

Stock Code: 6515



Annual Shareholders' Meeting 2026 Meeting Handbook

Meeting Date: 10:00 AM, June 17, 2026 (Wednesday)

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

Table of Contents

A.	MEETING PROCEDURE	1
B.	MEETING AGENDA	3
C.	REPORTED ITEMS	5
D.	MATTERS FOR RATIFICATION	7
E.	MATTERS FOR DISCUSSION	8
F.	ELECTIONS	9
G.	OTHER PROPOSAL	12
H.	EXTRAORDINARY MOTIONS	14
I.	ADJOURNMENT	14
J.	ANNEX	15
	ANNEX 1 BUSINESS REPORT	16
	ANNEX 2 AUDIT COMMITTEE'S REPORT	23
	ANNEX 3 2025 ACCOUNTANT'S AUDITING REPORT AND CONSOLIDATED FINANCIAL STATEMENTS	24
	ANNEX 4 2025 ACCOUNTANT'S AUDITING REPORT AND INDIVIDUAL FINANCIAL STATEMENTS	31
	ANNEX 5 TABLE OF COMPARISON OF THE MANAGEMENT MEASURES FOR THE ACQUISITION OR DISPOSAL OF ASSETS BEFORE AND AFTER REVISION	38
	ANNEX 6 COMPARISON TABLE OF THE ARTICLES OF RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETING	43
K.	APPENDIX	46
	APPENDIX 1 ARTICLES OF INCORPORATION	47
	APPENDIX 2 MANAGEMENT MEASURES FOR THE ACQUISITION OR DISPOSAL OF AS <BEFORE REVISION>	54
	APPENDIX 3 RULES OF PROCEDURE FOR SHAREHOLDERS' MEETINGS <BEFORE REVISION>	72
	APPENDIX 4 DIRECTORS ELECTION PROCEDURE	84
	APPENDIX 5 SHAREHOLDINGS OF DIRECTORS	88

A. Meeting Procedure

WinWay Technology Co., Ltd

2026 Annual Shareholders' Meeting Procedure

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

B. Meeting Agenda

WinWay Technology Co., Ltd

2026 Annual Shareholders' Meeting Agenda

Time: 10:00 AM, June 17, 2026 (Wednesday)

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

I. Reported Items:

1. 2025 Business Report.
2. Audit Committee's Report.
3. The 2025 Employees' profit sharing bonus and directors' compensation.
4. The 2025 earnings distribution of cash dividends and distribution of cash from capital surplus report.
5. Report on the execution of the Company's second domestic issuance of unsecured convertible corporate bonds.

II. Matters for ratification:

1. The 2025 business report and financial statements.
2. The 2025 earnings distribution plan.

III. Matters for discussion:

1. Amendments to the Management Measures for Acquisition or Disposal of Assets of the Company.
2. Amendments to the Rules of Procedure for Shareholders' Meetings of the Company.

IV. Elections:

1. Full re-election of directors.

V. Other Proposal:

1. Releasing the newly elected director from the non-competition restrictions.

VI. Extraordinary Motions

VII. Adjournment

C. Reported Items

Item 1

Proposal: The 2025 annual business report will be released for public review.

Description: Please refer to pages 16 to 22 of [Annex 1] of the meeting handbook for this company's 2025 business report.

Item 2

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

Description: Please refer to page 23 of [Annex 2] of the meeting handbook for the Audit Committee's Report.

Item 3

Proposal: The 2025 employees' profit sharing bonus and directors' compensation report will be released for public review.

Description:

- I. This company's 2025 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\$ 226,465,294 and NT\$ 11,323,263 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 2025 earnings distribution of cash dividends and distribution of cash from capital surplus report is released for public review.

Description:

- I. The Company's 2025 earnings distribution of cash dividends and distribution of cash from capital surplus has been approved by the Board of Directors.
- II. The company's proposed distribution of shareholder dividends in 2025 is cash dividends of NT\$893,731,050, cash dividends of NT\$25 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. In accordance with Article 241 of the Company Act, the Company distributed cash in the amount of NT\$893,731,050 from its capital surplus arising from the issuance of common shares at a premium over par value. The distribution equaled NT\$25 per share. Payments were calculated to the nearest dollar (with amounts below one dollar disregarded), and any fractional amounts were aggregated and recorded as part of the Company's capital surplus.
- IV. 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: The report on the execution of the Company's second domestic issuance of unsecured convertible corporate bonds will be released for public review.

Description: The issuance and conversion of the Company's second domestic unsecured convertible corporate bonds are as follows:

Type of corporate bond	Second unsecured convertible corporate bonds
Date of issuance (processing)	February 5, 2026
Par value	NT\$100,000
Issue price	Issued at 130.03% of par value.
Total value	NT\$3,000,000,000
Interest rate	0% coupon rate
Maturity	3 years, February 5, 2026 to February 5, 2029
Trustee	Mega International Commercial Bank Co., Ltd.
Underwriting agency	KGI Securities Co., Ltd.
Repayment method	The principal will be repaid with a one-time repayment upon maturity.
Terms for redemption or early settlement	In accordance with Article 18 of the Issuance and Conversion Method.
Purpose of capital	Replenishment of operating capital
Financing plans and implementation	Fully completed in the 1 st quarter of 2026.
Conversion status	As of the final share transfer date for the annual shareholders' meeting, the bonds have not been converted.

D. Matters for Ratification

Item 1

Proposed by the Board of Directors

Proposal: The 2025 business report and financial statements are proposed for ratification.

Description:

- I. The company's 2025 business report and consolidated financial statements (including individual financial statements) have been audited by accountants Allen Kao 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 16 to 22 of [Annex 1] and pages 24 to 37 of [Annex 3 and Annex 4] 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 2025 earnings distribution plan is proposed for ratification.

Description:

- I. This company's 2025 dividend distribution proposal was approved at the 17th meeting of this company's 9th 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\$ 893,731,050 will be distributed to the nearest NT\$ (rounded down) with the total fractional amount included in this company's other income. The proposed 2025 Earnings Distribution Chart is as below.
- III. Submission for ratification.

WinWay Technology Co., Ltd
Earnings Distribution Chart
2025

	Unit: NT\$
Undistributed earnings at the beginning of the period	\$ 765,565,586
Add: 2025 after-tax net profit	1,672,872,359
Minus: 10% statutory reserve	<u>(167,287,236)</u>
Distributable amount	2,271,150,709
Distribution items:	
Shareholder dividends - cash dividends (NT\$25 per share)	<u>893,731,050</u>
Undistributed earnings at the end of the period	\$ <u>1,377,419,659</u>

Legal representative:

President:

Accounting Manager:

Mark Wang

Mark Wang

Canon Tsai

Resolution:

E. Matters for Discussion

Item 1

Proposed by the Board of Directors

Proposal: Amendments to the Management Measures for Acquisition or Disposal of Assets of the Company. It is proposed for discussion.

Description: In accordance with the Financial Supervisory Commission's letter No. Jin-Guan-Zheng-Fa-Zi 1140383333 dated July 24, 2025 and the Company's operating conditions, it is proposed to amend the Management Measures for Acquisition or Disposal of Assets of the Company. For the comparison table of relevant amendments, please refer to [Annex 5] on pages 38 to 42 of the Meeting Handbook.

Resolution:

Item 2

Proposed by the Board of Directors

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

Description: In accordance with Tai-Zheng-Zhi-Li No. 1150002970 dated March 5, 2026, it is proposed to amend the Rules of Procedure for Shareholders' Meetings of the Company. For the comparison table of relevant amendments, please refer to [Annex 6] on pages 43 to 45 of the Meeting Handbook.

Resolution:

F. Elections

Proposed by the Board of Directors

Proposal: 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 June 20, 2026. 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 2026.
- II. According to Article 17 of the Articles of Incorporation, 9 directors of the 10 th 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 17, 2026 and ending on June 16, 2029.
- 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	Academic Background Department of Mechanical Engineering, Chung Yuan Christian University Current Position Chairman and President, WinWay Technology Co.,LTD Experience Manager, Manufacturing Department, ASE Test Engineer, Chunghwa Picture Tubes	3,499,559
2	Director	Cliff Liu	Academic Background Master of Electrical Engineering, Rutgers University Experience President, Premier Technology	1,114,962
3	Director	JQ Lee	Academic Background Political Science, National Taiwan University Current Position Director and Executive Vice President, WinWay Technology Co.,LTD Experience Manager, Trust Department, China Development Industrial Bank CFO, AMtek SEMICONDUCTORS Consultant, Industrial Technology Research Institute	1,365,155

4	Director	Jason Chen	<p>Academic Background Electronics, Lunghwa University of Science and Technology</p> <p>Current Position Director and Executive Vice President, WinWay Technology Co.,LTD</p> <p>Experience Sales Director, AzureWave Technologies Chief of Product Engineering, VIA Technologies IC Design Engineer, Syntek Semiconductor</p>	218,053
5	Director	Colley Huang	<p>Education Master of Public Administration, Wonkwang University, South Korea</p> <p>Current position President and Founder, DIGITIMES Inc. (DIGITIMES) Ambassador-at-large, Republic of China Independent Director, Alltek Technology Corp. Director, NTHU Hung Liang Art Museum</p> <p>Experience Director, Market Intelligence Center, Institute for Information Industry (MIC) Professor-level expert at National Chiao Tung University, National Taiwan University, and National Taiwan University of Science and Technology</p>	-
6	Independent Director	Dennis Chang	<p>Academic Background Department of Accounting, Chung Yuan Christian University</p> <p>Current Position Independent Director, WinWay Technology Co.,LTD Lead Accountant ,Chia-Chung Accounting Firm President, Force-MOS Technology Co., Ltd.</p> <p>Experience Senior Manager, Tax Department, Deloitte & Touche</p>	-
7	Independent Director	Ted Lee	<p>Academic Background Business Administration, National Taiwan University</p> <p>Current Position Independent Director, WinWay Technology Co.,LTD Chairman, HLJ Technology Co., Ltd</p> <p>Experience President, AzureWave Technologies Vice President, VIA Technologies Inc.</p>	-

8	Independent Director	Wei-Ning Shen	<p>Education Master of Electrical Engineering, University of Southern California</p> <p>Current position Consultant, MediaTek Inc. Representative of Institutional Director, Chunghwa Precision Test Tech Co., Ltd.</p> <p>Experience Deputy Division Chief, MediaTek Capital Co. Deputy Division Chief, MediaTek Inc.</p>	-
9	Independent Director	Pei-Cheng Chen	<p>Education MBA, George Washington University</p> <p>Current position Chief Strategy Officer, Passive System Alliance Representative of Institutional Director, INPAQ Technology Co., Ltd. Chief Executive Officer and President, INPAQ Technology Co., Ltd.</p>	-

V. Please hold an election.

Election result:

G. Other Proposal

Proposed by the Board of Directors

Proposal: Releasing the newly elected director from the non-competition restrictions.

