11,830	40,517
Increase in accounts receivable, net	(4,862,524)	(845,773)
Decrease (increase) in accounts receivable-related parties, net	(11,241,503)	14,238,352
Decrease (increase) in other receivable	(22,410)	1,356
Decrease (increase) in other receivable-related parties	(253,441)	1,182,815
Increase in inventories	(5,941,774)	(1,776,724)
Increase in other current assets	(51,548)	(374,642)
Total changes in operating assets	(22,361,370)	12,465,901
Changes in operating liabilities:		
Increase (decrease) in contract liabilities-current	(282,872)	653,056
Increase in notes and accounts payable	5,473,624	3,411,743
Decrease in accounts payable-related parties	(117,321)	(5,694,414)
Increase in other payable	1,644,544	1,131,426
Increase (decrease) in other payable-related parties	1,373,062	(243,626)
Increase (decrease) in other current liabilities	(151,635)	21,583
Decrease in net defined benefit liabilities	(31,133)	(8,578)
Total changes in operating liabilities	7,908,269	(728,810)
Total changes in operating assets and liabilities	(14,453,101)	11,737,091
Total adjustments	(14,574,523)	12,378,370
Cash inflow generated from operations	13,831,234	27,425,659
Interest received	805,062	195,474
Interest paid	(211,608)	(421,183)
Income taxes paid	(2,871,086)	(4,711,016)
Net cash flows from operating activities	11,553,602	22,488,934
Cash flows from (used in) investing activities:		
Acquisition of financial assets designated at fair value through profit or loss	(406,518)	-
Acquisition of investments accounted for using equity method	(19,597,800)	(14,473,788)
Acquisition of property, plant and equipment	(858,370)	(624,270)
Proceeds from disposal of property, plant and equipment	3,966	581
Acquisition of intangible assets	(182,454)	(101,564)
Increase in other financial assets	(122,296)	(13,998)
Increase in prepayments for equipment	(457,461)	(675,540)
Net cash used in investing activities	(21,620,933)	(15,888,579)
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	28,174,926	296,814,845
Decrease in short-term borrowings	(28,174,926)	(296,814,845)
Proceeds from issuing bonds	19,444,877	-
Repayments of bonds	(2,500,000)	-
Increase in long-term borrowings	-	1,500,000
Increase (decrease) in guarantee deposits received	(756)	14,000
Payment of lease liabilities	(414,943)	(119,559)
Cash dividends paid	(7,343,313)	(8,742,040)
Cash subscription	27,068,032	-
Net cash flows from (used in) financing activities	36,253,897	(7,347,599)
Net increase (decrease) in cash and cash equivalents	26,186,566	(747,244)
Cash and cash equivalents at beginning of period	15,735,867	16,483,111
Cash and cash equivalents at end of period	\$ 41,922,433	15,735,867

See accompanying notes to financial statements.



安侯建業聯合會計師事務所
KPMG

台北市110615信義路5段7號68樓(台北101大樓)
68F., TAIPEI 101 TOWER, No. 7, Sec. 5,
Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

電話 Tel	+ 886 2 8101 6666
傳真 Fax	+ 886 2 8101 6667
網址 Web	kpmg.com/tw

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, 2024 and 2023, 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, 2024 and 2023, 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(r) 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 content and transaction terms to assess the accuracy of the timing of revenue recognition;
- Conducting the variance analysis on the revenue from major customers;
- 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(h) for "Inventories", note 5 for "Significant accounting assumptions and judgments, and major sources of estimation uncertainty" as well as note 6(e) 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, 2024 and 2023, 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 27, 2025

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, 2024 and 2023

(Expressed in Thousands of New Taiwan dollars)

