

Stock Code: 6515



Annual Shareholders' Meeting 2023 Meeting Handbook

Meeting Date: 10:00 AM, June 21, 2023 (Wednesday)

**Place: Zhuang Jing Auditorium, No. 600, Jiachang Rd., NEPZ, Nanzi Dist.,
Kaohsiung City**

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A. Meeting Procedure

WinWay Technology Co., Ltd

2023 Annual Shareholders' Meeting Procedure

- I. Meeting Commencement Announced
- II. Chairperson's Remarks
- III. Reported Items
- IV. Matters for Ratification
- V. Elections
- VI. Matters for Discussion
- VII. Extraordinary Motions
- VIII. Adjournment

B. Meeting Agenda

WinWay Technology Co., Ltd

2023 Annual Shareholders' Meeting Agenda

Time: 10:00 AM, June 21, 2023 (Wednesday)

Venue: Zhuang Jing Auditorium ,No. 600, Jiachang Rd., Nanzi Dist., Kaohsiung City
(Physical Shareholders' Meeting)

I. Reported Items:

1. 2022 Business Report.
2. Audit Committee's Report.
3. The 2022 Employees' profit sharing bonus and directors' compensation.
4. The 2022 Earnings distribution of cash dividends.
5. Amendment of the Sustainable Development Best Practice Principles report.

II. Matters for ratification:

1. The 2022 business report and financial statements.
2. The 2022 earnings distribution plan.

III. Elections:

1. Full re-election of directors.

IV. Matters for discussion:

1. Releasing the newly elected director from the non-competition restrictions.
2. Amendments to the Company's Rules of Procedure for Shareholders' Meetings

V. Extraordinary Motions

VI. Adjournment

C. Reported Items

Item 1

Proposal: The 2022 annual business report will be released for public review.

Description: Please refer to pages 14 to 17 of [Appendix 1] of the meeting handbook for this company's 2022 business report.

Item 2

Proposal: The Audit Committee's Report will be released for public review.

Description: Please refer to page 18 of [Appendix 2] of the meeting handbook for the Audit Committee's Report.

Item 3

Proposal: The 2022 employees' profit sharing bonus and directors' compensation report will be released for public review.

Description:

- I. This company's 2022 employees' profit sharing bonus and directors' compensation have been approved by the Board of Directors.
- II. Employees' profit sharing bonus and directors' compensation to the amount of NT\$141,512,385 and NT\$6,000,000 will be disbursed in accordance with Article 24 of this company's bylaws; the aforementioned amount will be disbursed in the form of cash. The allocated amount is identical to the estimated amount.

Item 4

Proposal: The 2022 earnings distribution of cash dividends report will be released for public review.

Description:

- I. This company's 2022 earnings distribution of cash dividends has been approved by the Board of Directors.

- II. The company's proposed distribution of shareholder dividends in 2022 is cash dividends of NT\$754,468,000, cash dividends of NT\$22 per share; cash dividends will be distributed to the nearest NT\$ (rounded down) with the total fractional amounts included in this company's other income.
- III. If subsequent fluctuations of the company's shares affects the number of shares in circulation, thereby impacting the shareholder dividend ratio, it is proposed to authorize the Chairman to adjust the shareholders' dividend rate, dividend date, issue date, and other related matters in accordance with the law.

Item 5

Proposal: Amendment of the "Sustainable Development Best Practice Principles" report and release for public review.

Description: Amend the company's "Sustainable Development Best Practice Principles" according to the letter Tai-Zheng-Zhi-Li-Zi No. 11100243661 dated December 23, 2022. Refer to page 19 [Appendix 3] of the meeting handbook for a before and after comparison of the amended articles.

D. Matters for Ratification

Item 1

Proposed by the Board of Directors

Proposal: The 2022 business report and financial statements are proposed for ratification.

Description:

- I. The company's 2022 business report and consolidated financial statements (including individual financial statements) have been audited by accountants Vincent Hsu and Tim Tzang from KPMG Taiwan and submitted together with the business report to the Audit Committee for verification and issue of an audit report.
- II. Refer to pages 14 to 17 of [Appendix 1] and pages 20 to 33 of [Appendix 4 and Appendix 5] of the meeting handbook for the aforementioned business report and consolidated financial statements (including individual financial statements).
- III. Submission for ratification.

Resolution:

Item 2

Proposed by the Board of Directors

Proposal: The 2022 earnings distribution plan is proposed for ratification.

Description:

- I. This company's 2022 dividend distribution proposal was approved at the 16th meeting of this company's 8th Board of Directors and submitted to the Audit Committee for verification and issuance of an audit report.
- II. The company's distribution of shareholder dividends - cash dividends of NT\$754,468,000 will be distributed to the nearest NT\$ (rounded down) with the total fractional amount included in this company's other income. The proposed 2022 Earnings Distribution Chart is as below.
- III. Submission for ratification.

WinWay Technology Co., Ltd
Earnings Distribution Chart
2022

	Unit: NT\$
Undistributed earnings at the beginning of the period	\$302,658,510
Add: 2022 after-tax net profit	1,100,231,062
Minus: 10% statutory reserve	(110,023,106)
Reversal of special reserve	<u>5,256,950</u>
Distributable amount	1,298,123,416
Distribution items:	
Shareholder dividends - cash dividends (NT\$22 per share)	<u>754,468,000</u>
Undistributed earnings at the end of the period	<u>\$543,655,416</u>

Legal representative:

President:

Accounting Manager:

Mark Wang

Mark Wang

Canon Tsai

Resolution:

E. Elections

Item 1

Proposed by the Board of Directors

Proposal: The full re-election of the Company's directors is requested.

Description:

- I. The term of office of the current Board of Directors of the Company expires on January 9, 2023. According to the Company Act and the company's Articles of Incorporation, the Board shall be fully re-elected at the annual meeting of shareholders 2023.
- II. According to Article 17 of the Articles of Incorporation, 9 directors of the 9th Board of Directors shall be elected (including 4 independent directors). The directors shall be nominated and elected by the Shareholders' Meeting according to the nominee list. The elected candidates will be appointed as directors.
- III. The term of the new directors shall be 3 years, starting on June 21, 2023 and ending on June 20, 2026.
- IV. The director nominee list has been reviewed and approved by the company's Board of Directors. The director nominee list is as follows:

Serial number	Type	Name	Academic experience	Number of shares held
1	Director	He Wei Investment Co., Ltd. Representative : Mark Wang	Department of Mechanical Engineering, Chung Yuan Christian University President, WinWay Technology Co., LTD Manager, Manufacturing Department, ASE Test Engineer, Chunghwa Picture Tubes	3,499,559
2	Director	Cliff Liu	Master of Electrical Engineering, Rutgers University President, Premier Technology	1,114,962
3	Director	JQ Lee	Political Science, National Taiwan University Senior Vice President, WinWay Technology Co., LTD Manager, Trust Department, China Development Industrial Bank CFO, AMtek SEMICONDUCTORS Consultant, Industrial Technology Research Institute	1,432,155

4	Director	Jason Chen	Electronics, Lughwa University of Science and Technology Senior Vice President, WinWay Technology Co.,LTD Sales Director, AzureWave Technologies Chief of Product Engineering, VIA Technologies IC Design Engineer, Syntek Semiconductor	428,053
5	Director	Chiang Hock Woo	Bachelor of Science for Electrical, Engineering, University of Texas at Austin MBA, Sloan Fellow, Sloan School of Management, Massachusetts Institute of Technology Senior Vice President–Worldwide Sales&Service, COHU, INC Director–Asia SOC Marketing&New Business Development, TERADYNE (ASIA)PTE LTD Managing Director, TERADYNE SHANGHAI LTD, SHANGHAI, CHINA	-
6	Independent Director	Hsiu Yi Hung	Master of Law, National Chengchi University Lawyer, Hsiu Yi Hung Law Offices District court judge in Yunlin and Chiayi, Taiwan Public defender at the district courts of Penghu, Kaohsiung, Yunlin, and Pingtung, Taiwan	-
7	Independent Director	Ted Lee	Business Administration, National Taiwan University Chairman, HLJ Technology Co., Ltd President, AzureWave Technologies Vice President, VIA Technologies Inc.	-
8	Independent Director	Wilson Wang	Department of Industrial Management, National Taiwan University of Science and Technology Director, Advanced Micro Devices Inc. (Taiwan Branch) CEO ,Yangzhou Yangjie Electronic Technology Co., Ltd. General Manager, LUMENTUM TAIWAN Co., Ltd. (Taiwan Branch)	-

9	Independent Director	Dennis Chang	Department of Accounting, Chung Yuan Christian University Lead Accountant ,Chia-Chung Accounting Firm President, Force-MOS Technology Co., Ltd. Senior Manager, Tax Department, Deloitte & Touche	
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V. Please hold an election.

Election result:

F. Matters for Discussion

Item 1

Proposed by the Board of Directors

Proposal: Proposal for the release the non-competition restriction for new directors. It is proposed for discussion.

Description:

- I. The provisions of Article 209 in the Company Act states that 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.
- II. In response to operational needs, and without affecting the company's normal operations and damaging the company's interests, the discussion of fully releasing new directors and their representatives from non-competitions restrictions is proposed for the annual shareholders' meeting 2023. The non-competition provisions will be explained at the shareholders' meeting before the discussion.

Resolution:

Item 2

Proposed by the Board of Directors

Proposal: Amendments to the Company's Rules of Procedure for Shareholders' Meetings. It is proposed for discussion.

Description: Amendments to parts of the Rules of Procedure for Shareholders' Meetings were proposed in response to Tai-Zheng-Zhi-Li No. 1120004167 dated March 17, 2023. Please refer to pages 34~35 [Annex 6] of this meeting handbook for the comparison table of the amended articles.

Resolution:

G. Extraordinary Motions

H. Adjournment

I. Appendix

Appendix 1 Business Report

WinWay Technology Co., Ltd Business Report

I. 2022 Business Report

(I) Business plan implementation results

In the first half of the year, the increase in demand for high-end computing, artificial intelligence, and electric vehicles led to an increase in demand for high-end semiconductor packaging and testing. WWT's existing high-end coaxial test sockets provide high-integration testing interface solutions with high transmission speeds and complex testing conditions to customers. WWT has become the top choice for mass production testing needs. The solutions have become one of the main product lines this year through the active development of vertical probe cards over the years coupled with the customers' product life cycles, contributing substantially to overall revenue. In the second half of the year, market uncertainty increased due to U.S. bans, inventory adjustments, and other factors. WWT flexibly adjusted its global deployment and product configuration, improving production efficiency and lowering costs. Amid the the various uncertainties in the market, WWT continues to create stable profits.