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, it is proposed to approve the release of the newly elected directors of the Company from non-competition restrictions by shareholders' meeting.

Type	Name	Current Concurrent Positions and Titles	Lifting of non-competition restrictions on business items that are the same or similar to those of the Company
Director	He Wei Investment Co., Ltd. Representative: Mark Wang	Chairman, Hewei Investment Co., Ltd. Chairman, Weicheng Investment Co., Ltd. Representative of Director, WINWAY TECHNOLOGY INTERNATIONAL INC. Representative of Corporate Director, WINWAY INTERNATIONAL CO., LTD	Mechanical Equipment Manufacturing Other Metal Products Manufacturing
Director	Jason Chen	President, Winway Technology (SUZHOU) Ltd.	Electronics Components Manufacturing
Director	Cliff Liu	Supervisor, Liquan Industrial Supervisor, Liqin Investment Supervisor, Liben International	

Director	Colley Huang	Chairperson, DIGITIMES Inc. Ambassador-at-large, Republic of China Chairperson, IC Broadcasting Co., Ltd. Director, Monte Jade Science and Technology Association Director, Innodisk Foundation Director, NTHU Hung Liang Art Museum	Wholesale of Hardware Wholesale of Machinery Wholesale of Computers and Clerical Machinery Equipment
Independent Director	Dennis Chang	Lead Accountant, Chia-Chung Accounting Firm Director, Force-MOS Technology Co., Ltd. Independent Director, YUNG CHI PAINT & VARNISH MFG.CO., LTD. Independent Director, Horng Terng Automation Co., Ltd. Chairman, Honggao Investment Co., Ltd. Chairman, Jinhuang Investment Co., Ltd. Chairman, Jingyun Development Co., Ltd. Chairman, Hongqing Development Co., Ltd.	Wholesale of Computer Software Retail Sale of Hardware Retail Sale of Computer Software Retail Sale of Electronic Materials
Independent Director	Ted Lee	Chairman, HLJ Technology Co., Ltd Independent Director, Posiflex Technology, Inc. Independent Director of ITH Corporation Representative of Corporate Director, Brillify Tech GmbH Chairman, Brillify Communication Inc. Chairman, Qiyi Electronics Director, Ant Digital	International Trade Information Software Services Product Designing
Independent Director	Wei-Ning Shen	Representative of Institutional Director, Chunghwa Precision Test Tech Co., Ltd. Director, ZillTek Technology Corp. Supervisor, AaltoSemi Co., Ltd. Chairperson, MIF Management Limited Director, Chase Sustainability Technology Co., Ltd.	Other Industrial and Commercial Services

Independent Director	Pei-Cheng Chen	<p>Chief Strategy Officer, Passive System Alliance Representative of Institutional Director, INPAQ Technology Co., Ltd. Chief Executive Officer and President, INPAQ Technology Co., Ltd. Director, Inpaq (BVI) Ltd. Director, Inpaq (Cayman Islands) Ltd. Director, INPAQ TECHNOLOGY USA, INC. Director, INPAQ MALAYSIA SDN BHD Director, Inpaq Technology Japan Co., Ltd. Director, INPAQ TECHNOLOGY SINGAPORE PTE., LTD. Director, Inpaq Europe GmbH Director, Kamaya Electric Co., Ltd. Director, Matsuo Electric Co., Ltd.</p>	
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H. Extraordinary Motions

I. Adjournment

J. Annex

Annex 1 Business Report

WinWay Technology Co., Ltd Business Report

I. 2025 Business Report

(I) Business plan implementation results

2025 was an exceptional year for WWT. Driven by strong momentum in AI, HPC, and ASIC, the Company achieved record-high annual revenue of NT\$7.857 billion, representing a significant year-over-year growth of 35.51% compared to 2024 and approaching the NT\$8 billion milestone. Net profit after tax reached NT\$1.673 billion, with earnings per share (EPS) of NT\$46.93, equivalent to nearly five times the Company's paid-in capital. Benefiting from the rapid expansion of AI applications and deepening collaboration with global customers, coupled with accelerated market adoption of new product lines, WWT delivered record-high revenue and profitability for two consecutive years for the first time since its listing. Furthermore, in terms of monthly revenue, the Company recorded monthly revenue exceeding NT\$900 million on two occasions during the year, demonstrating its ability to sustain new shipment volume highs.

According to the Semiconductor Consumables - Burn-in and Test Socket Market Monitor Report published by the Yole Group, the Company ranked third globally in the logic test socket market in 2025. Combined with burn-in sockets, the Company ranked fourth globally in the overall test socket and burn-in socket market.

AI applications have driven demand for AI servers and data centers, prompting CSPs to accelerate investment in large language models. This trend has increased demand for testing solutions featuring larger form factors, advanced packaging, higher power consumption, and high-frequency, high-speed performance. WWT proactively developed a comprehensive portfolio of products for AI and HPC applications. AI and HPC revenue accounted for 50% from 2023 to 2025, and computing-related applications reaching 73% of total revenue, positioning WWT as a high-purity provider of advanced packaging and high-end test interface solutions. The Company delivers comprehensive AI and advanced packaging solutions to customers and serves as a key enabler in the AI industry.

Looking at the first and second halves of the year, AI and HPC led growth in the first, with demand for AI servers and GPU-related applications driving shipments of high-frequency, high-speed coaxial sockets. At the same time, the Company actively expanded into the vertical probe card (VPC)

product line, with results materializing progressively throughout 2025 and achieving a double-digit revenue contribution in the first half. The Company delivered its strongest performance since listing in the first half, with record-high gross margin, operating margin, and earnings per share (EPS). In the second half of the year, certain months were affected by product combinations. However, driven by shipments supporting AI, HPC, and ASIC applications, capacity for high-end, high-frequency, and high-speed product lines remained fully utilized. In particular, the contribution from the MEMS probe card product line continued to expand, accounting for 20% of vertical probe card revenue in the second half. This highlighted WWT's capability to scale out its semiconductor test interface technologies, as well as the supply capacity and global market visibility of its MEMS probe cards.

Looking ahead to 2026, WWT will continue to invest in the development of test interface solutions for advanced packaging and high-end testing, while strengthening its foundation in forward-looking technologies through ongoing R&D efforts. In response to evolving market demand, the Company will also expand its corresponding product lines. Beyond maintaining its leading market share, WWT aims to become the world's largest supplier of logic test sockets.

(II) Analysis of financial gains and losses and profitability

Unit: Thousand NT\$

Item		Year	2025	2024
Financial Performance	Operating revenue		7,857,179	5,798,096
	Gross profit		3,556,473	2,533,535
	Net operating profit		2,069,595	1,368,143
	Net profit after tax		1,672,872	1,185,837
Profitability	Return on assets		20.16%	19.23%
	Return on equity		27.92%	26.27%
	Net profit margin		21.29%	20.45%
	Earnings Per Share (NT\$)		46.93	34.31

(III) R&D Overview

As global technology applications continued to advance, the semiconductor industry remained a key cornerstone for the development of the digital economy and smart applications in 2025. Taiwan possesses a comprehensive industrial ecosystem across advanced manufacturing, wafer materials, IC design, and packaging technologies, which provides strong global competitiveness over the long term. The rapid expansion of applications such as AI, high-speed communications, high-performance computing, and automotive electronics is driving chips toward higher speeds, greater integration, and increased power density, further elevating the demand for testing precision and thermal management performance.

In response to high power consumption and complex application environments, higher standards have been set for contact stability, signal integrity, and heat dissipation control in the semiconductor testing stage. WWT is focused on test interfaces and key component technologies, covering core products such as probe cards, precision spring probes, and thermal control modules. The Company continues to strengthen its thermal design and system integration capabilities to support high-power testing. At the same time, the Company is actively expanding into emerging applications such as third-generation semiconductors, optoelectronics, and extreme environment testing. Through highly customized solutions, it helps customers improve testing efficiency and product reliability to steadily meet the challenges brought about by the continuous evolution of the semiconductor industry.

WWT's 2025 R&D results include:

- (I) Developed the HyperSocket™ specialized needle, which reduces probe actuation stress, thereby extending product lifespan and achieving more stable product performance.
- (II) Established the self-manufacturing capacity for HyperSocket™ to reduce product costs and enhance product competitiveness.
- (III) Developed the in-house long-stroke CRS-P architecture to overcome the planarity problem of large-size wafers and improve the cost-effectiveness of the Company's products to meet customer needs and increase customer orders.
- (IV) Completed the in-house development of the CRS magnetic forming machine, integrating high-precision magnetic field control, real-time monitoring and feedback of forming parameters, and equipment communication technologies. Meanwhile, a dedicated MES system for the CRS process was established to enable centralized management of process parameters and full traceability. These achievements effectively built a stable and controllable magnetic forming process platform, significantly improving forming consistency and process stability.

- (V) Successfully developed the CRS-GX structure and introduced the Co-Grounding architecture, significantly improving the stability of high-frequency signal return and test consistency and effectively enhancing data reliability. These efforts establish key technologies that can be extended to high-speed testing of advanced packages, forming a clear structural differentiation advantage.
- (VI) Following the launch of the Open-Short Test Loadbox, the Company resolved the warpage issues associated with large-package DUTs that could not be addressed by traditional electrode plate designs. At the same time, the introduction of HyperSocket™ eliminated pad wear, successfully supporting customer order introduction and enhancing product competitiveness and time-to-market.
- (VII) Optimized the HyperSocket™ design and developed a liquid cooling system to effectively improve the testing stability of high-power (3000W and above) ICs. At the same time, the Company completed the deployment of dual water cooling and air cooling solutions, providing customers with diversified thermal management options and strengthening its competitive advantage in high-end testing applications.
- (VIII) Advanced the application of the HEATCon series Thermal Head into ATE and SLT testing domains, successfully increasing heat dissipation performance to 3000W @ Tc 100°C, and establishing key module capabilities for next-generation high-power testing.
- (IX) Successfully developed the EVAC Heatsink, integrating VC and 3D VC architectures to significantly enhance overall thermal performance to 550W @ Tc 70°C. The development differentiated the product from competitors and secured customer orders, marking the Company's official entry into the data center and AI server testing domain, and laying a solid foundation for long-term deployment in high-power ICs.
- (X) Completed the development of 355 nm UV laser technology, overcoming the limitations of CNC machines in processing ultra-thin and highly flexible materials. The advancement successfully resolved issues of material tearing and deformation, closed gaps in the Company's mass production processes, and strengthened its in-house manufacturing capabilities for specialized materials.
- (XI) In response to increasing product complexity and more stringent testing requirements, the Company successfully introduced MEMS probes into mass production testing at the front-end CP

stage. It has met conditions such as high pin count, high current tolerance, and low contact force, enabling testing solutions aligned with advanced packaging CoWoS processes. The Company has successfully completed engineering validation for customers and has commenced mass production and volume testing to support AI, server, and automotive end applications. As advanced process technologies continue to evolve, demand for fine pitch, hybrid, and high-speed performance will continue to grow. The Company has initiated development of probe designs tailored to diverse requirements, including mixed probe configurations, and is collaborating with customers on turnkey solutions to meet various high-speed (SI/PI) requirements. This enables the Company to deliver comprehensive CP probe card solutions to address a wide range of customer testing needs.