	December 31, 2024		December 31, 2023			December 31, 2024		December 31, 2023	
	Amount	%	Amount	%		Amount	%	Amount	%
Assets					Liabilities and Equity				
Current assets:					Current liabilities:				
1100 Cash and cash equivalents (note 6(a))	\$ 48,328,503	25	37,494,848	42	2100 Short-term borrowings (note 6(k))	\$ 1,399,750	1	383,793	-
1170 Accounts receivable, net (notes 6(c) and (r))	37,619,778	20	10,131,202	11	2130 Contract liabilities-current (note 6(r))	5,667,154	3	5,950,026	7
1180 Accounts receivable-related parties, net (notes 6(c), (r) and 7)	29,014	-	232,029	-	Notes payable and accounts payable	48,060,521	26	15,144,834	17
1200 Other receivables (note 6(d))	16,807	-	866	-	Accounts payable-related parties (note 7)	5,524,973	3	5,024,520	6
1210 Other receivables-related parties (notes 6(d) and 7)	38,052	-	57,861	-	Other payables (notes 6(s))	5,190,316	3	4,114,698	5
130X Inventories (notes 6(e) and 8)	86,211,320	45	30,179,170	35	Other payables-related parties (note 7)	149,348	-	222,494	-
1479 Other current assets (note 6(j))	1,439,321	1	1,099,323	1	Current tax liabilities	4,223,932	2	1,233,004	1
Total current assets	173,682,795	91	79,195,299	89	Lease liabilities-current (notes 6(m) and 7)	752,367	-	332,877	-
Non-current assets:					Current portion of long-term liabilities (note 6(l))	4,725,000	2	2,500,000	3
1510 Financial assets at fair value through profit or loss-non-current (note 6(b))	567,424	-	-	-	Other current liabilities	671,053	-	1,587,769	2
1550 Investments accounted for using equity method (note 6(f))	141,860	-	159,246	-	Total current liabilities	76,364,414	40	36,494,015	41
1600 Property, plant and equipment (notes 6(g), 7 and 9)	9,163,225	5	5,625,693	7	Non-current liabilities:				
1755 Right-of-use assets (notes 6(h) and 7)	3,983,374	2	1,473,002	2	Financial liabilities at fair value through profit or loss-non-current (notes 6(b) and (l))	97,728	-	-	-
1780 Intangible assets (notes 6(i) and 7)	174,348	-	132,389	-	Bonds payable (note 6(l))	20,503,745	11	6,942,918	8
1840 Deferred tax assets (note 6(o))	1,487,438	1	1,012,261	1	Long-term borrowings (note 6(k))	1,500,000	1	1,500,000	2
1990 Other non-current assets (notes 6(i), (n) and 8)	1,478,364	1	1,247,507	1	Deferred tax liabilities (note 6(o))	740,814	-	465,674	-
Total non-current assets	16,996,033	9	9,650,098	11	Lease liabilities-non-current (notes 6(m) and 7)	3,256,049	2	1,188,100	1
					Net defined benefit liabilities-non-current (note 6(n))	-	-	6,638	-
					Guarantee deposits received	13,244	-	14,000	-
					Total non-current liabilities	26,111,580	14	10,117,330	11
					Total liabilities	102,475,994	54	46,611,345	52
					Equity (notes 6(f), (l), (n), (o) and (p)):				
					Common shares	1,858,408	1	1,748,408	2
					Capital surplus	37,006,591	19	8,839,619	10
					Retained earnings	45,745,536	24	30,335,745	34
					Other equity	3,592,299	2	1,310,280	2
					Total equity	88,202,834	46	42,234,052	48
Total assets	\$ 190,678,828	100	\$ 88,845,397	100	Total liabilities and equity	\$ 190,678,828	100	\$ 88,845,397	100