(II) Analysis of financial gains and losses and profitability

		Unit: Thousand NT\$	
Year		2022	2021
Item			
Financial Performance	Operating revenue	5,122,173	2,887,296
	Gross profit	2,322,033	1,209,081
	Net operating profit	1,342,328	591,929
	Net profit after tax	1,100,232	486,629
Profitability	Return on assets	22.85%	15.37%
	Return on equity	33.21%	20.70%
	Net profit margin	21.48%	16.85%
	Earnings Per Share (NT\$)	32.22	14.46

(III) R&D Overview

In the post-pandemic era, Taiwan continues to play a key role in the semiconductor industry. Taiwan remains internationally competitive and a focus in the semiconductor industry in terms of advanced manufacturing, IC substrates, wafers, and IC design. In 2022, the semiconductor industry continued its growth in 2021. 5G, AI, high-performance computing (HPC), and automotive applications continue to drive the demand for semiconductor components, leading to strong growth of the semiconductor market. WinWay Technology's years of R&D investment into semiconductor test interfaces, probe cards, pogo-pins, and thermal control modules as well as crossing over into professional fields such as 3rd gen semiconductors, photoelectric conversion technology, and extreme test environments allows us to continually provide comprehensive test solutions and excellent service to our customers.

WinWay's 2022 R&D results include:

- (1) As 5G applications, including Sub-6G and the market's latest mmWave application IC, gradually spread to countries around the world, WinWay has addressed the design differences of various end terminal products by continuing to provide and optimize low loss and reflection high-end test instruments for AIP (Antenna in Package) required in mass production test environments.
- (2) Large size IC package and high power consumption designs that are driving the latest semiconductor development trends in markets such as high performance computing (HPC), artificial intelligence (AI), and Metaverse. Successful development of high-efficiency coolers (900W), high resistance (300kg) engineering pressure measurement fixtures (Lid) and other products by utilizing high-efficiency thermal conduction design and new labor-saving mechanisms. These products are combined with coaxial test sockets to form an optimal integrated solution for highly efficient IC testing. As front end testing demand increases, optimized probe cards can improve the performance of existing solutions while the simultaneous development of corresponding MEMS probes satisfy market demand for high pin count, high current resistance, and low contact force testing.
- (3) Integrated lab simulations with tested technologies to complete verification of high-speed transfer signals; received customer approval and jointly conducted channel simulation to ensure that the results of mass production tests meet evaluated expectations.
- (4) Launched vehicle IC test sockets required for high electrical current (1000A) and voltage (1200V) tests. As the market share of electric vehicles continues to increase, the automotive chip market will exhibit a high compound annual growth rate; the customer engineering experimental testing has currently been passed and we are moving towards mass production evaluation.

- (5) Advance the specifications of contact component materials towards higher hardness and lower resistivity.
- (6) An active triple temperature controller (E Flux4.0) with 1500W cooling power is introduced for precision thermal control when working with high power IC.
- (7) It integrates multiple testing needs, overcomes upper and lower testing alignment, and its point spacing is only 0.15mm, which is close to the 0.05mm wafer testing alignment precision. It is the first co-packaged optics (CPO) packaging test interface system with high frequency characteristics and temperature controls for wafer upper and lower alignment.
- (8) Ultra-high bandwidth (~70GHz) is introduced with small contact displacement, which can fulfill the rolling contact for pad size <0.2mm.

II. 2023 Business Plan

(I) Operating policy

As the China-US trade war continues, bans by the US continue to increase controls on the semiconductor industry. Together with the impact of destocking, demand in the global semiconductor market is gradually weakening. In response to international trends, WWT is providing more comprehensive services for high-end IC design customers, strengthening its deployment in Southeast Asia, and providing complete after-sales services for products and technological developments. After the completion of the second plant in Nanzih Export Processing Zone, WWT can greatly increase the proportion of self-produced probes. The company can provide customized test interface solutions developed with special customer demands in mind.

Our existing products such as high-end test sockets, vertical probe cards for wafer testing, aging test interface, and wide temperature thermal control equipment are used as a foundation to develop test interfaces that meet customer demand and market activity. By building comprehensive simulation testing equipment that provide customers with the highest product quality, we stand at the customer's perspective when considering semiconductor testing requirements. Through customer participation, technological innovation, production management, and supply chain integration, we continue to insist on quality and global service in our efforts to maximize benefits for customers, employees, suppliers, shareholders, and fulfill our corporate social responsibility.

(II) Important production and sales policies

1. Insistence on technical autonomy
2. Comprehensive R&D team
3. High degree of customization, extensive work with major global chip suppliers
4. Serving global customers through the geographical advantage of Taiwan

III. Future Development Strategy

A business model oriented towards customization requirements is used to continuously refine technologies and provide high-end test sockets to fulfill highly integrated semiconductor testing requirements such as miniaturization, high frequency, and high speed. Research and development will continue to be expanded into various high-end testing UI to satisfy global clients and their varying test requirements from the lab to mass production. WinWay's second plant in the Nanzih Export Processing Zone in Kaohsiung, which will be completed in the second quarter of 2023, is expected to provide significant benefits and boost future operations.

IV. Impact of Competitive, Regulatory, and Operating Environments

Continued investment in talent cultivation and R&D in innovative technologies to increase trust from our global customers. Continual strengthening of compliance to laws and regulations to develop a good corporate culture of governance, fulfill our corporate social responsibility, and achieve a good balance between the benefits of shareholders, employees, customers, and stakeholders. Strong business development, sustainable operations, create a more comprehensive and valuable semiconductor industry chain in Taiwan to service global customers.

Legal representative:
Mark Wang

President:
Mark Wang

Accounting Manager:
Canon Tsai

Appendix 2 Audit Committee's Report

WinWay Technology Co., Ltd Audit Committee's Report

The 2022 business report, financial statements, and surplus distribution proposals sent by the Board of Directors includes financial statements that have been audited by accountants Vincent Hsu and Tim Tzang of KPMG Taiwan as well as an audit report. The Audit Committee has reviewed the aforementioned business report, financial statements, and earnings distribution proposal and did not find any instances of noncompliance. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, it is hereby submitted for your review and perusal.

To
2023 Annual Shareholders' Meeting of WinWay Technology Co., Ltd.

Audit Committee convener: Hsiu Yi Hung

February 22, 2023

Appendix 3 Before and after comparison of amendments to the Sustainable Development Best Practice Principles.

Before and after comparison of revisions to the Sustainable Development Best Practice Principles

Revised Articles	Current Articles	Description
<u>Article 27-1</u> <u>The company continue to invest resources in artistic and cultural events or cultural and creative industries through donations, sponsorships, investments, procurement, strategic partnerships, voluntary technical services, and other support models to promote cultural development.</u>	This is a new article.	The article has been added to encourage the company to support artistic and cultural events and promote sustainable cultural development.
Article 32 This code was established on December 12, 2019. The 1st revision was made on March 10, 2020. The 2nd revision was made on February 23, 2022. <u>The 3rd revision was made on February 22, 2023.</u>	Article 32 This code was established on December 12, 2019. The 1st revision was made on March 10, 2020. The 2nd revision was made on February 23, 2022.	Added revision dates.



安侯建業聯合會計師事務所

KPMG

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Independent Auditors' Report

To the Board of Directors of WINWAY TECHNOLOGY CO., LTD. :

Opinion

We have audited the consolidated financial statements of WINWAY TECHNOLOGY CO., LTD. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to note 4(n) "Revenue recognition" for accounting policy and note 6(s) "Revenue from contracts with customers".

Description of Key Audit Matter:

The Group determines the timing of transferring control over the goods and recognizes its revenue depending on whether the specified sales terms in each individual contract are met. Since inappropriate revenue recognition may occur due to the specified sales terms in each individual contract and the sales revenue before or after the financial reporting date has a significant impact on the consolidated financial statements, revenue recognition is the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included understanding and testing the internal controls of sales and collection cycle; testing selected sales samples and agreeing to sales contract or customer orders, evaluating whether the sales terms have an impact on revenue recognition; for transactions incurred within a certain period before or after the balance sheet date, test selected sales samples by reviewing related documentation supporting sales recognition, evaluate whether the revenue was recorded in proper period; as well as assess whether the Group has disclosed all information related to revenue.

Other Matter

WINWAY TECHNOLOGY CO., LTD. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2022 and 2021, on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the 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 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 auditors' 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 Cheng-Lung, Hsu and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 22, 2023

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

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

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2022		December 31, 2021		Liabilities and Equity	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:					Current liabilities:				
Cash and cash equivalents (note 6(a))	\$ 1,504,089	26	1,495,650	38	Current contract liabilities (note 6(s))	\$ 54,937	1	25,359	1
Financial assets measured at amortized cost (note 6(b))	29,700	1	149,000	4	Accounts payable	1,026,645	18	488,672	12
Notes receivable, net (note 6(c))	7,029	-	5,828	-	Other payables (note 6(n))	542,881	10	269,357	7
Accounts receivable, net (note 6(c))	1,605,759	28	867,187	22	Current provisions (note 6(k))	15,253	-	8,468	-
Other receivables (note 6(d))	647	-	953	-	Current lease liabilities (note 6(l))	11,222	-	48,568	1
Current tax assets	-	-	1,772	-	Current tax liabilities	296,821	5	114,595	3
Inventories, net (note 6(e))	769,841	14	350,358	9	Total current liabilities	<u>1,947,759</u>	<u>34</u>	<u>955,019</u>	<u>24</u>
Other current assets (note 6(j))	44,457	1	20,643	1	Non-Current liabilities:				
Total current assets	<u>3,961,522</u>	<u>70</u>	<u>2,891,391</u>	<u>74</u>	Long-term deferred revenue (notes 6(m))	5,545	-	-	-
Non-current assets:					Deferred tax liabilities (notes 6(o))	-	-	1,193	-
Property, plant and equipment (notes 6(f) and 8)	1,370,950	24	765,236	19	Non-current lease liabilities (note 6(l))	49,819	1	53,135	1
Right-of-use assets (note 6(g))	101,521	2	111,242	3	Guarantee deposits	200	-	-	-
Intangible assets (note 6(h))	33,091	-	31,435	1	Total non-current liabilities	<u>55,564</u>	<u>1</u>	<u>54,328</u>	<u>1</u>
Deferred tax assets (note 6(o))	68,137	1	45,382	1	Total liabilities	<u>2,003,323</u>	<u>35</u>	<u>1,009,347</u>	<u>25</u>
Refundable deposits	7,476	-	6,724	-	Equity attributable to owners of parent (notes 6(p)(q)(r)):				
Other non-current financial assets (notes 6(i) and 8)	51,644	1	51,511	1	Capital stock	345,380	6	338,910	9
Other non-current assets (note 6(j))	104,524	2	36,284	1	Advance receipts for share capital	-	-	270	-
Total non-current assets	<u>1,737,343</u>	<u>30</u>	<u>1,047,814</u>	<u>26</u>		<u>345,380</u>	<u>6</u>	<u>339,180</u>	<u>9</u>
					Capital surplus	1,794,485	31	1,689,858	43
					Retained earnings	1,635,168	29	911,136	23
					Other equity	(79,491)	(1)	(10,316)	-
					Total equity	<u>3,695,542</u>	<u>65</u>	<u>2,929,858</u>	<u>75</u>
Total assets	<u>\$ 5,698,865</u>	<u>100</u>	<u>3,939,205</u>	<u>100</u>	Total liabilities and equity	<u>\$ 5,698,865</u>	<u>100</u>	<u>3,939,205</u>	<u>100</u>