II. 2026 Business Plan

(I) Operating policy

WWT has become the world's largest supplier of logic test sockets. However, its pace of continuous growth has not slowed. In order to pursue medium and long-term growth, WWT regards the vertical probe card product line as a top priority and expected it to be the main growth driver in 2025. On the one hand, the Company is expanding its own production capacity, and on the other hand, forming alliances to find stable and reliable partner suppliers. In the first half of last year, WWT expanded production lines at its Hsinchu facility and actively recruited new talent. At the same time, the Company initiated collaborations with key suppliers. This included signing a memorandum of understanding with Yokowo of Japan to establish a strategic alliance in front-end wafer testing and back-end IC testing, further strengthening industry linkages and jointly expanding market opportunities. In addition, WWT entered into a long-term three-way supply agreement of at least five years with leading global probe card manufacturers Technoprobe S.P.A. and MS SUN Technology Company for the procurement of MEMS probe card-related products.

Under a dual-track strategy combining internal and external efforts, the Company has delivered strong results. The probe card product line not only achieved its target of a double-digit revenue contribution, but also grew significantly from a single-digit share in 2024 to 32%. In addition, the Company successfully entered the MEMS probe card market, with shipment volumes continuing to reach new highs.

While pursuing the growth of new product lines, WWT continues to build a one-stop shop for high-end test sockets (Socket-All-in-House). In terms of in-house probe production capacity, the in-house probe production volume at the end of last year has exceeded the original target of 3.5 million units, and the target for 2026 is to increase the monthly production capacity to 6 million probes.

To meet the demand for large-package chips driven by high-performance AI computing and training requirements, WWT's next-generation superconducting test socket, HyperSocket™, continues to receive validation from key customers. Its unique contact protection design (Ball Chop Free) significantly enhances testing stability, while enabling precise impedance matching and effectively reducing crosstalk, as well as substantially improving current carrying capability.

In addition to HyperSocket™, the related product lines continue to evolve, including the advanced HyperSocket™-DF, which is the only high-end test socket architecture on the market designed specifically for ultra-large packages. It adopts an innovative zero preload force design, which can further improve overall test interface performance.

The Liquid Socket, which integrates WWT's self-developed cooling technology, represents a market-leading and innovative testing solution designed for advanced applications requiring large packaging, high power, high frequency, and high speed.

Meanwhile, to meet the strong demand from AI application and data center customers, the Company launched the HPC-AI Server Rack Level Testing Solutions.

WWT has established a leading technological position in semiconductor test interface solutions. However, as next-generation advanced packaging testing continues to evolve rapidly, new challenges are constantly emerging in both electrical requirements and physical structures. To ensure continued advancement into high-end applications, the Company has established a dedicated RD-line to invest in advanced materials and support small-batch pilot production for new projects, enabling it to respond effectively to rapidly evolving market demands.

(II) Important production and sales policies

1. Expand in-house technological capacity.
2. Continue to develop new products with a focus on advanced packaging and high-level testing applications.
3. Work closely with customers and collaborate with major global chip manufacturers in the early stages of development for cutting-edge technologies.
4. Provide immediate, localized services to customers worldwide with advanced production capacities based in Taiwan.

III. Future Development Strategy

WWT continues to invest in the R&D and product development of advanced chip test interfaces, offering a comprehensive portfolio of lateral interface solutions, including wafer sort, final test (FT), high-frequency high-speed system-level test (SLT), functional burn-in, and co-packaged optics test solution. These solutions are designed to seize emerging opportunities in AI servers, high-speed computing, infrastructure, sovereign AI, and edge computing. WWT is poised for growth in 2026 with the AI and HPC boom.

IV. Impact of Competitive, Regulatory, and Operating Environments

With decades of experience and the collective efforts of all employees, WWT has become the world's leading supplier of logic test sockets. Despite this achievement, the Company continues to move forward at the same pace in close collaboration with its customers, providing timely, localized technical support and services.

To sustain its competitive advantage, in addition to engaging external technical experts and advancing precision materials, the Company has established a dedicated RD-line to invest in advanced materials and support small-batch pilot production for new projects, enabling it to meet rapidly evolving market demands.

In terms of talent cultivation, WWT continues to invest in talent cultivation and technological R&D innovation. The Company implements industry-academia cooperation with the College of Semiconductor and Advanced Technology Research, NSYSU, every year. At the same time, WWT attaches importance to corporate governance. The Company established a Sustainability Promotion Task Force and voluntarily published a Sustainability Report to transparently disclose its sustainability efforts to shareholders, employees, customers, and stakeholders. The report highlights initiatives such as enhancing transparency in corporate governance, optimizing the governance structure, and maintaining the efficient operation of the Board of Directors.

In 2026, industry demand remains concentrated in strong AI-driven growth, while consumer demand and the broader macroeconomic environment stay relatively weak. Global conditions continue to be uncertain. Benefiting from the rapid expansion of AI, Taiwan's semiconductor, ICT, and electronic components sectors continue to experience tight market conditions and sustained demand. Focusing on the manufacturing and integration of high-end test interface solutions, WWT is well positioned to sustain growth, maintain profitability, and provide customized, high-quality technical support and services, thereby delivering long-term returns on investment for shareholders.

Legal representative:
Mark Wang

President:
Mark Wang

Accounting Manager:
Canon Tsai

Annex 2 Audit Committee's Report

WinWay Technology Co., Ltd Audit Committee's Report

The 2025 business report, financial statements, and surplus distribution proposals sent by the Board of Directors includes financial statements that have been audited by accountants Allen Kao 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
2026 Annual Shareholders' Meeting of WinWay Technology Co., Ltd.

Audit Committee convener: Hsiu Yi Hung

February 25, 2026



安侯建業聯合會計師事務所

KPMG

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4

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 sheet as of December 31, 2025 and 2024, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the 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(w) “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, 2025 and 2024, 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 Yu-Lun, Kao and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 25, 2026

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' audit 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' audit report and consolidated financial statements, the Chinese version shall prevail.

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

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2025		December 31, 2024		December 31, 2025		December 31, 2024	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets:								
Cash and cash equivalents (note 6(a))	\$ 2,593,851	29	1,123,987	15	272,454	3	186,091	2
Current financial assets at fair value through profit or loss (notes 6(b)(m))	-	-	157	-	1,098,762	12	761,551	10
Financial assets measured at amortized cost (note 6(d))	79,700	1	1,093,700	14	849,744	9	610,465	8
Notes receivable, net (notes 6(e)(w))	5,768	-	44,790	1	28,159	-	17,112	-
Accounts receivable, net (notes 6(e)(w))	2,145,009	24	1,790,192	24	14,341	-	15,873	-
Other receivables (note 6(f))	1,081	-	2,159	-	260,753	3	189,441	2
Current tax assets	36	-	9,423	-	-	-	701	-
Inventories, net (note 6(g))	842,481	9	757,454	10	-	-	31,143	-
Other current assets (note 6(l))	758,420	8	223,568	3	2,524,213	27	1,812,377	22
Total current assets	6,426,346	71	5,045,430	67	-	-	146,971	2
Non-current assets:								
Total non-current financial assets at fair value through other comprehensive income (notes 6(e))	4,985	-	-	-	1,629	-	6,898	1
Property, plant and equipment (notes 6(h))	2,206,048	24	2,256,431	30	68,782	1	66,634	1
Right-of-use assets (note 6(i))	118,333	1	119,848	2	4,273	-	7,025	-
Intangible assets (note 6(j))	51,142	1	37,528	-	-	-	200	1
Deferred tax assets (note 6(s))	98,530	1	75,353	1	74,684	1	227,728	5
Refundable deposits	5,383	-	5,012	-	2,598,897	28	2,040,105	27
Other non-current financial assets (notes 6(k) and 8)	-	-	1,533	-	360,416	4	358,238	5
Other non-current assets (note 6(l))	133,439	2	38,874	-	3,343,862	37	3,105,988	41
Total non-current assets	2,617,860	29	2,534,579	33	2,935,423	33	2,152,597	28
Total assets	\$ 9,044,206	100	7,580,009	100	(194,392)	(2)	(76,919)	(1)
					6,445,309	72	5,539,904	73
					\$ 9,044,206	100	7,580,009	100
Liabilities and Equity								
Current liabilities:								
Current contract liabilities (note 6(w))								
Accounts payable								
Other payables (note 6(r)(x))								
Current provisions (note 6(o))								
Current lease liabilities (note 6(p))								
Current tax liabilities								
Current deferred revenue (notes 6(m)(q))								
Long-term liabilities, current portion (notes 6(n))								
Total current liabilities								
Non-Current liabilities:								
Long-term borrowings (notes 6(m))								
Deferred tax liabilities (note 6(s))								
Non-current lease liabilities (note 6(p))								
Long-term deferred revenue (notes 6(m)(q))								
Guarantee deposits								
Total non-current liabilities								
Total liabilities								
Equity attributable to owners of parent (notes 6(n)(o)(u)):								
Capital stock								
Capital surplus								
Retained earnings								
Other equity								
Total equity								
Total liabilities and equity								

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

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Comprehensive Income

For the years ended December 31, 2025 and 2024

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

	2025		2024	
	Amount	%	Amount	%
Operating revenue (notes 6(v) and 14)	\$ 7,857,179	100	5,798,096	100
Operating costs (notes 6(g)(j)(o)(p)(r)(u)(x) and 12)	4,300,706	55	3,264,561	56
Gross profit	3,556,473	45	2,533,535	44
Operating expenses (notes 6(e)(j)(p)(r)(u)(x), 7 and 12):				
Selling expenses	589,976	8	463,912	8
Administrative expenses	486,215	6	371,616	6
Research and development expenses	416,122	5	347,159	6
Expected credit impairment gains and losses	(5,435)	-	(17,295)	-
Total operating expenses	1,486,878	19	1,165,392	20
Net operating income	2,069,595	26	1,368,143	24
Non-operating income and expenses (notes 6(n)(p)(q)(y)):				
Interest income	47,761	1	23,092	-
Other gains and losses	(52,232)	(1)	57,873	1
Finance costs	(3,916)	-	(14,526)	-
Total non-operating income and expenses	(8,387)	-	66,439	1
Profit before income tax	2,061,208	26	1,434,582	25
Income tax expenses(note 6(s))	388,336	5	248,745	4
Profit	1,672,872	21	1,185,837	21
Other comprehensive income (note (s)(t)):				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	30	-	-	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	30	-	-	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of foreign financial statements	3,662	-	10,664	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	3,662	-	10,664	-
Other comprehensive income	3,692	-	10,664	-
Comprehensive income	\$ 1,676,564	21	1,196,501	21
Earnings per share (note 6(v)):				
Basic earnings per share (in New Taiwan Dollars)	\$ 46.93		34.31	
Diluted earnings per share (in New Taiwan Dollars)	\$ 46.54		33.61	

See accompanying notes to financial statements.