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

Wiwynn Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(r) and 7)	\$360,541,104	100	241,900,989	100
5000	Operating costs (notes 6(e), (g), (h), (i), (m), (n), (s), 7 and 12)	323,140,697	90	219,243,712	91
	Gross profit from operations	37,400,407	10	22,657,277	9
	Operating expenses (notes 6(c), (g), (h), (i), (m), (n), (s), 7 and 12):				
6100	Selling expenses	1,269,542	-	1,053,544	-
6200	Administrative expenses	1,977,553	-	1,722,189	-
6300	Research and development expenses	6,043,881	2	4,018,816	2
6450	Expected credit loss(gain)	10,515	-	(7,818)	-
	Total operating expenses	9,301,491	2	6,786,731	2
	Net operating income	28,098,916	8	15,870,546	7
	Non-operating income and expenses (notes 6(f), (g), (h), (l), (m), (t) and 7):				
7100	Interest income	1,219,251	-	455,501	-
7020	Other gains and losses	822,281	-	134,754	-
7050	Finance costs	(1,242,376)	-	(953,143)	-
7370	Share of loss of associates and joint ventures accounted for using equity method	(67,706)	-	(63,979)	-
	Total non-operating income and expenses	731,450	-	(426,867)	-
7900	Income before tax	28,830,366	8	15,443,679	7
7950	Income tax expense (note 6(o))	6,054,198	2	3,400,024	2
	Net income	22,776,168	6	12,043,655	5
8300	Other comprehensive income (loss) (notes 6(f), (n), (o) and (p)):				
8310	Items that may not be reclassified subsequently to profit or loss				
8311	Losses on remeasurements of defined benefits plans	(19,203)	-	(6,785)	-
8349	Income tax related to items that may not be reclassified to profit or loss	(3,861)	-	1,357	-
	Total items that may not be reclassified subsequently to profit or loss	(23,064)	-	(5,428)	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	2,283,814	1	126,524	-
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	(1,795)	-	2,096	-
8399	Income tax related to items that may be reclassified to profit or loss	-	-	-	-
	Total items that may be reclassified subsequently to profit or loss	2,282,019	1	128,620	-
8300	Other comprehensive income (net of tax)	2,258,955	1	123,192	-
8500	Total comprehensive income	\$ 25,035,123	7	12,166,847	5
	Profit attributable to:				
8610	Owners of parent	\$ 22,776,168	6	12,043,655	5
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 25,035,123	7	12,166,847	5
	Earnings per share (expressed in New Taiwan dollars) (note 6(q))				
9750	Basic earnings per share	\$ 126.57		68.88	
9850	Diluted earnings per share	\$ 122.46		68.65	

See accompanying notes to financial statements.

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

Wiwynn Corporation and Subsidiaries

Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan dollars)

	Retained earnings					Other 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, 2023	\$ 1,748,408	8,817,380	3,094,770	431,020	23,513,768	27,039,558	1,181,660
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
Total comprehensive income	-	-	-	-	12,038,227	12,038,227	128,620
Changes in equity of associates and joint ventures accounted for using equity method	-	-	-	-	-	-	128,620
Balance on December 31, 2023	\$ 1,748,408	8,839,619	4,512,302	-	25,823,443	30,335,745	22,239
Appropriation and distribution of retain earnings:							
Legal reserve	-	-	1,203,823	-	(1,203,823)	-	-
Cash dividends	-	-	-	-	(7,343,313)	(7,343,313)	(7,343,313)
Net income	-	-	-	-	22,776,168	22,776,168	22,776,168
Other comprehensive income	-	-	-	-	(23,064)	(23,064)	2,282,019
Total comprehensive income	-	-	-	-	22,753,104	22,753,104	2,282,019
Cash subscription	110,000	26,958,032	-	-	-	-	25,035,123
Recognition of equity component of convertible bonds issued	-	1,164,711	-	-	-	-	27,068,032
Changes in equity of associates and joint ventures accounted for using equity method	-	44,229	-	-	-	-	1,164,711
Balance on December 31, 2024	\$ 1,858,408	37,006,591	5,716,125	-	40,029,411	45,745,536	44,229
							88,202,834