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Comprehensive Income

For the years ended December 31, 2022 and 2021

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

	2022		2021	
	Amount	%	Amount	%
Operating revenues (notes 6(s) and 14)	\$ 5,122,173	100	2,887,296	100
Operating costs (notes 6(e)(h)(k)(l)(n)(q) and 12)	<u>2,800,140</u>	<u>55</u>	<u>1,678,215</u>	<u>58</u>
Gross profit	<u>2,322,033</u>	<u>45</u>	<u>1,209,081</u>	<u>42</u>
Operating expenses (notes 6(c)(h)(l)(n)(q)(t), 7 and 12):				
Selling expenses	340,698	7	261,140	9
General and administrative expenses	367,482	7	170,828	6
Research and development expenses	254,358	5	184,899	6
Expected credit impairment losses	<u>17,167</u>	<u>-</u>	<u>285</u>	<u>-</u>
Total operating expenses	<u>979,705</u>	<u>19</u>	<u>617,152</u>	<u>21</u>
Net operating income	<u>1,342,328</u>	<u>26</u>	<u>591,929</u>	<u>21</u>
Non-operating income and expenses (note 6(u)):				
Interest income	7,865	-	2,779	-
Other gains and losses	28,357	1	3,023	-
Finance costs (note 6(l))	<u>(963)</u>	<u>-</u>	<u>(1,342)</u>	<u>-</u>
Total non-operating income and expenses	<u>35,259</u>	<u>1</u>	<u>4,460</u>	<u>-</u>
Profit before income tax	1,377,587	27	596,389	21
Income tax expenses (note 6(o))	<u>277,355</u>	<u>5</u>	<u>109,760</u>	<u>4</u>
Profit	<u>1,100,232</u>	<u>22</u>	<u>486,629</u>	<u>17</u>
Other comprehensive income (note 6(p)):				
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	5,257	-	(2,322)	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(o))	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other comprehensive income	<u>5,257</u>	<u>-</u>	<u>(2,322)</u>	<u>-</u>
Comprehensive income	<u>\$ 1,105,489</u>	<u>22</u>	<u>484,307</u>	<u>17</u>
Earnings per share (note 6(r)):				
Basic earnings per share (in New Taiwan Dollars)	<u>\$ 32.22</u>		<u>14.46</u>	
Diluted earnings per share (in New Taiwan Dollars)	<u>\$ 31.73</u>		<u>14.22</u>	

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	Equity attributable to owners of parent							Total other equity interest		
				Retained earnings				Exchange differences on translation of foreign financial statements	Unearned stock-based employee compensation	Total equity
	Ordinary shares	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings			
Balance at January 1, 2021	\$ 305,710	-	609,440	120,203	11,454	732,757	864,414	(7,994)	-	1,771,570
Profit	-	-	-	-	-	486,629	486,629	-	-	486,629
Other comprehensive income	-	-	-	-	-	-	-	(2,322)	-	(2,322)
Total comprehensive income	-	-	-	-	-	486,629	486,629	(2,322)	-	484,307
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	53,096	-	(53,096)	-	-	-	-
Reversal of special reserve	-	-	-	-	(3,460)	3,460	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(439,907)	(439,907)	-	-	(439,907)
Capital increase by cash	30,460	-	1,069,045	-	-	-	-	-	-	1,099,505
Exercise of employee stock options	2,740	270	7,463	-	-	-	-	-	-	10,473
Stock options compensation cost	-	-	3,910	-	-	-	-	-	-	3,910
Balance at December 31, 2021	338,910	270	1,689,858	173,299	7,994	729,843	911,136	(10,316)	-	2,929,858
Profit	-	-	-	-	-	1,100,232	1,100,232	-	-	1,100,232
Other comprehensive income	-	-	-	-	-	-	-	5,257	-	5,257
Total comprehensive income	-	-	-	-	-	1,100,232	1,100,232	5,257	-	1,105,489
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	48,663	-	(48,663)	-	-	-	-
Special reserve appropriated	-	-	-	-	2,321	(2,321)	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(376,200)	(376,200)	-	-	(376,200)
Exercise of employee stock options	4,030	(270)	8,735	-	-	-	-	-	-	12,495
Restricted Stock Awards	2,500	-	98,250	-	-	-	-	-	(100,750)	-
Restricted Stock Awards write-down	(60)	-	60	-	-	-	-	-	-	-
Restricted Stock Awards compensation cost	-	-	(2,418)	-	-	-	-	-	26,318	23,900
Balance at December 31, 2022	\$ 345,380	-	1,794,485	221,962	10,315	1,402,891	1,635,168	(5,059)	(74,432)	3,695,542

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	2022	2021
Cash flows from operating activities:		
Profit before income tax	\$ 1,377,587	596,389
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	110,775	113,479
Amortization expenses	11,472	11,423
Expected credit impairment losses	17,167	285
Gains on financial assets at fair value through profit or losses	-	(834)
Interest expenses	963	1,342
Interest income	(7,865)	(2,779)
Share-based payment transactions	23,900	3,910
(Gains) Losses on disposal of property, plant and equipment	(1,770)	135
Unrealized foreign exchange (gain) loss	(701)	1,457
Gains on rent concessions	(312)	-
Total adjustments to reconcile profit	153,629	128,418
Changes in operating assets and liabilities:		
(Increase) decrease in notes receivable	(1,119)	5,410
Increase in accounts receivable	(753,146)	(338,371)
Decrease (increase) in other receivables	679	(719)
(Increase) decrease in inventories	(419,280)	66,434
Increase in other current assets	(23,678)	(11,053)
Increase in accounts payable	537,866	275,475
Increase in other payables	258,956	26,193
Increase in current provisions	6,785	3,063
Increase in current contract liabilities	29,570	22,756
Increase in long-term deferred revenue	5,545	-
Total adjustments	(204,193)	177,606
Cash inflow generated from operations	1,173,394	773,995
Interest received	7,503	2,545
Interest paid	(963)	(1,342)
Income taxes paid	(117,249)	(41,710)
Net cash flows from operating activities	1,062,685	733,488
Cash flows from (used in) investing activities:		
Decrease (increase) in financial assets at amortized cost	119,300	(149,000)
Acquisition of financial assets at fair value through profit or loss	-	(600,000)
Proceeds from disposal of financial assets at fair value through profit or loss	-	600,834
Acquisition of property, plant and equipment	(597,150)	(248,607)
Proceeds from disposal of property, plant and equipment	19,562	178
(Increase) decrease in refundable deposits	(711)	904
Acquisition of intangible assets	(10,407)	(4,627)
Increase in other financial assets	(133)	(50,000)
Increase in prepayments for equipment	(171,923)	(76,824)
Net cash flows used in investing activities	(641,462)	(527,142)
Cash flows from (used in) financing activities:		
Proceeds from long-term borrowings	-	50,000
Repayments of long-term borrowings	-	(90,000)
Increase in guarantee deposits	200	-
Payments of lease liabilities	(50,939)	(19,497)
Cash dividends paid	(376,200)	(439,907)
Capital increase by cash	-	1,099,505
Proceeds from exercise of employee stock options	12,495	10,473
Net cash flows from (used in) financing activities	(414,444)	610,574
Effect of exchange rate changes on cash and cash equivalents	1,660	(1,374)
Net increase in cash and cash equivalents	8,439	815,546
Cash and cash equivalents at the beginning of period	1,495,650	680,104
Cash and cash equivalents at the end of period	\$ 1,504,089	1,495,650



安侯建業聯合會計師事務所

KPMG

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Independent Auditors' Report

To the Board of Directors of WINWAY TECHNOLOGY CO., LTD. :

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and 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 Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with the 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to note 4(n) "Revenue recognition" for accounting policy and note 6(t) "Revenue from contracts with customers".

Description of Key Audit Matter:

The Company determines the timing of transferring control over the goods and recognizes its revenue depending on whether the specified sales terms in each individual contract are met. Since inappropriate revenue recognition may occur due to the specified sales terms in each individual contract and the sales revenue before or after the financial reporting date has a significant impact on the financial statements, revenue recognition is the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included understanding and testing the internal controls of sales and collection cycle; testing selected sales samples and agreeing to sales contract or customer orders, evaluating whether the sales terms have an impact on revenue recognition; for transactions incurred within a certain period before or after the balance sheet date, test selected sales samples by reviewing related documentation supporting sales recognition, evaluate whether the revenue was recorded in proper period; as well as assess whether the Company has disclosed all information related to revenue.

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 the 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 auditors' 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 the equity method to express an opinion on this 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 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 Cheng-Lung, Hsu and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 22, 2023

Notes to Readers

The accompanying parent company only 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 and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD.

Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2022		December 31, 2021		Liabilities and Equity	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:									
Cash and cash equivalents (note 6(a))	\$	1,439,962	25	1,418,263	36	Current contract liabilities (note 6(t))	\$	54,933	1
Financial assets measured at amortized cost (note 6(b))		29,700	1	149,000	4	Accounts payable		993,401	18
Accounts receivable, net (note 6(c))		1,002,960	18	616,585	16	Accounts payable to related parties (note 7)		380	-
Accounts receivable due from related parties, net (notes 6(c) and 7)		743,586	13	237,562	6	Other payables (note 6(o))		516,051	9
Other receivables (note 6(d))		647	-	340	-	Other payables to related parties (note 7)		16,681	-
Inventories, net (note 6(e))		585,550	10	306,629	8	Current provisions (note 6(l))		15,253	-
Other current assets (note 6(k))		33,013	1	14,814	-	Current lease liabilities (note 6(m))		5,763	-
Total current assets		3,835,418	68	2,743,193	70	Current tax liabilities		289,087	5
Non-current assets:									
Investments accounted for using equity method, net (notes 6(f) and 7)		187,325	3	259,863	7	Total current liabilities		1,891,549	33
Property, plant and equipment (notes 6(g) and 8)		1,261,763	22	639,222	16	Non-Current liabilities:			
Right-of-use assets (note 6(h))		95,683	2	98,722	3	Long-term deferred revenue (note 6(n))		5,545	-
Intangible assets (note 6(i))		32,849	1	30,745	1	Deferred tax liabilities (note 6(p))		-	-
Deferred tax assets (note 6(p))		68,137	1	45,382	1	Non-current lease liabilities (note 6(m))		49,166	1
Refundable deposits		5,197	-	5,110	-	Guarantee deposits		200	-
Other non-current financial assets (notes 6(j) and 8)		51,644	1	51,511	1	Total non-current liabilities		54,911	1
Other non-current assets (note 6(k))		103,986	2	36,284	1	Total liabilities		1,946,460	34
Total non-current assets		1,806,584	32	1,166,839	30	Equity attributable to owners of parent (notes 6(p)(q)(r)):			
						Capital stock		345,380	6
						Advance receipts for share capital		-	-
								345,380	6
						Capital surplus		1,794,485	32
						Retained earnings		1,635,168	29
						Other equity		(79,491)	(1)
						Total equity		3,695,542	66
Total assets	\$	5,642,002	100	3,910,032	100	Total liabilities and equity	\$	5,642,002	100

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD.

Statement of Comprehensive Income

For the years ended December 31, 2022 and 2021

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

	2022		2021	
	Amount	%	Amount	%
Operating revenues (notes 6(t) and 7)	\$ 5,011,685	100	2,711,422	100
Operating costs (notes 6(e)(i)(l)(m)(o)(r) and 12)	2,757,169	55	1,586,543	59
Gross profit	2,254,516	45	1,124,879	41
Less: Unrealized profit (loss) from sales (note 7)	88,262	2	(6,133)	-
Gross profit	2,166,254	43	1,131,012	41
Operating expenses (notes 6(e)(i)(m)(o)(r)(u), 7 and 12):				
Selling expenses	278,238	6	200,381	7
General and administrative expenses	343,406	6	155,169	6
Research and development expenses	254,358	5	184,899	7
Expected credit impairment losses	8,750	-	927	-
Total operating expenses	884,752	17	541,376	20
Net operating income	1,281,502	26	589,636	21
Non-operating income and expenses (note 6(v)):				
Interest income	7,586	-	2,402	-
Other gains and losses	62,717	1	(3,692)	-
Share of profit of accounted for using equity method (note 6(f))	10,422	-	7,974	-
Finance costs (note 6(m))	(842)	-	(1,140)	-
Total non-operating income and expenses	79,883	1	5,544	-
Profit before income tax	1,361,385	27	595,180	21
Less: Income tax expenses (note 6(p))	261,153	5	108,551	4
Profit	1,100,232	22	486,629	17
Other comprehensive income (note 6(q)):				
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	5,257	-	(2,322)	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(p))	-	-	-	-
Other comprehensive income	5,257	-	(2,322)	-
Comprehensive income	\$ 1,105,489	22	484,307	17
Earnings per share (note 6(s)):				
Basic earnings per share (in New Taiwan Dollars)	\$ 32.22		14.46	
Diluted earnings per share (in New Taiwan Dollars)	\$ 31.73		14.22	

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

WINWAY TECHNOLOGY CO., LTD.**Statements of Changes in Equity****For the years ended December 31, 2022 and 2021****(Expressed in Thousands of New Taiwan Dollars)**

	Ordinary shares	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Retained earnings		Total other equity interest		
						Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Unearned stock-based employee compensation	Total equity
Balance at January 1, 2021	\$ 305,710	-	609,440	120,203	11,454	732,757	864,414	(7,994)	-	1,771,570
Profit	-	-	-	-	-	486,629	486,629	-	-	486,629
Other comprehensive income	-	-	-	-	-	-	-	(2,322)	-	(2,322)
Total comprehensive income	-	-	-	-	-	486,629	486,629	(2,322)	-	484,307
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	53,096	-	(53,096)	-	-	-	-
Reversal of special reserve	-	-	-	-	(3,460)	3,460	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(439,907)	(439,907)	-	-	(439,907)
Capital increase by cash	30,460	-	1,069,045	-	-	-	-	-	-	1,099,505
Exercise of employee stock options	2,740	270	7,463	-	-	-	-	-	-	10,473
Stock options compensation cost	-	-	3,910	-	-	-	-	-	-	3,910
Balance at December 31, 2021	338,910	270	1,689,858	173,299	7,994	729,843	911,136	(10,316)	-	2,929,858
Profit	-	-	-	-	-	1,100,232	1,100,232	-	-	1,100,232
Other comprehensive income	-	-	-	-	-	-	-	5,257	-	5,257
Total comprehensive income	-	-	-	-	-	1,100,232	1,100,232	5,257	-	1,105,489
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	48,663	-	(48,663)	-	-	-	-
Special reserve appropriated	-	-	-	-	2,321	(2,321)	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(376,200)	(376,200)	-	-	(376,200)
Exercise of employee stock options	4,030	(270)	8,735	-	-	-	-	-	-	12,495
Restricted Stock Awards	2,500	-	98,250	-	-	-	-	-	(100,750)	-
Restricted Stock Awards write-down	(60)	-	60	-	-	-	-	-	-	-
Restricted Stock Awards compensation cost	-	-	(2,418)	-	-	-	-	-	26,318	23,900
Balance at December 31, 2022	\$ 345,380	-	1,794,485	221,962	10,315	1,402,891	1,635,168	(5,059)	(74,432)	3,695,542

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD.

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

	2022	2021
Cash flows from operating activities:		
Profit before income tax	\$ 1,361,385	595,180
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	83,503	87,750
Amortization expenses	11,012	10,940
Expected credit impairment losses	8,750	927
Gains on financial assets at fair value through profit or losses	-	(834)
Interest expenses	842	1,140
Interest income	(7,586)	(2,402)
Share-based payment transactions	23,900	3,910
Share of profit of accounted for using equity method	(10,422)	(7,974)
(Gains) Losses on disposal of property, plant and equipment	(3,075)	72
Unrealized (profit) loss from sales	88,262	(6,133)
Gains on rent concessions	(312)	-
Total adjustments to reconcile profit	194,874	87,396
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in accounts receivable	(386,375)	(217,244)
Increase in accounts receivable due from related parties	(514,774)	(1,298)
Decrease (increase) in other receivables	55	(106)
(Increase) decrease in inventories	(278,921)	74,185
Increase in other current assets	(18,199)	(11,436)
Total changes in operating assets	(1,198,214)	(155,899)
Changes in operating liabilities:		
Increase in accounts payable	516,558	266,336
(Decrease) increase in accounts payable to related parties	(1,720)	1,820
Increase in other payables	249,986	18,095
Increase (decrease) in other payables to related parties	5,629	(6,592)
Increase in current provisions	6,785	3,063
Increase in current contract liabilities	30,020	24,786
Increase in long-term deferred revenue	5,545	-
Total changes in operating liabilities	812,803	307,508
Total changes in operating assets and liabilities	(385,411)	151,609
Total adjustments	(190,537)	239,005
Cash inflow generated from operations	1,170,848	834,185
Interest received	7,224	2,168
Interest paid	(842)	(1,140)
Income taxes paid	(110,609)	(34,526)
Net cash flows from operating activities	1,066,621	800,687
Cash flows from (used in) investing activities:		
Decrease (increase) in financial assets at amortized cost	119,300	(149,000)
Acquisition of financial assets at fair value through profit or loss	-	(600,000)
Proceeds from disposal of financial assets at fair value through profit or loss	-	600,834
Acquisition of property, plant and equipment	(591,590)	(239,512)
Proceeds from disposal of property, plant and equipment	16,780	1,116
(Increase) decrease in refundable deposits	(87)	3
Acquisition of intangible assets	(10,408)	(4,627)
Increase in other financial assets	(133)	(50,000)
Increase in prepayments for equipment	(171,383)	(76,824)
Net cash flows used in investing activities	(637,521)	(518,010)
Cash flows from (used in) financing activities:		
Proceeds from long-term borrowings	-	50,000
Repayments of long-term borrowings	-	(90,000)
Increase in guarantee deposits	200	-
Payments of lease liabilities	(43,896)	(12,808)
Cash dividends paid	(376,200)	(439,907)
Capital increase by cash	-	1,099,505
Proceeds from exercise of employee stock options	12,495	10,473
Net cash flows from (used in) financing activities	(407,401)	617,263
Net increase in cash and cash equivalents	21,699	899,940
Cash and cash equivalents at the beginning of period	1,418,263	518,323
Cash and cash equivalents at the end of period	\$ 1,439,962	1,418,263

Appendix 6 Tabular Comparison of the Provisions of the Rules of Procedure for Shareholders' Meeting before and after Revision

Tabular Comparison of the Provisions of the Rules of Procedure for Shareholders' Meeting before and after Revision