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

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES**Consolidated Statement of Changes in Equity****For the years ended December 31, 2025 and 2024**
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent									
	Retained earnings					Other equity				
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unearned stock-based employee compensation	Total equity
Balance at January 1, 2024	\$ 347,726	1,989,414	331,985	5,058	1,007,695	1,344,738	(10,042)	-	(182,402)	3,489,434
Profit	-	-	-	-	1,185,837	1,185,837	-	-	-	1,185,837
Other comprehensive income	-	-	-	-	-	-	10,664	-	-	10,664
Total comprehensive income	-	-	-	-	1,185,837	1,185,837	10,664	-	-	1,196,501
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	46,404	-	(46,404)	-	-	-	-	-
Special reserve appropriated	-	-	-	4,984	(4,984)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(377,978)	(377,978)	-	-	-	(377,978)
Restricted Stock Awards compensation write-down	(520)	520	-	-	-	-	-	-	-	-
Restricted Stock Awards compensation cost	-	(11,395)	-	-	-	-	-	-	104,861	93,466
Issuance of convertible bonds	-	219,337	-	-	-	-	-	-	-	219,337
conversion of convertible bonds	11,032	908,112	-	-	-	-	-	-	-	919,144
Balance at December 31, 2024	\$ 358,238	3,105,988	378,389	10,042	1,764,166	2,152,597	622	-	(77,541)	5,539,904
Profit	-	-	-	-	1,672,872	1,672,872	-	-	-	1,672,872
Other comprehensive income	-	-	-	-	-	-	3,662	30	-	3,692
Total comprehensive income	-	-	-	-	1,672,872	1,672,872	3,662	30	-	1,676,564
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	118,584	-	(118,584)	-	-	-	-	-
Reversal of special reserve	-	-	-	(10,029)	10,029	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(890,046)	(890,046)	-	-	-	(890,046)
Restricted Stock Awards	2,000	225,000	-	-	-	-	-	-	(227,000)	-
Restricted Stock Awards compensation write-down	(187)	187	-	-	-	-	-	-	-	-
Restricted Stock Awards compensation cost	-	(17,438)	-	-	-	-	-	-	105,835	88,397
Conversion of convertible bonds	365	30,125	-	-	-	-	-	-	-	30,490
Balance at December 31, 2025	\$ 360,416	3,343,862	496,973	13	2,438,437	2,935,423	4,284	30	(198,706)	6,445,309

See accompanying notes to financial statements.

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

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
Cash flows from(used in) operating activities:		
Profit before tax	\$ 2,061,208	1,434,582
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	245,388	222,496
Amortization expenses	12,687	14,248
Expected credit impairment gains	(5,435)	(17,295)
Losses on financial assets at fair value through profit or loss	157	1,930
Gain on disposal of financial assets at fair value through profit or loss	-	(437)
Interest expenses	3,916	14,526
Interest income	(47,761)	(23,092)
Share-based payment transactions	88,397	93,466
Gains on disposal of property, plant and equipment	(1,938)	(141)
Unrealized foreign exchange gain	(11,557)	(9,906)
Lease modification gains	(2)	-
Total adjustments to reconcile profit	<u>283,852</u>	<u>295,795</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in notes receivable	37,784	(43,013)
Increase in accounts receivable	(334,397)	(895,334)
Decrease (increase) in other receivable	750	(746)
Increase in inventories	(83,875)	(176,846)
Increase in other current assets	(534,859)	(193,807)
Changes in operating liabilities:		
Increase in accounts payable	336,684	331,003
Increase in other payables	231,355	340,034
Increase in current provisions	11,047	10,262
Increase in other financial liabilities	86,357	89,538
Decrease in long-term deferred revenue	(424)	(423)
Total adjustments	<u>34,274</u>	<u>(243,537)</u>
Cash inflow generated from operations	2,095,482	1,191,045
Interest received	48,089	22,259
Interest paid	(3,955)	(5,545)
Income taxes paid	(336,838)	(158,798)
Net cash flows from operating activities	<u>1,802,778</u>	<u>1,048,961</u>
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(4,955)	-
Decrease (increase) in financial assets at amortized cost	1,014,000	(914,000)
Acquisition of financial assets at fair value through profit or loss	-	(20,000)
Proceeds from disposal of financial assets at fair value through profit or loss	-	100,437
Acquisition of property, plant and equipment	(104,098)	(188,000)
Proceeds from disposal of property, plant and equipment	2,897	257
(Increase) decrease in refundable deposits	(375)	336
Acquisition of intangible assets	(10,934)	(2,983)
Decrease in other financial assets	1,533	50,219
Increase in prepayments for equipment	(175,886)	(110,726)
Net cash flows from (used in) investing activities	<u>722,182</u>	<u>(1,084,460)</u>
Cash flows from (used in) financing activities:		
Proceeds from issuing bonds	-	1,158,689
Repayments of bonds	(700)	-
Proceeds from long-term borrowings	10,000	150,000
Repayments of long-term borrowings	(160,000)	(400,000)
(Decrease) increase in guarantee deposits	(200)	200
Payments of lease liabilities	(16,509)	(14,842)
Cash dividends paid	(890,046)	(377,978)
Net cash flows (used in) from financing activities	<u>(1,057,455)</u>	<u>516,069</u>
Effect of exchange rate changes on cash and cash equivalents	<u>2,359</u>	<u>3,950</u>
Net increase (decrease) in cash and cash equivalents	1,469,864	484,520
Cash and cash equivalents at the beginning of period	1,123,987	639,467
Cash and cash equivalents at the end of period	<u>\$ 2,593,851</u>	<u>1,123,987</u>

See accompanying notes to financial statements.



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 comprise the balance sheet as of December 31, 2025 and 2024, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, 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 and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company 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 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(x) "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 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 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 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 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 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 the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 Yu-Lun, Kao and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 25, 2026

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 parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying parent company only 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 parent company only 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, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2025		December 31, 2024		December 31, 2025		December 31, 2024	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets:								
Cash and cash equivalents (note 6(a))	\$ 2,319,594	26	955,215	13	\$ 272,290	3	186,091	2
Current financial assets at fair value through profit or loss (notes 6(b)(n))	-	-	157	-	1,058,245	12	732,497	10
Financial assets measured at amortized cost (note 6(d))	79,700	1	1,093,700	14	21,735	-	7,705	-
Accounts receivable, net (notes 6(e)(x))	1,394,930	15	1,414,180	19	784,036	9	575,994	8
Accounts receivable due from related parties, net (notes 6(e)(x) and 7)	670,814	8	383,759	5	11,563	-	4,876	-
Other receivables (note 6(f))	1,081	-	2,159	-	28,159	-	17,112	-
Other receivables due from related parties, net (notes 6(f) and 7)	-	-	12,286	-	7,628	-	7,650	-
Inventories, net (note 6(g))	787,293	9	720,483	10	248,275	3	189,441	3
Other current assets (note 6(m))	750,934	8	216,804	3	-	-	701	-
Total current assets	6,004,346	67	4,798,743	64	2,431,931	27	1,753,210	23
Non-current assets:								
Total non-current financial assets at fair value through other comprehensive income (notes 6(c))	4,985	-	-	-	-	-	31,143	-
Investments accounted for using equity method, net (notes 6(h))	421,771	5	304,744	4	-	-	146,971	2
Property, plant and equipment (notes 6(i) and 7)	2,124,891	24	2,150,395	29	1,629	-	6,898	-
Right-of-use assets (note 6(j))	98,863	1	91,938	1	55,442	1	46,661	1
Intangible assets (note 6(k))	50,581	1	36,882	-	4,273	-	7,025	-
Deferred tax assets (note 6(t))	98,530	1	75,353	1	-	-	200	-
Refundable deposits	2,850	-	2,407	-	61,344	1	207,755	3
Other non-current financial assets (notes 6(l) and 8)	-	-	1,533	-	2,493,275	28	1,960,965	26
Other non-current assets (note 6(m))	131,767	1	38,874	1	-	-	-	-
Total non-current assets	2,934,238	33	2,702,126	36	360,416	4	358,238	5
Total assets	\$ 8,938,584	100	7,500,869	100	\$ 8,938,584	100	7,500,869	100
Liabilities and Equity								
Current liabilities:								
Current contract liabilities (note 6(x))								
Accounts payable								
Accounts payable to related parties (note 7)								
Other payables (note 6(s)(y))								
Other payables to related parties (note 7)								
Current provisions (note 6(p))								
Current lease liabilities (note 6(q))								
Current tax liabilities								
Advance real estate receipts (notes 6(n)(r))								
Long-term liabilities, current portion (notes 6(o))								
Total current liabilities	2,431,931	27	1,753,210	23	2,431,931	27	1,753,210	23
Non-current liabilities:								
Long-term borrowings (notes 6(n))								
Deferred tax liabilities (note 6(t))								
Non-current lease liabilities (note 6(q))								
Long-term deferred revenue (notes 6(n)(r))								
Guarantee deposits								
Total non-current liabilities	-	-	-	-	-	-	200	-
Total liabilities	2,431,931	27	1,753,210	23	2,431,931	27	1,753,210	23
Equity attributable to owners of parent (notes 6(o)(u)(v)):								
Capital stock								
Capital surplus								
Retained earnings								
Other equity								
Total equity	6,445,309	72	5,539,904	74	6,445,309	72	5,539,904	74
Total liabilities and equity	\$ 8,938,584	100	7,500,869	100	\$ 8,938,584	100	7,500,869	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, 2025 and 2024****(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Share)**