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, 2024 and 2023

(Expressed in Thousands of New Taiwan dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Income before tax	\$ 28,830,366	15,443,679
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	1,828,188	882,114
Amortization expense	176,334	120,025
Expected credit loss (gain)	10,515	(7,818)
Net profit on financial assets or liabilities at fair value through profit or loss	(13,959)	(40,517)
Interest expense	1,242,376	953,143
Interest income	(1,219,251)	(455,501)
Share of loss of associates and joint ventures accounted for using equity method	67,706	63,979
Losses on disposal of property, plant and equipment	4,804	638
Gain on disposal of investments	(7,886)	(5,339)
Prepayments for equipment reclassified as expenses	2,019	-
Lease modification gains	-	(21)
Total adjustments to reconcile profit	2,090,846	1,510,703
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in financial assets mandatorily measured at fair value through profit or loss-current	11,389	40,517
Decrease (increase) in accounts receivable, net	(26,856,530)	8,665,043
Decrease in accounts receivable-related parties, net	208,146	858,346
Decrease in other receivable	-	2,773
Decrease in other receivable-related parties	19,809	1,316,434
Decrease (increase) in inventories	(53,111,964)	5,943,784
Increase in other current assets	(382,228)	(442,482)
Increase in other non-current assets	(5,291)	-
Total changes in operating assets	(80,116,669)	16,384,415
Changes in operating liabilities:		
Increase (decrease) in contract liabilities-current	(282,872)	653,056
Increase in notes and accounts payable	31,632,791	1,774
Increase (decrease) in accounts payable-related parties	321,758	(6,541,388)
Increase in other payable	1,111,216	968,908
Increase (decrease) in other payable-related parties	(73,146)	176,724
Increase (decrease) in other current liabilities	(264,199)	105,633
Decrease in net defined benefit liabilities	(31,133)	(8,578)
Total changes in operating liabilities	32,414,415	(4,643,871)
Total changes in operating assets and liabilities	(47,702,254)	11,740,544
Total adjustments	(45,611,408)	13,251,247
Cash inflow (outflow) generated from operations	(16,781,042)	28,694,926
Interest received	1,191,658	457,737
Interest paid	(1,132,619)	(926,472)
Income taxes paid	(3,271,254)	(5,165,767)
Net cash flows from (used in) operating activities	(19,993,257)	23,060,424
Cash flows from (used in) investing activities:		
Acquisition of financial assets designated at fair value through profit or loss	(580,598)	-
Acquisition of property, plant and equipment	(3,642,489)	(3,670,905)
Proceeds from disposal of property, plant and equipment	3,966	583
Acquisition of intangible assets	(216,554)	(113,541)
Decrease in other non-current assets	29,374	303,148
Increase in prepayments for equipment	(1,248,350)	(1,214,933)
Net cash used in investing activities	(5,654,651)	(4,695,648)
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	63,781,326	306,716,211
Decrease in short-term borrowings	(62,841,534)	(306,323,708)
Proceeds from issuing bonds	19,444,877	-
Repayments of bonds	(2,500,000)	-
Increase in long-term borrowings	-	1,500,000
Increase in guarantee deposits received	(733,884)	14,000
Payment of lease liabilities	(559,945)	(278,976)
Cash dividends paid	(7,343,313)	(8,742,040)
Cash subscription	27,068,032	-
Net cash flows from (used in) financing activities	36,315,559	(7,114,513)
Effect of exchange rate changes on cash and cash equivalents	166,004	12,665
Net increase in cash and cash equivalents	10,833,655	11,262,928
Cash and cash equivalents at beginning of period	37,494,848	26,231,920
Cash and cash equivalents at end of period	\$ 48,328,503	37,494,848

See accompanying notes to consolidated financial statements.

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements, and Proposal for Distribution of Profits. The CPAs Ya-Ling, Chen and Ming-Hung, Huang from KPMG were retained to audit the Company's Financial Statements 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 27, 2025

Wiwynn Corporation

Before and After Revision Chart of Articles of Incorporation

Items	Before Revision	After Revision	Reason
Article 21	<p>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.</p> <p>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;</p> <p>2. No more than one percent (1%) of profit as the compensation in cash to the directors.</p>	<p>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.</p> <p>1. No less than five percent (5%) of profit as employees' compensation, <u>with at least 5% of the aforementioned allocated amount designated specifically for the compensation of non-executive employees.</u> 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;</p> <p>2. No more than one percent (1%) of profit as the compensation in cash to the directors.</p>	To align with regulatory amendments
Article 25	<p>The Procedure was enacted on February 20, 2012.</p> <p>...</p> <p>The 8th amendment was made on May 31, 2022.</p>	<p>The Procedure was enacted on February 20, 2012.</p> <p>...</p> <p>The 8th amendment was made on May 31, 2022.</p> <p><u>The 9th amendment was made on May 29, 2025.</u></p>	To include the revision date

Wiwynn Corporation

Articles of Incorporation (After revision)

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.

【 Attachment 4 】

- 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.

【 Attachment 4 】

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, with at least 5% of the aforementioned allocated amount designated specifically for the compensation of non-executive employees. 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.
The 9th amendment was made on May 29, 2025.