Revised Articles	Current Articles	Description
<p>Article 3</p> <p>Unless otherwise specified by law or Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.</p> <p><u>Unless the Regulations Governing the Administration of Shareholder Services of Public Companies provides otherwise, if the Company intends to hold a video shareholders' meeting, the Company shall specify such intention in its Articles of Incorporation and may hold a video shareholders' meeting only by a favorable resolution achieved by a majority vote at a Board of Directors meeting attended by two third or more of all directors.</u></p> <p>Content below omitted.</p>	<p>Article 3</p> <p>Unless otherwise specified by law or Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.</p> <p>Content below omitted.</p>	<p>When the Company holds a video shareholders' meeting, it means shareholders may attend only by video conferencing, without the option of attending a physical shareholders' meeting, which is relatively restrictive on shareholders' rights. Therefore, to safeguard shareholders' rights, paragraph 2 was added.</p>
<p>Article 6-1</p> <p>When the Company convenes a video shareholders' meeting, the shareholders' meeting convening announcement shall include the following items: (Subparagraphs 1 and 2 omitted).</p> <p>III. A video shareholders' meeting shall be held and appropriate alternatives shall be stated for shareholders who may have difficulty attending the shareholders' meeting through video. <u>Except under any of the circumstances specified in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall furnish shareholders with at least networking equipment and necessary assistance, and shall specify the matters requiring</u></p>	<p>Article 6-1</p> <p>When the Company convenes a video shareholders' meeting, the shareholders' meeting convening announcement shall include the following items: (Subparagraphs 1 and 2 omitted).</p> <p>III. A video shareholders' meeting shall be held and appropriate alternatives shall be stated for shareholders who may have difficulty attending the shareholders' meeting through video.</p>	<p>To hold a video shareholders' meeting means that shareholders may attend only by videoconferencing. To provide alternatives to shareholder having difficulty in attending a video shareholders' meeting and help them use networking equipment to attend, the Company further formulated the later section of Subparagraph 3.</p> <p>If any circumstance under Article 44-9, Paragraph 6 of the Regulations Governing</p>

<u>special attention and the period in which shareholders may apply to the Company.</u>		the Administration of Shareholder Services of Public Companies occurs, supporting measures are required depending on the situation at that moment; given so, the Company further formulated the exceptional clauses in Subparagraph 3.
Article 22 When the Company convenes a video shareholders' meeting, appropriate alternatives shall be provided for shareholders who may have difficulty attending the shareholders' meeting through video. <u>Except under any of the circumstances specified in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall furnish shareholders with at least networking equipment and necessary assistance, and shall specify the matters requiring special attention and the period in which shareholders may apply to the Company.</u>	Article 22 When the Company convenes a video shareholders' meeting, appropriate alternatives shall be provided for shareholders who may have difficulty attending the shareholders' meeting through video.	The reasons for revision are the same as those for the revision of Article 6-1.
Article 24 Abolish the original rules and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings June 24, 2022. <u>The 1st revision was made on June 21, 2023.</u>	Article 24 Abolish the original rules and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings June 24, 2022.	Added revision dates.

J. Appendix

Appendix 1 Articles of Incorporation

WinWay Technology Co., Ltd. Articles of Incorporation

Chapter I General Principles

- Article 1 This company is a regulated organization under the Republic of China's Company Act and operates under the name "穎崙科技股份有限公司" and English name of "WinWay Technology Co., Ltd.."
- Article 2 The Company's scope of business includes:
1. CB01010 Machinery and equipment manufacturing
 2. CA02990 Manufacturing of other metal products
 3. CC01080 Manufacturing of electronic parts and components
 4. F106010 Wholesale of hardware
 5. F113010 Wholesale of machinery
 6. F113050 Wholesale of computers and office machinery and equipment
 7. F118010 Wholesale of computer software
 8. F206010 Retail sale of hardware
 9. F218010 Retail sale of computer software
 10. F219010 Retail sale of electronic materials
 11. F401010 International trade
 12. I301010 Software design services
 13. I501010 Product design
 14. IZ99990 Other business services
 15. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The company's headquarter is located in Kaohsiung City and may set up domestic or foreign branch offices as resolved by the Board of Directors, if necessary.
- Article 4 The company's announcements are conducted according to Article 28 of the Company Act and the regulations set forth by the securities regulatory authority.
- Article 5 The company must provide external guarantees due to business requirements.
- Article 6 The investment made by the Company in other companies as limited liability shareholder thereof is not subject to the limitation that such investment shall not exceed a certain percentage of the paid-in capital as set forth in the Company Act.

Chapter 2 Shares

Article 7 This company's total capital is NT\$500 million divided into 50 million shares at a face value of NT\$10 each; the Board of Directors is authorized to issue shares in batches depending on business requirements. Of this, NT\$30 million is reserved for issuing employee stock option certificates of 3 million shares at a face value of NT\$10 each, issued in accordance to resolutions of the Board of Directors.

Shares purchased by this company in accordance with the Company Act may be transferred to subjects including employees of controlled and subordinate companies that meet certain conditions. When the company issues new shares, the subjects of employees who purchase shares, new shares with restricted employee rights, and employee stock option certificates must include employees of controlled and subordinate companies that meet certain conditions; the Board of Directors is authorized to establish the relevant rules and regulations. The Company may transfer the shares to employees based on a price lower than the average actual repurchase price, or issue the employee stock warrants based on the price lower than the closing price of the Company's common shares on the date of issuance with approval from two thirds of the voting shareholders in a shareholders' meeting with over half of the shareholders in attendance.

Article 8 According to Article 162-2 of the Company Act, the company may be exempted from printing any share certificates for the shares issued but shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.

Article 8-1 If the company intends to cancel the public offering of shares after a public offering has occurred, the proposal should be submitted to the shareholders' meeting to pass the resolution; the provisions of this article shall not be changed during the emerging or OTC market period.

Article 9 Title transfer of stocks shall be suspended within thirty days before the regular shareholders meeting is held, within fifteen days before a shareholders' provisional meeting is held, or within five days before the base date for distribution of stock dividends and bonuses or other benefits determined by WinWay. After public offering of this company's shares, the transfer of stocks shall be suspended within thirty days before the regular shareholders meeting is held, within fifteen days before a shareholders' provisional meeting is held, or within five days before the base date for distribution of stock dividends and bonuses or other benefits.

Article 10 Affairs relating to this company's shares are handled in accordance with the laws and regulations of the competent authority.

Chapter 3 Shareholders' Meeting

Article 11 The company's shareholders' meetings include ordinary and extraordinary meetings, with

the former being convened by the Board of Directors according to laws and regulations once each year within 6 months after the end of the previous accounting year; by law, extraordinary meetings are convened when necessary.

Article 11-1 The Company's shareholders' meeting can be convened through video conferencing or other methods announced by the competent authority.

Article 12 When convening regular shareholders' meetings, the date, venue, and agenda of the meeting should be announced to shareholders 20 days in advance; information of extraordinary shareholders' meetings should be announced to shareholders 10 days in advance. After public offering of this company's shares, the convening of regular shareholders' meetings should be announced to shareholders 30 days in advance; the convening of extraordinary shareholders' meetings should be announced to shareholders 15 days in advance.

Article 13 Resolutions at a Shareholders' Meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total outstanding shares. When convening a shareholders' meeting, according to the laws and regulations of the competent authority or after this company is publicly listed, voting rights should be exercised electronically; shareholders who vote electronically must be present at the shareholders' meeting. The relevant matters shall be handled in accordance with laws and regulations.

Article 14 Each shareholder of the Company shall have one vote per share, unless otherwise provided by Article 179 of the Company Act.

Article 15 If a shareholder is unable to attend the shareholders' meeting for any reason, they must provide a power of attorney issued by the company clearly specifying the scope of authorization for entrusting a proxy to attend; the aforementioned power of attorney must be delivered to this company 5 days in advance of the shareholders' meeting. After public offering of this company's shares, the rules for entrusting a proxy should comply with the rules and regulations set forth by the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" announced by the competent authority.

Article 16 The shareholders' meeting shall be convened by the Board of Directors unless otherwise stipulated in the Company Act, and the person presiding over the meeting will be the Chairman of the Board of Directors. If the Chairman is on leave or for any reason cannot discharge his duty, Paragraph 3 of Article 208 of the Company Act should apply. If the shareholders' meeting is called by a person entitled to do so other than the Chairman, that person shall act as the Chairman. If two or more persons are entitled to call the shareholders' meeting, those persons shall elect one person to act as the Chairman.

Chapter 4 Directors

- Article 17 This company shall establish a Board of Directors with 5 to 9 individuals serving a term of 3 years; an individual with capacity for action shall be elected and may be re-elected by the shareholders' meeting. Election of directors should be handled according to Article 198 of the Company Act and applicable laws and regulations.
- The Board of Directors established by this company may have no less than 3 independent directors who must number greater than one-fifth of the board. Election of directors shall utilize a candidate nomination system as stated in Article 192-1 of the Company Act; the implementation of related matters shall be handled in accordance with the Company Act, Securities and Exchange Act, and applicable laws and regulations.
- Article 17-1 Election of directors at this company is conducted through cumulative voting of each candidate with each share possessing the same voting rights as the number of directors to be elected. Votes can be focused onto one or given to multiple candidates; those who receive a higher number of voting rights shall be elected as directors.
- If new directors are not elected after the terms of existing directors has ended, directors must extend the execution of their duties until newly elected directors take office. The total shareholding ratio of all directors in the company must comply with rules and regulations set forth by the securities regulatory authority.
- Article 18 The Board of Directors is constituted by directors with the following powers and duties:
- (一) The review, supervision, and execution of business plans.
 - (二) Preparing surplus distribution or loss make-up proposals.
 - (三) Preparing proposals to increase or decrease capital.
 - (四) Review key regulations and contracts.
 - (五) Appointment and removal of managers.
 - (六) Establishing and dissolving branch offices.
 - (七) Reviewing and approving budgets and year-end account closure.
 - (八) Other duties and powers granted according to the Company Act or shareholders' meeting.
- Article 19 The Board of Directors is constituted by directors, and the Chairman and Vice Chairman are elected from the directors by a majority of the directors at a board meeting at which over two-thirds of the directors are present. The Chairman represents the Company in its external dealings. If the Chairman is on leave or for any reason cannot discharge his duties, his/her acting proxy shall be elected in accordance with Article 208 of the Company Act.
- Article 20 Board of Directors meetings shall be convened by the Chairman, unless otherwise stipulated by the Company Act. Board of Directors meetings can be held at the place that the Company is headquartered, or at any place that is convenient for the directors to attend and appropriate

for the meeting to be convened, or via teleconference.

If directors are unable to attend Board of Directors meetings, they must submit a written power of attorney entrusting other directors to attend the board meeting and exercise their voting rights. However, each director may act as a proxy for only one other director.

Individual directors and supervisors shall be notified of a board meeting to be called for with proper statement of the causes seven days in advance. However, in case of any emergency, a board meeting may be convened at any time. Notifications of board meetings may be in writing or via email or fax.

- Article 21 The company shall purchase liability insurance as indemnity for execution of the scope of business required by directors within their term of office. The Board of Directors is authorized to establish the remuneration of directors by taking into account both domestic and overseas industry standards and the directors' value of contribution and degree of participation in this company's operations.