	2025		2024	
	Amount	%	Amount	%
Operating revenue (notes 6(x) and 7)	\$ 7,455,499	100	5,480,486	100
Operating costs (notes 6(g)(k)(p)(q)(s)(v)(y), 7 and 12)	4,114,324	55	3,095,824	56
Gross profit	<u>3,341,175</u>	<u>45</u>	<u>2,384,662</u>	<u>44</u>
Less: Unrealized profit (loss) from sales	27,832	-	20,337	-
Add: Realized profit (loss) from sales	<u>20,337</u>	<u>-</u>	<u>27,577</u>	<u>1</u>
Gross profit	<u>3,333,680</u>	<u>45</u>	<u>2,391,902</u>	<u>45</u>
Operating expenses (notes 6(e)(k)(q)(s)(v)(y), 7 and 12):				
Selling expenses	528,970	7	409,142	7
General and administrative expenses	451,084	6	340,772	6
Research and development expenses	415,581	6	346,642	6
Expected credit impairment gain	-	-	(17,120)	-
Total operating expenses	<u>1,395,635</u>	<u>19</u>	<u>1,079,436</u>	<u>19</u>
Net operating income	<u>1,938,045</u>	<u>26</u>	<u>1,312,466</u>	<u>26</u>
Non-operating income and expenses (notes 6(o)(q)(r)(z)):				
Interest income	46,105	1	21,539	-
Other gains and losses	(71,357)	(1)	77,316	1
Share of profit of subsidiaries accounted for using equity method	120,815	2	36,918	1
Finance costs	<u>(3,477)</u>	<u>-</u>	<u>(14,097)</u>	<u>-</u>
Total non-operating income and expenses	<u>92,086</u>	<u>2</u>	<u>121,676</u>	<u>2</u>
Profit before income tax	2,030,131	28	1,434,142	28
Income tax expenses (note 6(t))	<u>357,259</u>	<u>5</u>	<u>248,305</u>	<u>5</u>
Profit	<u>1,672,872</u>	<u>23</u>	<u>1,185,837</u>	<u>23</u>
Other comprehensive income (note 6(t)(u)):				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	30	-	-	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>30</u>	<u>-</u>	<u>-</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	3,662	-	10,664	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>3,662</u>	<u>-</u>	<u>10,664</u>	<u>-</u>
Other comprehensive income	<u>3,692</u>	<u>-</u>	<u>10,664</u>	<u>-</u>
Comprehensive income	<u>\$ 1,676,564</u>	<u>23</u>	<u>1,196,501</u>	<u>23</u>
Earnings per share (note 6(w)):				
Basic earnings per share (in New Taiwan Dollars)	<u>\$ 46.93</u>		<u>34.31</u>	
Diluted earnings per share (in New Taiwan Dollars)	<u>\$ 46.54</u>		<u>33.61</u>	

See accompanying notes to financial statements.

(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, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Total other equity interest				
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unearned stock-based employee compensation	Total equity
Balance at January 1, 2024	347,726	1,989,414	331,985	5,058	1,007,695	1,344,738	(10,042)	-	-	3,489,434
Profit	-	-	-	-	1,185,837	1,185,837	-	-	-	1,185,837
Other comprehensive income	-	-	-	-	-	-	10,664	-	-	10,664
Total comprehensive income	-	-	-	-	-	-	10,664	-	-	10,664
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	46,404	-	(46,404)	-	-	-	-	-
Special reserve appropriated	-	-	-	4,984	(4,984)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(377,978)	(377,978)	-	-	-	(377,978)
Restricted Stock Awards compensation write-down	(520)	520	-	-	-	-	-	-	-	-
Restricted Stock Awards compensation cost	-	(11,395)	-	-	-	-	-	-	104,861	93,466
Issuance of convertible bonds	-	219,337	-	-	-	-	-	-	-	219,337
Conversion of convertible bonds	11,032	908,112	-	-	-	-	-	-	-	919,144
Balance at December 31, 2024	358,238	3,105,988	378,389	10,042	1,764,166	2,152,597	622	-	(77,541)	5,539,904
Profit	-	-	-	-	1,672,872	1,672,872	-	-	-	1,672,872
Other comprehensive income	-	-	-	-	-	-	3,662	30	-	3,692
Total comprehensive income	-	-	-	-	-	-	3,662	30	-	3,692
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	118,584	-	(118,584)	-	-	-	-	-
Reversal of special reserve	-	-	-	(10,029)	10,029	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(890,046)	(890,046)	-	-	-	(890,046)
Restricted stock Awards	2,000	225,000	-	-	-	-	-	-	-	-
Restricted stock Awards compensation write-down	(187)	187	-	-	-	-	-	-	(227,000)	-
Restricted stock Awards compensation cost	-	(17,438)	-	-	-	-	-	-	-	88,397
Conversion of convertible bonds	365	30,125	-	-	-	-	-	-	-	30,490
Balance at December 31, 2025	360,416	3,343,862	496,973	13	2,438,437	2,935,423	4,284	30	(198,706)	6,445,309

See accompanying notes to financial statements.

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

WINWAY TECHNOLOGY CO., LTD.

Statement of Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 2,030,131	1,434,142
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	219,889	193,545
Amortization expenses	12,602	14,085
Expected credit impairment gains	-	(17,120)
Losses on financial assets at fair value through profit or loss	157	1,930
Gain on disposal of financial assets at fair value through profit or loss	-	(437)
Interest expenses	3,477	14,097
Interest income	(46,105)	(21,539)
Share-based payment transactions	88,397	93,466
Share of profit of subsidiaries accounted for using equity method	(120,815)	(36,918)
Gains on disposal of property, plant and equipment	(2,331)	(224)
Unrealized (realized) profit from sales	7,495	(7,240)
Lease modification gains	(2)	-
Total adjustments to reconcile profit	<u>162,764</u>	<u>233,645</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in accounts receivable	19,250	(844,347)
Increase in accounts receivable due from related parties	(287,055)	(109,489)
Decrease (increase) in other receivables	750	(746)
Decrease in other receivable due from related parties	12,286	2,244
Increase in inventories	(66,810)	(196,641)
Increase in other current assets	(534,130)	(193,736)
Total changes in operating assets	<u>(855,709)</u>	<u>(1,342,715)</u>
Changes in operating liabilities:		
Increase in accounts payable	325,748	320,169
Increase in accounts payable to related parties	14,030	7,546
Increase in other payables	200,109	324,014
Increase in other payable to related parties	6,687	736
Increase in current provisions	11,047	10,262
Increase in current contract liabilities	86,199	89,538
Decrease in long-term deferred revenue	(424)	(423)
Total changes in operating liabilities	<u>643,396</u>	<u>751,842</u>
Total changes in operating assets and liabilities	<u>(212,313)</u>	<u>(590,873)</u>
Total adjustments	<u>(49,549)</u>	<u>(357,228)</u>
Cash inflow generated from operations	1,980,582	1,076,914
Interest received	46,433	20,706
Interest paid	(3,516)	(5,116)
Income taxes paid	(326,871)	(150,367)
Net cash flows from operating activities	<u>1,696,628</u>	<u>942,137</u>
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through profit or loss	-	(20,000)
Proceeds from disposal of financial assets at fair value through profit or loss	-	100,437
Acquisition of financial assets at fair value through other comprehensive income	(4,955)	-
Decrease (increase) in financial assets at amortized cost	1,014,000	(914,000)
Acquisition of property, plant and equipment	(109,965)	(179,935)
Proceeds from disposal of property, plant and equipment	2,286	1,275
Decrease (increase) in refundable deposits	(443)	519
Acquisition of intangible assets	(10,934)	(2,983)
Decrease in other financial assets	1,533	50,219
Increase in prepayments for equipment	(174,274)	(110,726)
Net cash flows from (used in) investing activities	<u>717,248</u>	<u>(1,075,194)</u>
Cash flows from (used in) financing activities:		
Proceeds from issuing bonds	-	1,158,689
Repayments of bonds	(700)	-
Proceeds from long-term borrowings	10,000	150,000
Repayments of long-term borrowings	(160,000)	(400,000)
(Decrease) increase in guarantee deposits	(200)	200
Payments of lease liabilities	(8,551)	(7,265)
Cash dividends paid	(890,046)	(377,978)
Net cash flows (used in) from financing activities	<u>(1,049,497)</u>	<u>523,646</u>
Net increase in cash and cash equivalents	1,364,379	390,589
Cash and cash equivalents at the beginning of period	955,215	564,626
Cash and cash equivalents at the end of period	<u>\$ 2,319,594</u>	<u>955,215</u>

See accompanying notes to financial statements.

Annex 5 Table of Comparison of the Management Measures for the Acquisition or Disposal of Assets before and after revision

Table of Comparison of the Management Measures for the Acquisition or Disposal of Assets before and after revision

Revised Articles	Current Articles	Explanation
<p>Article 7 Procedures for Acquisition or Disposal of Real Property, Equipment or Right-of-use Assets Thereof</p> <p>I. Appraisal and Operating Procedures: Acquisition or disposal of real property, equipment or right-of-use assets thereof by the Company shall follow the “real estate, factories and equipment cycle” under the Company’s internal control system.</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts:</p> <p>1. Acquisition or disposal of real property or right-of-use assets thereof shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price. An analysis report shall be prepared and submitted to the President and Chairperson of the Board. The authorized allowance shall be handled according to the Company’s approved authority level. Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</p> <p>2. Acquisition or disposal of equipment or right-of-use assets thereof shall be conducted by way of one of the following methods: Price inquiry, price competition, price negotiation or bidding. The authorized allowance</p>	<p>Article 7 Procedures for Acquisition or Disposal of Real Property, Equipment or Right-of-use Assets Thereof</p> <p>I. Appraisal and Operating Procedures: Acquisition or disposal of real property, equipment or right-of-use assets thereof by the Company shall follow the “real estate, factories and equipment cycle” under the Company’s internal control system.</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts:</p> <p>1. Acquisition or disposal of real property or right-of-use assets thereof shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price. An analysis report shall be prepared and submitted to the President and Chairperson of the Board. The authorized allowance shall be handled according to the Company’s approved authority level. Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</p> <p>2. Acquisition or disposal of equipment or right-of-use assets thereof shall be conducted by way of one of the following methods: Price inquiry, price competition, price negotiation or bidding. The authorized allowance</p>	<p>Amendments to the articles were made to meet the Company’s operational needs.</p>

Revised Articles	Current Articles	Explanation
<p>shall be handled according to the Company’s approved authority level. Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</p> <p><u>However, for the acquisition or disposal of equipment for business use where the counterparty is not a related party, the threshold for each transaction amount as stated above is increased to NT\$300 million.</u></p> <p><u>When entering into a sales contract with a counterparty, if it is necessary to accommodate business needs and expedite the process, the contract must be approved by Chairperson before signing, and then submitted to the Board of Directors for ratification after the fact.</u></p>	<p>shall be handled according to the Company’s approved authority level. Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</p>	
<p>Article 15 Information Disclosure Procedure</p> <p>I. The reporting items and reporting standards shall be announced.</p> <p>1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more. This excludes trading of government bonds, bond repurchases/resales, and subscription or redemption of domestic money market funds.</p> <p>2. Engaging in a merger, demerger, acquisition or transfer of shares.</p>	<p>Article 16 Information Disclosure Procedure</p> <p>I. The reporting items and reporting standards shall be announced.</p> <p>1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more. This excludes trading of government bonds, bond repurchases/resales, and subscription or redemption of domestic money market funds.</p> <p>2. Engaging in a merger, demerger, acquisition or transfer of shares.</p>	<p>Amendments made in compliance with laws</p>