Chapter 5 Managers

- Article 22 This company shall have managers whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

- Article 23 The fiscal year of the Company starts on January 1 and ends on December 31 of each year. At the end of each fiscal year, the Board of Directors shall prepare financial and accounting books in accordance with the Company Act and submit them to the ordinary shareholders' meeting for recognition.

- Article 24 If the company is profitable within the fiscal year, no less than 5% and no more than 15% of employee compensation should be allocated, in the form of stocks or cash, to the employees of controlled or subsidiary companies that meet certain conditions; additionally, no more than 3% shall be allocated as compensation to directors. However, if the Company has accumulated losses, the Company shall set aside a part of the surplus profit first for making up the losses.

The profitable circumstances as mentioned in item 1 refers to profit before tax after deducting the allocated remuneration to employees and directors in the current fiscal year.

The allocation of remuneration to employees and directors shall be decided in a Board of Directors meeting in which more than two third of directors are in attendance and more than half of present directors are in agreement; remuneration shall be disbursed at one time and reported to the shareholders' meeting.

- Article 25 If there is a surplus at the year-end account closure, it should be allocated according to the following order.
- (一) Pay taxes.
 - (二) Make up for losses.
 - (三) Withdrawal 10% to the statutory surplus reserve; however, this is not applicable if the accumulated statutory surplus reserve has reached the total paid-in capital of the company.
 - (四) Allocation or reversal of a special surplus reserve in accordance with laws or regulations set forth by the authorities concerned.
- If a surplus remains after adding the undistributed surplus accumulated at the beginning of the period, the Board of Directors shall formulate a surplus distribution proposal and submit a resolution to distribute dividends amongst shareholders at the shareholders' meeting.
- This company shall, according to Article 240 Paragraph 5 of the Company Act, distribute dividends and bonuses in whole or in part as cash; the Board of Directors is authorized to approve distribution and submit a report to the shareholders' meeting if more than two third of directors are in attendance in the Board of Directors meeting and if more than half of all present directors are in agreement; if issuing new shares, a request should be submitted to the shareholders' meeting to determine a resolution for distribution.
- This company is currently in the growth phase of industry development and the distribution of dividends must consider the company's future capital expenditure budget and capital requirements in combination with future long-term financial plans, investment environments, and industry competition. The distribution of shareholders' dividends for the current year shall be at a rate of no less than 10% of the remaining distributable earnings issued to shareholders according to their shareholding ratio; the distribution ratio of cash dividends shall be no less than 10% of the total dividends distributed.
- Article 25-1 This company shall, according to Article 241 Paragraph 1, distribute all or part of the statutory surplus reserve and capital reserve as new shares or cash in proportion to shareholders' existing shares; when distributing in cash, the Board of Directors is authorized to approve distribution and submit a report to the shareholders' meeting if more than two third of directors are in attendance in the Board of Directors meeting and if more than half of all present directors are in agreement.
- Article 26 The company's articles of association and operation rules shall be stipulated otherwise by the Board of Directors.

Chapter 7 Supplementary Provisions

- Article 27 If there are matters not covered by the articles of association, they shall be handled according to the Company Act and relevant laws and regulations.
- Article 28 The articles of association were established on March 28, 2001.
The 1st revision was made on September 22, 2002.
The 2nd revision was made on July 16, 2004.
The 3rd revision was made on November 23, 2004.
The 4th revision was made on June 27, 2005.
The 5th revision was made on January 12, 2006.
The 6th revision was made on November 24, 2006.
The 7th revision was made on February 27, 2007.
The 8th revision was made on August 16, 2007.
The 9th revision was made on May 10, 2012.
The 10th revision was made on October 22, 2012.
The 11th revision was made on October 16, 2014.
The 12th revision was made on June 29, 2015.
The 13th revision was made on June 27, 2016.
The 14th revision was made on June 29, 2018.
The 15th revision was made on January 17, 2019.
The 16th revision was made on May 28, 2019.
The 17th revision was made on May 28, 2020.
The 18th revision was made on June 24, 2022.

WinWay Technology Co., Ltd.

Chairman: Mark Wang

Appendix 2 Rules of Procedure for Shareholders' Meetings <Before Revision>

Rules of Procedure for the Shareholders' Meeting

Article 1

This policy was established in accordance with Article 5 of "Corporate Governance Best-Practice Principles for Listed Companies" to provide sound governance over the Company's shareholder meetings, and thereby enhancing the supervisory function of shareholders.

Article 2

Unless otherwise specified by law or Articles of Incorporation, the Company shall proceed its shareholders' meetings according to the terms of this policy.

Article 3

Unless otherwise specified by law or Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.

Any change in the manner of holding a shareholders' meeting shall be resolved by the Board of Directors, and any such change shall be made before the notice of the shareholders' meeting is mailed at the latest.

The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before the annual meeting of shareholders, or 15 days before an extraordinary shareholders' meeting. The Shareholders' Meeting Procedures Manual and supplementary meeting materials shall be prepared and electronically submitted to the Market Observation Post System 21 days before the annual shareholders' meeting and 15 days before an extraordinary shareholders meeting. However, if the Company's paid-in capital at the end of the most recent fiscal year is over NT\$10 billion or the percentage of shares held by foreign and Chinese investors in the most recent fiscal year, according to the annual shareholders' meeting book, is over 30%, the electronic files shall be prepared and submitted 30 days before the meeting. The Company shall have the Meeting Handbook and supplementary information for the shareholders' meeting ready for access by shareholders 15 days prior to the shareholders' meeting. The documents shall also be displayed in the Company and in the Company's stock affairs agent.

On the day of the Shareholders' Meeting, the Company shall provide the aforementioned Procedures Manual and supplementary meeting materials to the shareholders in the following ways:

- I. When convening a physical Shareholders' Meeting, the materials shall be distributed during the meeting.
- II. When convening a video-assisted shareholders' meeting, the materials shall be distributed during the meeting and the electronic files shall be uploaded to the video conference platform.

III. When convening a video shareholders' meeting, the electronic files of the materials shall be uploaded to the video conference platform.

Agenda items must be explained in detail in the meeting notices and announcements. Subject to agreement by the receiving party, meeting notices may also be delivered electronically.

Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval for director competition, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, any matters as set forth in Paragraph 1, Article 185 of the Company Act, matters as set forth in Article 26-2 of the Securities and Exchange Act matters as set forth in Article 43-6 of the Securities and Exchange Act, matters set forth in Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized in the causes or subjects to be described in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions;

If the agenda for convening a shareholders' meeting clearly states that an election will be held to replace all directors as well as a date on which newly elected directors will take office, extraordinary motions or other methods may not be utilized in the same shareholders' meeting to change the appointment date of directors after they have been elected.

Shareholders who own more than 1% of the Company's outstanding shares are entitled to propose agenda items for discussion in the annual meeting of shareholders. Each shareholder may only propose one agenda item and any further proposals will be excluded from discussion. The Board of Directors may disregard shareholders' proposals if the proposed agenda item involves any of the circumstances listed in Paragraph 4, Article 172-1 of the Company Act.

Shareholders may submit proposals and recommendations that urge the company to enhance public welfare or fulfill our corporate social responsibility; procedurally, a limit of 1 proposal is permitted according to the provisions of Article 172-1 of the Company Act. Any proposals exceeding this number will be excluded from discussion

The Company shall announce in writing or through electronic means, before the book closure date, the conditions, places and time in which shareholders' proposals are accepted. The period of acceptance shall be no shorter than ten days.

Shareholders shall limit their proposed agenda items to 300 words. Proposals that exceed 300 words shall be excluded from the agenda. Shareholders who have successfully proposed agenda items shall attend the annual meeting of shareholders in person or through proxy attendance and participate in the discussion.

The Company shall notify the proposing shareholders of the outcome of their proposed agenda items before the date the meeting notice is sent. Meanwhile, agenda items that satisfy the conditions listed in this Article shall be included as part of the meeting notice. During the shareholders' meeting, the Board of Directors shall explain the reasons why certain proposed agenda items are excluded from discussion.

Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form and specifying the scope of delegated authority.

Each shareholder must provide an individual power of attorney limited to designating one individual as proxy; the power of attorney must be delivered to this company 5 days in advance of the shareholders' meeting. If there are multiple copies of a power of attorney, the first to be delivered shall govern. However, exception shall be granted if the shareholder issues a statement to withdraw the previous proxy.

Should the shareholder decide to attend a shareholders' meeting personally or exercise voting rights in writing or through electronic means after a proxy form has been delivered to the Company, a written notice should be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to do so by the deadline, the voting right cast by the consigned agent shall govern.

Once the proxy has been delivered to the Company and the shareholder wishes to attend the meeting through video call, the concerned shareholder should notify the Company in writing at least two days prior to the shareholders' meeting to rescind the notice for proxy.

If the shareholder fails to do so by the deadline, the voting right cast by the consigned agent shall govern.

Article 5

Shareholders' meetings shall be held at locations that are suitable and convenient for shareholders to attend. Meetings shall not begin earlier than 9 AM or later than 3 PM. The opinions of independent directors shall be fully considered when deciding the location and time of the meetings.

When holding a virtual shareholders' meeting, the Company is not subject to the foregoing restrictions on the venue.

Article 6

The Company shall specify the time and place for shareholders, solicitors, and proxy agents (hereinafter referred to as "shareholders") to report to the meeting and other notes in the notice of the meeting.

The foregoing time for shareholders to report to the meeting shall be at least 30 minutes prior to the commencement of the meeting. The check-in desk shall be clearly marked, and adequate and appropriate personnel shall be assigned to check in attendees. Shareholders participating in a video shareholders' meeting should report at the dedicated platform at least 30 minutes prior to the commencement of the meeting. Shareholders who have completed the check-in are considered to be present in person at the shareholders' meeting.

Shareholders must present an attendance pass, an attendance card or other proof of attendance when entering a shareholders' meeting. The Company shall not arbitrarily require other supporting documents for shareholders to attend. Proxies providing a power of attorney must carry identification documents for verification.

Attending shareholders should submit their check-in cards as proof of their attendance.

The Company shall distribute the Meeting Handbook, annual report, attendance card, speech note, voting ballot and other meeting materials to the shareholders attending the

meeting. Shareholders shall also be given election ballots where election of directors is to take place.

When a government or juristic person is a shareholder, they may assign more than one representative to attend the meeting. A juristic person may assign only one proxy representative to attend the meeting on its behalf.

In the event of a virtual shareholders' meeting, shareholders who wish to attend by video shall re-register with the Company at least two days prior to the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting manual, annual report, and other pertinent materials to the dedicated platform at least 30 minutes prior to the commencement of the meeting and continue to disclose them until the end of the meeting.

Article 6-1

When the Company convenes a video shareholders' meeting, the shareholders' meeting convening announcement shall include the following items:

- I. Participation in a video meeting by shareholders and methods for exercising their voting rights.
- II. Troubleshooting methods for problems to the video conference platform or participation through video caused by natural disasters, incidents, or other force majeure, which shall at least include the following:
 - (I) In the event of continuing problems that cannot be solved causing the postponement or resumption of the meeting, and the date of the postponed or resumed meeting.
 - (II) Shareholders who have not registered to participate in the original shareholders' meeting by video may not participate in the postponed or reconvened meeting.
 - (III) When the Company convenes a video-assisted shareholders' meeting and the reconvened video conference cannot be conducted, if the total number of shares present reaches the statutory quota for the shareholders' meeting after the number of shares present at the shareholders' meeting by video is deducted, the shareholders' meeting shall be continued. The shares of shareholders in attendance through video shall be included in the total number of shares in attendance. The shareholders shall be deemed to have abstained from voting in all motions of the shareholders' meeting.
 - (IV) Handling method in the event that results have been declared for all motions and no extraordinary motions have been proposed.
- III. A video shareholders' meeting shall be held and appropriate alternatives shall be stated for shareholders who may have difficulty attending the shareholders' meeting through video.

Article 7

Shareholders' meetings that are convened by the chairperson shall be chaired by the chairperson. If the chairperson is unable to perform such duties due to leave of absence or any reason, the Vice chairperson shall act on the chairperson's behalf. If the Vice chairperson is also unavailable or is non-existent, the chairperson may appoint a standing director act on his behalf. If there is no standing director, one director shall be appointed to act as the agent. If the chairperson of the board does not appoint an agent, the standing

director or one of the directors shall be appointed to act as the agent.

If the Managing Director or Director is appointed as Chair, the individual must have an understanding of the company's financial and business status as well as be employed for a duration of more than 6 months. The same applies where the Chair is the representative of an institutional director.

Shareholders' meetings convened by the Board of Directors should be personally presided by the Chairman with more than half the Board of Directors and at least 1 member from each functional committee present in attendance; the attendance records should be recorded in the shareholders' meeting minutes.

For shareholders' meetings convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairperson. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting. The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at the shareholders' meeting.

Article 8

The Company shall continuously and uninterruptedly record and videotape the entire process of shareholders' meeting.

The preceding audio-visual data shall be kept for at least one year. The litigations brought by shareholders in accordance with Article 189 of Company Act shall be recorded until closed.

In the event of a virtual shareholders' meeting, the Company shall keep records of the shareholders' registration, enrollment, check-in, questions and voting and the Company's vote counting results, and shall continuously and uninterruptedly record and videotape the entire video conference.

The Company shall keep the aforementioned information and audio and video recordings safe throughout the life of the Company, and shall give the audio and video recordings to the person entrusted with the video conference for retention.

Article 9

Attendance of the shareholders' meeting shall be calculated based on shares. The number of shares present is calculated based on the number of shares reported on the attendance book or sign-in card and the video conference platform, plus the number of shares for which voting rights are exercised by written or electronic means.

The Chairman shall call the meeting to order at the time scheduled for the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-thirds of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a video shareholders' meeting, the Company shall announce the adjournment of the meeting on the video conference platform.

If no quorum can yet be constituted after the two postponements above but the shareholders in attendance represent more than one-third of the total outstanding shares,

shareholders' meeting tentative resolutions can be made in accordance with Paragraph 1 of Article 175 of the Company Act. Shareholders shall be informed of such tentative resolutions and the shareholders' meeting will be convened within one months. In the event of a virtual shareholders' meeting, shareholders who wish to attend by video shall re-register with the Company according to Article 6.

If before the end of the meeting and at enough shares become present to constitute a quorum, the chairman may then re-submit the tentative resolutions to the Shareholders' Meeting for approval, in accordance with Article 174 of the Company Act.

Article 10

Agenda of a shareholders meeting called by the board shall be decided by the board and relevant proposals shall be voted on. The meeting shall proceed according to the agenda unless changed by a shareholders meeting resolution.

The above provision applies mutatis mutandis to cases where the meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.

In either of the two arrangements described above, the chairperson cannot dismiss the meeting while an agenda item is still in progress. If the chairperson violates the meeting policy by dismissing the meeting when it is not allowed to do so, other members of the board shall immediately assist the attending shareholders to elect another chairperson with the support of more than half of voting rights represented and continue the meeting.

The Chair must allow adequate opportunity to explain and discuss the various proposals, amendments, or extraordinary motions proposed during the meeting. The Chair may announce to discontinue further discussion and proceed with voting if the issue in question is considered to have been sufficiently discussed; the Chair shall also provide sufficient time for voting.

Article 11

Shareholders who wish to speak during the meeting must produce an opinion slip detailing the topics and the shareholder's account number (or the attendance ID serial). The order of shareholders' comments shall be determined by the chairperson.

A shareholder present at the meeting that merely submits a statement slip without speaking is considered not to have spoken. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

Each shareholder shall speak no more than twice, for five minutes each, on the same agenda item unless otherwise agreed by the chairperson. The chairperson may stop shareholders from speaking if they violate the rules or speak outside the agenda item under discussion.

While a shareholder is speaking, other shareholders shall not speak simultaneously or interfere in any way unless agreed by the chairperson and the person speaking. Any violators shall be restrained by the chairperson.

In the event an institutional shareholder assigns two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on any single agenda item.

After a shareholder present at the meeting speaks, the chairperson may reply in person or assign relevant personnel to reply.

In the event of a virtual shareholders' meeting, shareholders participating by video may ask questions by text on the video conference platform after the chairman announces the commencement of the meeting and before the meeting is adjourned. The maximum number of questions for each motion is two, and each question is limited to 200 words. The provisions in Paragraph 1 to Paragraph 5 shall not apply.

Article 12

Voting at the shareholders' meeting shall be calculated based on shares.

The number of shareholder's shares without voting rights are not calculated in the total number of outstanding shares for resolutions in the shareholders' meeting.

Shareholders cannot vote, or appoint proxies to vote, on any agenda items in which they have a conflict of interest that would be detrimental to the best interests of the Company. The number of shares held by shareholders who are not permitted to vote shall be excluded from the total voting rights represented in the meeting.

With the exception of trust enterprises or stock affairs agencies approved by the competent securities authority, the votes that may be cast by one proxy representing two or more shareholders shall not exceed three percent of the votes of total shares issued; any votes in excess of that limit shall not be counted.

Article 13

Each share is entitled to one vote, except for those limited to vote or having no vote in accordance with Paragraph 2, Article 179 of Company Act.

Voting rights are exercised electronically or in writing by shareholders in a Shareholders' Meeting convened by the Company. When exercising voting rights through writing or electronic means, the method should be clearly stated in the shareholders' meeting's convening announcement. Shareholders who exercise voting rights in writing or electronically are deemed to have attended the General Shareholders' Meeting in person. However, they are deemed to abstain from any extraordinary motions or amendments to original motions at the shareholders' meeting; as such, this company should avoid proposing extraordinary motions or amending original motions when possible.

Instructions to exercise written and electronic votes must be delivered to the Company at least two days before the shareholders' meeting. In the event where there are duplicate submissions, the earliest submission shall be taken into record. This is not applicable for manifestation of intentions prior to statement revocation.

If shareholders wish to personally attend the shareholders' meeting or attend the meeting through video after exercising their voting rights through written or electronic means, they must submit a manifestation of intention to revoke the exercise of their voting right in the same manner as above two days prior to the shareholders' meeting, at the latest; if the deadline is passed before revocation, the written or electronic means of exercising their voting rights shall govern. If the exercise of voting rights is done by written or electronic means and a power of attorney designates a proxy to attend the shareholders' meeting, the voting right exercised by the proxy in attendance shall govern.

Unless otherwise regulated by the Company Act or the Articles of Incorporation, an agenda item is passed when supported by shareholders who represent more than half of the total voting rights in the meeting. When voting, shareholders shall vote on the proposal. Results of shareholders' consent, objection, or abstention votes should be announced on the Market Observation Post System after the shareholders' meeting is convened.

Where there is an amendment or an alternative for a motion, the Chairperson shall determine the order in which they are to be voted on with the original motion. If any resolution is passed, all other proposals shall be deemed rejected, and no further voting is necessary.

The Chairperson shall appoint monitors and ballot counters for voting on motions; however, the monitors must be shareholders.

The counting process of the voting and election shall be announced at the venue of the meeting once completed, including the weights, and the result of voting shall be recorded. In the event that the Company convenes a virtual shareholders' meeting, shareholders participating by video shall vote on each motion and election motion through the video conference platform after the chairman announces the commencement of the meeting, and shall complete the voting before the chairman announces the close of the voting. After this period, the shareholders shall be deemed to have abstained from voting.

In the event of a virtual shareholders' meeting, after the chairman announces the close of the voting, the chairman shall conduct a one-time count of the votes and announce the voting and election results.

When the Company convenes a video-assisted shareholders meeting, shareholders who have registered to attend the shareholders' meeting through video according to Article 6 but wish to physically attend the shareholders' meeting shall cancel the registration using the same method of registration two days prior to the shareholders' meeting. Shareholders who miss the cancellation deadline may only attend the shareholders' meeting through video.

Shareholders who exercise their voting rights in writing or electronically without revoking their intentions, and participate in the shareholders' meeting through video shall not exercise their voting rights on the original motion, propose amendments to the motion, or exercise their voting rights on the amendments to the motion, except for extraordinary motions.

Article 14

The election of directors at the shareholders' meeting must comply with the relevant rules established by this company; results including the list of elected directors and their voting weights should be announced immediately.

The election ballots referred to in the preceding paragraph shall be signed and sealed by the ballot examiner and adequately retained for at least one year. The litigations brought by shareholders in accordance with Article 189 of Company Act shall be recorded until closed.

Article 15

The shareholders' meeting's resolutions should be included in meeting minutes and either signed or stamped with the Chairperson's chop; the meeting minutes shall be distributed to all shareholders within 20 days of the meeting. The preparation and distribution of meeting minutes may be disseminated through electronic means.