Revised Articles	Current Articles	Explanation
<p>3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>4. Where the equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>(1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>(2) For a public company whose paid-in capital reaches NT\$10 billion, <u>but is less than NT\$50 billion</u>, the transaction amount reaches NT\$1 billion or more.</p> <p>(3) <u>For a public company whose paid-in capital is more than NT\$50 billion, the transaction amount reaches more than 5% of the company's paid-in capital.</u></p> <p>5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p><u>6. For a public company with paid-in capital of NT\$50 billion or more, transactions involving the trading of government bonds, common corporate bonds, and general financial bonds not involving equity (excluding subordinated bonds) on</u></p>	<p>3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>4. Where the equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>(1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>(2) For a public company whose paid-in capital is NT\$10 billion, the transaction 100 amount reaches NT\$1 billion or more.</p> <p>5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p>	

Revised Articles	Current Articles	Explanation
<p><u>the Taiwan Stock Exchange or Taipei Exchange, where such transactions do not fall under the exceptions set out in the proviso of Subparagraph 7 and the counterparty is not a related party, and where the transaction amount reaches 5% or more of the company's paid-in capital.</u></p> <p><u>7.</u> Where an asset transaction other than any of those referred to in the preceding <u>six</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million. provided, this shall not apply to the following circumstances:</p> <p>(1) Purchase or sale of domestic government bonds or foreign government bonds with a credit rating no lower than Taiwan's sovereign rating.</p> <p>(2) Trading of government bonds, bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>(Content below omitted)</p>	<p><u>6.</u> Where an asset transaction other than any of those referred to in the preceding <u>five</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million. provided, this shall not apply to the following circumstances:</p> <p>(1) Purchase or sale of domestic government bonds or foreign government bonds with a credit rating no lower than Taiwan's sovereign rating.</p> <p>(2) Trading of government bonds, bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>(Content below omitted)</p>	
<p>Article 18 The Measures shall be implemented after it is approved by the Audit Committee, then the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments. The measures were implemented on October 16, 2014. The 1st revision was made on June 29, 2018. The 2nd revision was made on May 28, 2019. The 3rd revision was made on June 24, 2022.</p>	<p>Article 18 The Measures shall be implemented after it is approved by the Audit Committee, then the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments. The measures were implemented on October 16, 2014. The 1st revision was made on June 29, 2018. The 2nd revision was made on May 28, 2019. The 3rd revision was made on June 24, 2022.</p>	<p>Added revision dates.</p>

Revised Articles	Current Articles	Explanation
The 4th revision was made on June 21,2024. <u>The 5h revision was made on June 17,2026.</u>	The 4th revision was made on June 21,2024.	

Annex 6 Comparison Table of the Articles of Rules of Procedure for the Shareholders' Meeting

Comparison Table of the Articles of Rules of Procedure for the Shareholders' Meeting

Revised Articles	Current Article	Description
<p>Article 3 (Omit) The Company shall <u>prepare an electronic file</u> that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, notes on re-election or dismissal of directors, the Meeting Handbook, and supplemental meeting materials, 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 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.</p>	<p>Article 3 (Omit) 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 <u>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.</u> 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.</p>	<p>In line with the amendment of the law, the scope of application has been expanded to include all TWSE/TPEX listed companies.</p>

Revised Articles	Current Article	Description
<p>Article 13 (Omit) The Chairperson shall appoint monitors and ballot counters for voting on motions; however, the monitors must be shareholders <u>(except for independent supervisors)</u>. <u>Where the shareholders' meeting includes an election of directors with the number of candidates exceeding the number of seats to be filled, a proposal for the removal of directors, or matters under Articles 185 or 316 of the Company Act, or Articles 18, 27, 29, or 35 of the Business Mergers and Acquisitions Act, the chairperson shall designate a lawyer, certified public accountant, or notary public to act as an independent monitor.</u> <u>The independent monitor designated by the chairperson pursuant to the preceding paragraph shall not be a person responsible for matters relating to the voting process, nor may such person be a director, manager, or employee of the Company or its affiliates. The name and title of the independent monitor shall be recorded in the minutes of the shareholders' meeting.</u></p> <p>(The following items have been re-ordered accordingly)</p>	<p>Article 13 (Omit) The Chairperson shall appoint monitors and ballot counters for voting on motions; however, the monitors must be shareholders.</p>	<p>Amendments made in compliance with laws</p>

Revised Articles	Current Article	Description
<p>Article 24 Abolish the original rules and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings June 24, 2022. The 1st revision was made on June 21, 2023. <u>The 2nd revision was made on June 17, 2025.</u></p>	<p>Article 24 Abolish the original rules and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings June 24, 2022. The 1st revision was made on June 21, 2023.</p>	<p>Added revision dates.</p>

K. 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\$1,000 million divided into 100 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 The Company may choose to not provide share certificates in print form 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 number of independent directors of the Company shall be no less than one third of the total number of directors. 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% should be allocated to employee remuneration.

For the employee remuneration, no less than 30% should be allocated for remuneration distribution for base-level employees. The employee remuneration shall be distributed by stock or cash to eligible employees, which may include employees of controlled or subordinate companies with certain qualifications; 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 shall 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.
The 19th revision was made on June 21, 2024.
The 20th revision was made on June 19, 2025.

WinWay Technology Co., Ltd.

Chairman: Mark Wang

Appendix 2 Management Measures for the Acquisition or Disposal of Assets <Before Revision>

Management Measures for Acquisition or Disposal of Assets

Article 1 The Management Measures have been stipulated to protect assets and implement information disclosure.

Article 2 The Measures have been stipulated according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and related laws and regulations.

Article 3 Scope of assets:

- I. Securities: Include investments in shares, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial interest securities, asset-backed securities, etc.
- II. Real property (including land, houses and buildings, and investment property) and equipment.
- III. Memberships.
- IV. Intangible assets: Include patents, copyrights, trademarks, franchise rights, and other intangible assets.
- V. Right-of-use assets.
- VI. Derivatives.
- VII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- VIII. Other major assets.

Article 4 Terminology definitions

- I. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
- II. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
- III. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

- IV. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
- V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier. However, for investments that require the approval of the competent authority, the date of occurrence shall be determined as the earlier between the above dates and the date approved by the competent authority.
- VI. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
- VII. Within one year: Refers to the year preceding the date of asset acquirement or disposal. Items duly announced need not be counted.
- VIII. Most recent Financial Statement: Refers to the audited or reviewed financial statements duly disclosed by the Company prior to the acquisition or disposal of assets.
- IX. Securities exchange: Domestic securities exchange refers to the Taiwan Stock Exchange Corporation; foreign securities exchange refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
- X. Over-the-counter venue ("OTC venue", "OTC"): Domestic OTC venue refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; foreign OTC venue refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.
- XI. The terms "all audit committee members" and "all directors" shall be counted as the actual number of persons currently holding those positions.

Article 5 Amounts invested in real estate property and right-of-use assets thereof for non-business use and securities:

The acquisition and disposal of securities, real estate, equipment and right-of-use assets thereof shall be implemented after submission to and approval of the Company's responsible unit according to the approval authority. For requiring the approval of the Board of Directors or Shareholders' Meeting according to the Company Act or Securities and Exchange Act, resolution must be given according to the law before implementation.

In addition to acquisition of assets for operating purposes, the Company and its subsidiaries may invest in real estate property, right-of-use assets thereof and securities for non-operating purposes, of which the limits on the amount are as follows:

Item	Company_limit	Subsidiary_limit
Real estate for non-operating purposes_total	Not to exceed 50% of WinWay's net worth on the latest financial statements.	Not to exceed 20% of WinWay's net worth on the latest financial statements.
Investments in short-term securities_total	Not to exceed 50% of WinWay's net worth on the latest financial statements.	Not to exceed 20% of WinWay's net worth on the latest financial statements.

Investments in short-term securities_individual	Not to exceed 25% of WinWay's net worth on the latest financial statements.	Not to exceed 10% of WinWay's net worth on the latest financial statements.
Long-term investments in securities_total	Not to exceed 500% of WinWay's net worth on the latest financial statements.	Not to exceed 50% of WinWay's net worth on the latest financial statements.
Long-term investments in securities_individual	Not to exceed 300% of WinWay's net worth on the latest financial statements.	Not to exceed 25% of WinWay's net worth on the latest financial statements.

Article 6 Qualifications and responsibilities of external experts

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the requirements of Article 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies:

Article 7 Procedure for Acquisition or Disposal of Real Estate Property, Equipment or Right-of-use Assets Thereof.

- I. Appraisal and Operating Procedures: Acquisition or disposal of real estate property, equipment or right-of-use assets thereof by the Company shall follow the “real estate, factories and equipment cycle” under the Company’s internal control system.
- II. Procedure for Determining Transaction Conditions and Authorized Amounts:
 1. Acquisition or disposal of real estate property or right-of-use assets thereof shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price. An analysis report shall be prepared and submitted to the President and Chairperson of the Board. The authorized allowance shall be handled according to the Company’s approved authority level.
Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.
 2. Acquisition or disposal of equipment or right-of-use assets thereof shall be conducted by way of one of the following methods: Price inquiry, price competition, price negotiation or bidding. The authorized allowance shall be handled according to the Company’s approved authority level.
Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.
 3. Material asset acquisition or disposal transactions shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the

procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.

- III. Implementing unit: When the Company acquires or disposes of real estate or equipment, it shall submit for approval in accordance with approval authority stipulated in the preceding paragraph; the using unit and human resources unit shall be responsible for execution.
- IV. Asset valuation procedure: In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:
 1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same measures shall be followed for any future changes to the terms and conditions of the transaction.
 2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
 3. If the following situation occurs with regard to the professional appraisal report, except for when the valuation result for the acquired asset is higher than the transaction amount or the valuation result for the disposed asset is lower than the transaction amount, the Company shall engage a CPA to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.
 - (1)The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - (2)The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
 4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. However, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.
 5. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be used as a substitute for the appraisal report or CPA opinion.

Article 8 Procedures for the Acquisition or Disposal of Securities

- I. Appraisal and Operating Procedures: The purchase and sale of securities of the Company shall be handled in accordance with the Company's internal control system and investment cycle procedures.
- II. Procedure for Determining Transaction Conditions and Authorized Amounts
 1. The purchase and sale of securities on the centralized exchange market or the business office of a securities firm shall be determined by the responsible unit based on judgment through market research. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level. Where an asset transaction reaches 20% or

more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.

2. For the purchase and sale of securities not on the centralized exchange market or the business office of a securities firm, the Company shall first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price; also to be considered are its net worth per share, profitability, and future development potential, etc. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level. Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.
3. Material asset acquisition or disposal transactions shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.

III. Implementing unit: When the Company invests in securities, it shall be subject to the aforementioned approval authority, and the financial unit shall be responsible for their implementation.

IV. Appraisal of the transaction price: For the acquisition or disposal of securities by the Company, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price. If the dollar amount of the acquiring or disposing of securities is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.