The Company may distribute meeting minutes by posting details onto MOPS.

The meeting minutes shall detail the date and venue of the meeting, the chairperson's name, the method of resolution, and the proceedings and voting results of various meeting agenda items (including the statistical tallies of the numbers of votes). For election of directors, the number of votes for each candidate shall be disclosed. It should be preserved in perpetuity throughout the existence of this company.

For shareholders' meetings convened through video, apart from the matters to be recorded listed above, the meeting minutes shall record the start and end time of the shareholders' meeting, the method of convening the meeting, the names of the chairperson and recorder, and the handling and method of natural disasters, incidents or other force majeure that have affected the video conference platform or participation through video.

When the Company convenes a video shareholders' meeting, apart from the matters stated above, it shall be recorded in the meeting minutes. Appropriate alternatives shall be stated for shareholders who may have difficulty attending the shareholders' meeting through video.

Article 16

During the shareholders' meeting, the Company shall publish information regarding the number of shares acquired by acquirers, the number of shares represented by proxies, and the number of shares of shareholders in attendance in writing or electronically using the prescribed format. In the event of a virtual shareholders' meeting, the Company shall upload the aforementioned materials to the dedicated platform at least 30 minutes prior to the commencement of the meeting and continue to disclose them until the end of the meeting.

When the Company convenes a video shareholders' meeting, the total number of shareholders in attendance shall be disclosed on the video conference platform when the meeting is called to order. If the total number of shares of shareholders in attendance and the total voting rights are counted during the meeting, the same shall apply.

Article 17

The meeting personnel handling the General Shareholders' Meeting shall bear identification cards or armbands.

The Chairman may instruct disciplinary officers or security guards to assist with keeping order in the meeting venue. When assisting with maintaining order, disciplinary officers or security guards shall wear arm-bands or identification badges marked "Disciplinary Officers" for identification purpose.

If a public-address system is available at the venue, the Chairman may stop shareholder's speech if equipment outside the Company's setting is utilized.

The chairperson may instruct marshals or security staff to remove shareholders who continue to violate the meeting rules despite being warned by the chairperson.

Article 18

The chairperson may put the meeting in recess at appropriate times. In the occurrence of force majeure events, the chairperson may suspend the meeting temporarily and resume at another time.

Before the agenda set forth in the shareholders' meeting are concluded, if the meeting place cannot continue to be used for the meeting, then, by resolution of the shareholders, another place may be sought to resume the meeting.

The shareholders' meeting may be postponed for not more than, or reconvened within, five days by resolution in accordance with Article 182 of the Company Act.

Article 19

When the shareholders' meeting is held through video conferencing, the Company shall disclose the voting results and election results on the shareholders' meeting video conference platform immediately after voting ends, and the information shall be available for at least 15 minutes after the Chairperson adjourns the meeting.

Article 20

When the Company convenes a video shareholders meeting, the Chairperson and recording personnel shall be in the same location in the country. The Chairperson shall announce the address of the location during the meeting.

Article 21

In the event of a virtual shareholders' meeting, the Chairperson shall announce the matters that do not require postponement or reconvention according to Paragraph 4, Article 44-20, of the Regulations Governing the Administration of Shareholder Services of Public Companies when announcing the meeting. If, prior to the close of the meeting announced by the chairman, there is an impediment to participation on the video conference platform or by video for a period of 30 minutes or more due to a natural disaster, incident or other force majeure, the meeting shall be postponed for not more than, or reconvened within, five days. The provisions of Article 182 of the Company Act shall not apply.

In the event of a postponed or reconvened meeting as described above, shareholders who have not registered to participate in the original shareholders' meeting by video may not participate in the postponed or reconvened meeting.

In the event of an adjourned or reconvened meeting in accordance with the provisions of the first paragraph, if shareholders who have registered to attend the original shareholders' meeting by video and have completed check-in for the meeting do not attend the adjourned or reconvened meeting, the number of their shares present and the voting and election rights they exercised at the original shareholders' meeting shall be included in the total number of shares, voting rights and election rights of the shareholders present at the adjourned or reconvened meeting.

When a postponed or reconvened shareholders' meeting is held in accordance with the provisions of the first paragraph, it is not required to re-discuss and resolve on motions for which voting and counting of votes have been completed and the voting results or the names of the directors elected have been announced.

When the Company convenes a video-assisted shareholders' meeting and the reconvened video conference cannot be conducted as described in the first paragraph, if the total number of shares present reaches the statutory quota for the shareholders' meeting after the number of shares present at the shareholders' meeting by video is deducted, the shareholders' meeting shall be continued without any postponement or reconvention as provided in the first paragraph.

In the event that a meeting shall be continued as described in the preceding paragraph, the number of shares represented by shareholders participating in the shareholders' meeting by video shall be included in the total number of shares of shareholders present. However, the shareholders shall be deemed to have abstained from voting in all motions of the shareholders' meeting.

In the event of a postponed or reconvened meeting according to Paragraph 1, the Company shall follow the provisions of Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies and complete the pre-operations according to the original shareholders' meeting date and the provisions.

During the period stated in the latter half of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public, Paragraph 2, Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matters according to the date of the shareholders' meeting postponed or reconvened according to Paragraph 1.

Article 22

When the Company convenes a video shareholders' meeting, appropriate alternatives shall be provided for shareholders who may have difficulty attending the shareholders' meeting through video.

Article 23

These Rules shall come into effect upon approval of the shareholders' meeting. The same applies to all subsequent amendments.

Article 24

Abolish the original rules and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings June 24, 2022.

Appendix 3 Directors Election Procedure

Directors Election Procedure

- Article 1 To ensure a fair, just, and open election of directors, Articles 21 and 41 of the R.O.C. “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” were referenced to stipulate these procedures.
- Article 2 Unless otherwise specified by law or the articles of incorporation, the election of the company’s directors shall be handled according to the procedures.
- Article 3 The election of the company’s directors shall consider the overall configuration of the Board of Directors. The Board of Director's composition should be diversified and diversified policies should be planned based on its operation, operating model, and development needs. It should include, but is not be limited to, the standards from the 2 major aspects below:
- I. Basic qualifications and values: Gender, age, nationality, culture, etc.
 - II. Professional knowledge and expertise: A professional background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.
- Board of Directors members should all possess the knowledge, skills, and competencies required to perform their duties.
- I. Ability to make sound operational judgment.
 - II. Ability to perform accounting and financial analysis.
 - III. Management abilities.
 - IV. Ability to handle crisis management.
 - V. Knowledge of the industry.
 - VI. An international market perspective.
 - VII. Leadership skills.
 - IX. Decision-making ability.

A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors.

- Article 4 The qualifications of the company's independent directors shall comply with Articles 2, 3, and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies". The appointment of the company's independent directors shall comply with Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", and shall be handled according to Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".
- Article 5 The election of the company's directors shall adopt the nomination system stated in Article 192-1 of the Company Act.
If directors are dismissed with reason and less than 5 directors remain, the company shall hold a by-election at the next shareholders' meeting. If the vacancy of directors reaches one-third of the number of seats, the company shall convene an extraordinary shareholders' meeting to hold a by-election within 60 days from the date of the fact.
Where the number of independent directors falls below the minimum specified in the proviso under Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held by the company at the next shareholders' meeting. In the event that all the independent directors have been discharged, an extraordinary shareholders' meeting shall be convened by the company to hold a by-election within sixty days from the date of such occurrence.
- Article 6 Election of directors at this company is conducted through cumulative voting of each candidate with each share possessing the same voting rights as the number of directors to be elected. Votes can be focused onto one or given to multiple candidates.
- Article 7 The Board of Directors shall prepare ballots equal to the number of directors to be elected. The weights of the votes shall be added and the ballots shall be distributed to the shareholders present at the

shareholders' meeting. The identity of the nominees may be marked on the ballots as attendance identification numbers.

Article 8 The voting rights of independent directors and non-independent directors are calculated based on the number of seats predefined in the Articles of Incorporation. Candidates with the highest votes shall be assigned to fill the director positions. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.

Article 9 Before an election begins, the chair of the shareholders' meeting shall assign several ballot counters and monitors who are shareholders to perform their respective tasks. The ballot box shall be prepared by the Board of Directors and it shall be inspected publicly by the monitors before the vote.

Article 10 Ballots are considered void in any of the circumstances listed on the left:

- I. Ballots prepared by the convener are not used.
- II. The ballot has been cast into the ballot box as a blank ballot.
- III. The writing is unclear and indecipherable or has been altered.
- IV. The nominee written on the ballot is not qualified according to verification.
- V. Other text has been written in addition to the distribution of voting rights.

Article 11 The votes will be counted during the meeting after voting. The list of elected directors shall be announced by the Chairman at the meeting. The election ballots referred to in the preceding paragraph shall be signed and sealed by the ballot examiner and adequately retained for at least one year. The litigations brought by shareholders in accordance with Article 189 of Company Act shall be recorded until closed.

Article 12 The company's Board of Directors shall send election notices to the elected directors.

Article 13 These procedures shall come into force on the approval of the shareholders' meeting, as shall any amendment.

 The measures were implemented on October 16, 2014.

 The 1st revision was made on January 10, 2020.

 The 2nd revision was made on July 30, 2021.

Appendix 4 Shareholdings of Directors

WinWay Technology Co., Ltd Shareholdings of Directors

Records in the shareholder register as of the last annual shareholders' meeting book closure date (April 22, 2023) are as follows:

Shareholdings of all directors:

Title	Name	Number of shares	Shareholding ratio
Chairman	He Wei Investment Co., Ltd. Representative: Mark Wang	3,499,559	10.13%
Director	Cliff Liu	1,114,962	3.23%
Director	JQ Lee	1,432,155	4.15%
Director	Jason Chen	428,053	1.24%
Director	CHIANG HOCK WOO	-	-
Independent Director	Hsiu Yi Hung	-	-
Independent Director	Ted Lee	-	-
Independent Director	Wilson Wang	-	-
Independent Director	Dennis Chang	-	-

(note)

1. The Company's paid-in capital is NT\$345,380,000 and 34,538,000 shares have been issued.
2. The legally required number of shares held by all directors is 3,600,000 shares.
3. As of the last annual shareholders' meeting book closure date (April 22, 2023), the Company's directors hold 6,474,729 shares, which has met the statutory requirements.