Article 9 Procedures for Acquisition or Disposal of Intangible Assets, Right-of-Use Assets Thereof or Memberships

I. Appraisal and Operating Procedures: Acquisition or disposal of intangible assets, right-of-use assets thereof or memberships by the Company shall follow the procurement and payment cycle under the Company's internal control system.

II. Procedure for Determining Transaction Conditions and Authorized Amounts:

1. Acquisition or disposal of memberships shall be based on fair market prices to determine the transaction terms and prices, which will be placed in analysis reports to be reported to the Chairperson. The authorized amount shall be determined according to the levels of authority in the Company.
2. Acquisition or disposal of intangible assets shall be based on expert opinions or fair market prices to determine the transaction terms and prices, which will be placed in analysis reports to be reported to the Chairperson. The authorized amount shall be determined according to the levels of authority in the Company.

3. Material asset acquisition or disposal transactions shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.
- III. Implementing unit: When the Company acquires or disposes of intangible assets, right-of-use assets thereof or memberships, the using unit and finance unit or human resources unit shall be responsible for implementation after approval is obtained according to the Company's authority levels.
- IV. Expert assessment report on intangible assets, right-to-use assets thereof, or memberships: Where the Company acquires or disposes of intangible assets or right-of-use assets thereof and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

Article 10 Transaction Amount Calculation

The calculation of the transaction amounts referred to in the three articles above shall be done in accordance with Item 5, Paragraph 1, Article 15, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies need not be counted toward the transaction amount.

Article 11 Procedures for Related Party Transactions

- I. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised according to the Measures, if the transaction amount reaches 10% or more of the Company's total assets (the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used), the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the Procedures. Additionally, when judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.
- II. Appraisal and Operating Procedures:
 1. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and passed through resolution by the Board of Directors.
 - (1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.

- (2) The reason for choosing the specific related party as the transaction counterparty.
 - (3) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms shall be conducted in accordance with Paragraph 3 of this Article.
 - (4) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
 - (5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
 - (6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with Paragraph 1 of the Article.
 - (7) Restrictive covenants and other important stipulations associated with the transaction.
2. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 15, Paragraph 1, Subparagraph 7 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been reported to the Shareholders' Meeting according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, approved by the Board of Directors, and ratified by the supervisor need not be counted toward the transaction amount.
 3. With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiary, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's Board of Directors may delegate the Chairperson to decide such matters when the transaction is within a certain amount according to the authorized amount, level, executing unit, and transaction procedure, and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:
 - (1) Acquisition or disposal of equipment or right-of-use assets thereof held for business purposes.
 - (2) Acquisition or disposal of real property right-of-use assets held for business purposes.
 4. If the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.
 4. Matters requiring the approval of the Audit Committee according to Subparagraph 1 shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.
 5. For public companies or the subsidiaries of foreign public companies conducting transactions listed in Paragraph 1 and the transaction amount is more than 10% of the total assets of the public company, the public company shall submit the information in Paragraph 1 to the Shareholders' Meeting for approval before signing the transaction

contract and making the payment. However, the transactions between the public company and its parent company, subsidiaries, or between its subsidiaries are not subject to this provision.

III. Reasonability assessment of the transaction cost:

1. When the Company acquires real estate or the right-of-use assets thereof from a related party, unless the related party acquires the real estate and the right-of-use assets thereof through inheritance or as a gift, or the related party contracts to acquire the real estate or the right-of-use assets thereof more than 5 years before the signing date of the transaction, or a joint construction contract is signed with a related party, or the related party is commissioned to build or lease the acquired real estate for the Company and subsidiary or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, to acquire real estate and the right-of-use assets thereof for operational use, the accountant shall be asked to conduct a review and express specific opinions, and assess the reasonability of the trade cost according to the following methods:
 - (1) Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 - (2) Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this may not apply where the financial institution is a related party of one of the trading counterparties.
2. Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
3. Where the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real estate property or right-of-use assets thereof in accordance with the first subparagraph of the paragraph, the Company shall also engage a certified public accountant to re-check the appraisal and render a concrete opinion.
4. Where the Company acquires real estate property from a related party and the results of appraisals conducted in accordance with Subparagraph 1 of the Paragraph are uniformly lower than the transaction price, it shall process in accordance with Subparagraph 3 of the Paragraph. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction may not apply:
 - (1) Where the related party acquires undeveloped or leased land for construction, it may submit proof in compliance with one of the following conditions:
 - A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction

price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

- B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
- (2) Where the Company is acquiring real property or obtaining real property right-of-use assets through leasing from a related party and provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.
 - (3) Completed transactions involving neighboring or closely valued parcels of land in the preceding in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or other right-of-use assets.
5. Where the Company acquires real estate property or other right-of-use assets from a related party and the results of appraisals conducted in accordance with Item (1) of this Paragraph are uniformly lower than the transaction price, the following steps shall be taken:
- (1) A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real estate property or other right-of-use asset transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. If the Company's investor is a public company that uses the equity method to account for its investment in the Company, a special reserve shall be also set aside pro rata in a proportion consistent with such investor's shareholding in the Company in accordance with Paragraph 1, Article 41 of Securities and Exchange Act.
 - (2) Supervisors shall handle the relevant matters in accordance with Article 218 of the Company Act. An Audit Committee has been established in accordance with the Act. The preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the Audit Committee.
 - (3) Actions taken pursuant to items 1 and 2 of this Article shall be reported to a General Shareholders' Meeting, and the details of the transaction shall be disclosed in the annual report and investment prospectus.
6. In the event that the Company has set aside a special reserve under the preceding paragraph, the Company may not utilize such special reserve unless it has recognized a loss on decline in market value of the real property it purchased or leased at a premium, such real property has been disposed of, the leasing contract has been terminated, adequate compensation has been made, the status quo ante has been restored, or there

is other evidence confirming that there was nothing unreasonable about the transaction, and the Executive Yuan Financial Supervisory Commission has given its consent.

7. When the Company obtains real estate property or other right-of-use assets from a related party, it shall also comply with the Item (4) if there is other evidence indicating that the acquisition was not an arm's length transaction.

Article 12 Measures for Acquiring or Disposing of Claims of Financial Institutions

In principle, the Company does not engage in transactions to acquire or dispose of the claims of financial institutions. If it intends to engage in transactions to acquire or dispose of the claims of financial institutions in the future, it will report to the Board of Directors for approval before determining its evaluation and operating procedures.

Article 13 Measures for Acquiring or Disposing of Derivatives

I. Transaction principles and strategies:

1. Type of transactions: Derivative financial products engaged in by the Company refers to the definition of derivative products in Paragraph 1, Article 4 of the Procedures.
2. Management (Hedging) Strategy: The purpose of derivatives trading engaged in by the Company shall be risk hedging. The traded products shall be chosen to hedge the risks generated by the Company's operations. The currency held shall match the foreign currency required for the export and import operations of the Company. The evening of the Company's overall internal position (referring to foreign currency income and expenditure) shall be used as the principle for lowering the overall currency exchange risks of the Company and the operational costs of currency exchange. Trades for other specific purposes shall be carefully evaluated and submitted to the Board of Directors for approval before implementation.

3. Division of responsibilities

(1) Finance unit:

- A. The responsible accountant shall establish the transaction, provide position reports and confirmation of transactions, and produce payment vouchers according to the various documents, in order to complete the relevant accounting statements.
- B. Follow up on market information, assess trends and risks, become familiar with derivative products, rules, and laws, and provide sufficient and timely information to relevant units for reference.
- C. Estimate the Company's overall demand for foreign currencies and other hedging positions. Avoid risks and lock in benefits and costs according to the Company's policies. Understand the position trading of different derivative product and evaluate the unrealized profit and loss according to market price.
- D. Calculate the cash flow in detail according to the use of the bank's quota, in order to facilitate clearing operations by financial personnel after the transaction.
- E. Responsible for developing and revising the relevant procedures for derivative trading and compile the regular trade records of the Company and subsidiaries, in order to facilitate overall management and the announcement of monthly trades.
- F. Trade personnel:
Responsible for formulating the strategy of the entire company's financial commodity trading.
The trade personnel shall regularly calculate the position every week, collect market information, conduct trend assessments, and formulate the operating strategy, which shall be used as the basis for trading after approval is obtained according to the authority levels.

Conduct trades according to the authorization level and existing strategies.

When major changes occur in the financial market and the trade personnel deems that the existing strategy is no longer applicable, the strategy shall be re-formulated and shall serve as the basis for trading after approval is obtained from the President and Chairperson.

- (2) Audit unit: The Company shall periodically evaluate the suitability of internal controls of derivatives, conduct a monthly audit on how the trading unit complies with the procedures for engaging in derivative transactions, and prepare an audit report to submit to the Chairperson and the Board of Directors.
- (3) Performance evaluation: The finance unit shall regularly assess the net profit and loss and provide the foreign exchange position report to the responsible manager to act as reference for management and basis for performance evaluations, in order to adjust and improve the risk avoidance strategy.
- (4) Determination of the total contract amount and the maximum loss limit:

A. Total contract amount.

Hedging transaction limit: The finance unit shall monitor the overall position of the Company in order to avoid transaction risks. The transaction amount limit shall be based on the discrepancy between the existing and 6 month projection of the acquired or generated internal position (assets or liabilities) of the Company. If the limit is exceeded, it shall be reported to the Chairperson for ruling.

Trades for specific purposes: Unless approved by the Board of Directors, transactional commodity trading shall not be engaged in. If approved by the Board of Directors, the total contract amount of the Company's net accumulated position in trades for specific purposes shall be capped at 5% of the Company's operating revenue in the most recent quarter.

B. Setting the maximum loss limit: Apart from hedging commodity trading, single trade risks shall not exceed US\$100 thousand and losses of all positions shall not exceed US\$500 thousand or equivalent foreign currency amounts. This should be used as the stop loss point. Any changes to the above limits are subject to the approval of the Board of Directors.

II. Risk management measures

1. Management of credit risks: The trade subject of the Company shall be a bank or internationally known financial institution that has contact with the Company, which is able to provide professional information.
2. Management of market price risk: The Company shall monitor the derivative financial product risks caused by market price changes due to interest rate changes, exchange rate changes, or other factors.
3. Management of liquidity risks: In order to ensure market liquidity, financial products with higher liquidity (can be evened on the market at any time) shall be chosen. The trusted financial institution must have sufficient information and the ability to conduct the trade in any market at any time.
4. Management of cash flow risk: In order to ensure the stability of the Company's operational fund turnover, the source of funds for derivatives trading by the Company is limited to its proprietary funds and the operational amount should consider the funding requirements for projected cash revenue and expenditure in the next three months.
5. Management of operating risk:
 - (1) Comply with the Company's requirements for authorization limits, operating procedures, and include internal audits to avoid operational risks.

- (2) Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
 - (3) The risk assessment, monitoring, and control personnel shall be in different departments from those described in Point 2. They shall report to the Board of Directors or the senior management personnel who are not responsible for trade or position decision-making.
 - (4) The positions held for derivatives transactions must be evaluated once a week. However, hedging transactions required for operations must be evaluated twice a month. The evaluation report must be sent to the senior manager authorized by the Board of Directors, and a copy shall be submitted to the Audit Supervisor.
6. Management of product risk: The internal trade personnel shall have complete and accurate professional knowledge related to the financial products. The bank shall be required to fully disclose the risks to avoid misuse of financial product risks.
 7. Management of legal risk The documents signed with the financial institution shall be reviewed by the foreign exchange and legal affairs professionals or legal counsel before signing, in order to avoid generating legal risks.
- III. Internal audit system:
1. The internal auditors shall regularly check the adequacy of the Company's internal control system for derivatives trading and conduct monthly audits on the Transaction Department to ensure compliance with the Procedures and analyze transaction cycling. Audit reports shall be produced. The auditors are required to advise the supervisor in writing if any significant violations are found.
 2. The internal auditors shall submit the Audit Report along with the implementation status of the internal annual audits to the FSC before the end of February of the following year. The Company shall also file improvements for the irregularities to the FSC for reference before the end of May at the latest.
- IV. Regular evaluation method:
1. The Board of Directors shall authorize senior executives to regularly supervise and evaluate whether derivatives transactions are actually handled in accordance with the Company's transactions procedures, and whether the risks borne are within the tolerable range; when there are abnormal situations in the market price evaluation report (such as holding positions exceeding maximum loss limit), it must immediately be reported to the Board of Directors and response measures must be taken.
 2. The positions held for derivatives transactions must be evaluated once a week. However, hedging transactions required for operations must be evaluated twice a month. The evaluation report must be sent to the senior manager authorized by the Board of Directors, and a copy shall be submitted to the Audit Supervisor.
- V. Principles for supervision by the Board of Directors when the Company is engaging in derivatives trading
1. The Board of Directors shall designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk. Management principles are as follows:
 - (1) Periodically evaluate whether the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the Measures.
 - (2) When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors; if the Company has independent directors, an independent director shall be present at the meeting and express an opinion.

2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.
- VI. The Company shall report to the next upcoming meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with the provisions of the Measures.
- VII. When the Company engages in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated under Paragraph 4, Subparagraph (2) and Paragraph 5, Subparagraphs (1) and (2) of this Article shall be recorded in detail in the log book.

Article 14 Procedures for Mergers, Demergers, Acquisitions, or Transfer of Shares

- I. Appraisal and Operating Procedures
 1. When participating in a merger, demerger, acquisition or transfer of shares, it is advisable for the Company to engage an attorney, a certified public accountant and an underwriter to jointly develop an estimated schedule for the procedures prescribed by law, and a task force shall be organized to implement the actions in accordance with these procedures. Furthermore, prior to convening the Board of Directors meeting to resolve the matter, the Company shall engage a certified public accountant, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. The requirement for an opinion of the aforesaid experts is waived if the Company merges with a subsidiary in which it holds 100 percent of its shares or total capital whether directly or indirectly, or if a merger takes place between subsidiaries in which the Company holds 100 percent of their shares or total capital, whether directly or indirectly.
 2. The Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in Paragraph 1, Subparagraph (1) of this Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. However, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger or acquisition, this restriction shall not apply. Also, where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.
 3. Other matters to implement
 - (1) Meeting date and record retention of the Board of Directors: When the Company participates in a merger, demerger, or acquisition, it shall convene a Board of Directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent. When the Company participates

in a transfer of shares, it shall call a Board of Directors meeting on the day of the transaction, unless another act provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent. When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company, listed on an exchange or having its shares traded on an OTC market, shall prepare a full written record of the following information and retain it for 5 years for reference:

- A. Basic identification data for personnel: Including the occupational titles, names and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition or transfer of another company's shares prior to disclosure of the information.
 - B. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract and the convening of a Board of Directors meeting.
 - C. Important documents and minutes: Including merger, demerger, acquisition and share transfer plans, any letter of intent or memorandum of understanding, material contracts and minutes of Board of Directors meetings.
 - D. When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in Points 1 and 2 of the preceding paragraph to the Executive Yuan Financial Supervisory Commission for recordation. Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company. Complete written records shall be prepared and retained according to the aforementioned regulation and provided for reference during reporting.
- (2) Prior commitment to confidentiality: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
- (3) Principles for determining or changing the share exchange ratio or purchase price: Companies engaged in mergers, demergers, acquisitions or share transfers, shall, before convening a bilateral Board meeting to approve such matter, engage a CPA, attorney or securities underwriter to provide opinions on the reasonableness of the share exchange ratio, acquisition price, the cash or other property to be distributed to shareholders, etc. The proposal shall be submitted to the General Shareholders' Meeting. The share exchange ratio or purchase price in principle must not be arbitrarily altered, however, this does not apply to terms/conditions that the contract stipulates may be altered and that have been publicly disclosed. The conditions for changing the share exchange ratio or the purchase price are as follows:

- A. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
 - B. An action, such as a disposal of major assets, that affects the Company's financial operations.
 - C. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
 - D. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
 - E. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - F. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.
- (4) The contract should contain: The contract of the merger, division, acquisition or share transfer shall specify the obligations of the companies participating in the merger, division, acquisition, or share transfer, and shall include the following matters:
- A. Handling of breach of contract.
 - B. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 - C. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 - D. The manner of handling changes in the number of participating entities or companies.
 - E. Preliminary progress schedule for plan execution, and anticipated completion date.
 - F. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
- (5) When there is a change in the number of companies participating in the merger, demerger, acquisition, or transfer of shares: After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
- (6) Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the public company shall sign an agreement with the non-public company, and shall convene a board meeting on the date in accordance with Paragraph 2, Subparagraph (1) of this Article, the prior commitment to confidentiality in accordance with Subparagraph (2), and handle changes in the number of companies participating in the merger, demerger, acquisition, or transfer of shares in accordance with Subparagraph (5).

Article 15 Information Disclosure Procedure

- I. The reporting items and reporting standards shall be announced.
 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more. This excludes trading of government bonds, bond repurchases/resales, and subscription or redemption of domestic money market funds.
 2. Engaging in a merger, demerger, acquisition or transfer of shares.
 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
 4. Where the equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - (1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - (2) For a public company whose paid-in capital is NT\$10 billion, the transaction amount reaches NT\$1 billion or more.
 5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
 6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million. provided, this shall not apply to the following circumstances:
 - (1) Purchase or sale of domestic government bonds or foreign government bonds with a credit rating no lower than Taiwan's sovereign rating.
 - (2) Trading of government bonds, bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.
 7. The calculation method of the aforementioned transaction amount is as follows and within the preceding year as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the regulations need not be counted toward the transaction amount.
 - (1) The amount of any individual transaction.
 - (2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.
 - (3) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
 - (4) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

- II. Deadline for announcements and reporting: Companies with items to be announced according to the Article and a transaction amount that needs to be reported shall publicly announce and report the relevant information on the designated website of the competent authority in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event when acquiring or disposing assets. All announcements shall be handled according to the relevant laws and regulations.
- III. Public Announcement and Regulatory Filing Procedures:
1. The Company shall publish relevant information on the website designated by the competent authority for announcement and declaration according to the relevant laws and regulations.
 2. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies according to the relevant laws and regulations, and enter the information in the prescribed format into the information reporting website designated by the competent authority by the 10th day of each month.
 3. When the Company makes an error or omission in an item required by regulations to be publicly announced, all the items shall be properly corrected and publicly announced in entirety within 2 days upon knowledge of its error or omission.
 4. When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and opinions of the certified public accountant, attorney and securities underwriter at the Company headquarters, where they shall be retained for five years, except where another act provides otherwise.
 5. If the following situations arise after the Company has announced or reported transactions according to the Paragraphs 1 and 2 of the article, the Company shall announce and report such matters within two days on the website specified by the competent authority:
 - (1) Change, termination or rescission of a contract signed in regard to the original transaction.
 - (2) The merger, demerger, acquisition or transfer of shares is not completed by the scheduled date set forth in the contract.
 - (3) Change to the originally publicly announced and reported information.
- IV. Announcement format: According to the format announcement of the competent authority.

Article 16 Acquisition and disposal of assets by subsidiaries

- I. Subsidiaries which are domestic public companies shall also establish Regulations Governing the Acquisition and Disposal of Assets by Public Companies in accordance with the provisions of the Procedure. After the procedures have been approved by the Board of Directors, they shall be submitted to the supervisors and the subsidiary's Shareholders' Meeting for approval; the same applies for amendments.
- II. When a subsidiary of the Company acquires or disposes assets, single or cumulative transaction amount of more than NT\$2 million for the acquisition or disposal of assets in the previous month and the derivatives trading up to the end of the previous month shall be reported to the Company in writing before the 5th of each month. The Company's audit department shall include the derivatives trading operations of its subsidiaries as part of its monthly audit plans, and the results of the audit shall then be included as an essential item in the audit report to the supervisors.

- III. If a subsidiary of the Company is not a domestic public company, and its acquisition or disposal of assets by the subsidiary meets the standard for filing of public notice according to Paragraph 1 and Section 5, Paragraph 3 of Article 15, the Company shall undertake public announcement and notice on the subsidiary's behalf.
- IV. With regard to the standard for announcement or reporting by subsidiaries, the "20% of paid-in capital or 10% of total assets" requirement refers to the parent company's paid-in capital or total assets.

Article 17 Penalties

If an employee of the Company violates the Procedure when acquiring or disposing assets, it shall be regularly reported for evaluation according to the Company's personnel management measures and employee handbook. Punishment will be determined according to the severity of the violation.

Article 18 The Measures shall be implemented after it is approved by the Audit Committee, then the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments.

The measures were implemented on October 16, 2014.

The 1st revision was made on June 29, 2018.

The 2nd revision was made on May 28, 2019.

The 3rd revision was made on June 24, 2022.

The 4th revision was made on June 21, 2024.

Appendix 3 Rules of Procedure for Shareholders' Meetings <Before Revision>

Rules of Procedure for 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.

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.

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 extemporaneous 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.

Article 4

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. 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.

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.

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.

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.

The 1st revision was made on June 21, 2023.

Appendix 4 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 5 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 18, 2026) 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	9.71%
Director	Cliff Liu	1,114,962	3.09%
Director	JQ Lee	1,365,155	3.79%
Director	Jason Chen	218,053	0.61%
Director	CHIANG HOCK WOO	-	-
Independent Director	Hsiu Yi Hung	-	-
Independent Director	Ted Lee	-	-
Independent Director	Dennis Chang	-	-

(note)

1. The Company's paid-in capital is NT\$360,416,420 and 36,041,642 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 18, 2026), the Company's directors hold 6,197,729 shares, which has met the statutory requirements.