

Stock Code: 6515



Annual Shareholders' Meeting 2025 Meeting Handbook

Meeting Date: 10:00 AM, June 19, 2025 (Thursday)

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

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A. Meeting Procedure

WinWay Technology Co., Ltd

2025 Annual Shareholders' Meeting Procedure

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

B. Meeting Agenda

WinWay Technology Co., Ltd

2025 Annual Shareholders' Meeting Agenda

Time: 10:00 AM, June 19, 2025 (Thursday)

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

I. Reported Items:

1. 2024 Business Report.
2. Audit Committee's Report.
3. The 2024 Employees' profit sharing bonus and directors' compensation.
4. The 2024 Earnings distribution of cash dividends.
5. Report on the execution of the Company's first domestic issuance of unsecured convertible corporate bonds.

II. Matters for ratification:

1. The 2024 business report and financial statements.
2. The 2024 earnings distribution plan.

IV. Matters for discussion:

1. Amendments to the Articles of Incorporation.
2. Issuance of new restricted employee shares.
3. The lifting of non-competition restrictions on directors.

V. Extraordinary Motions

VI. Adjournment

C. Reported Items

Item 1

Proposal: The 2024 annual business report will be released for public review.

Description: Please refer to pages 14 to 19 of [Annex 1] of the meeting handbook for this company's 2024 business report.

Item 2

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

Description: Please refer to page 20 of [Annex 2] of the meeting handbook for the Audit Committee's Report.

Item 3

Proposal: The 2024 employees' profit sharing bonus and directors' compensation report will be released for public review.

Description:

- I. This company's 2024 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\$160,204,873 and NT\$8,010,244 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 2024 earnings distribution of cash dividends report will be released for public review.

Description:

- I. This company's 2024 earnings distribution of cash dividends has been approved by the Board of Directors.
- II. The company's proposed distribution of shareholder dividends in 2024 is cash dividends of NT\$890,045,650, 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. 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 first domestic issuance of unsecured convertible corporate bonds will be released for public review.

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

Type of corporate bond	First domestic unsecured convertible corporate bonds
Date of issuance (processing)	May 31, 2024
Par value	NT\$100,000
Issue price	Issued at 116.37% of par value.
Total value	NT\$1,000,000,000
Interest rate	0% coupon rate
Maturity	3 years from May 31, 2024 to May 31, 2027
Trustee	Taishin International Bank
Underwriting agency	KGI Securities Co., Ltd.
Repayment method	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 2nd quarter of 2024.
Conversion status	(1) The Company announced the early exercise of its redemption rights on November 25, 2024. As of January 14, 2025, a total of 9,993 bonds have been converted, resulting in the issuance of 1,139,742 common shares. (2) The number of unconverted corporate bonds is 7, with a total repayment amount of NT\$700,000.
Date of OTC trading termination	January 13, 2025

D. Matters for Ratification

Item 1

Proposed by the Board of Directors

Proposal: The 2024 business report and financial statements are proposed for ratification.

Description:

- I. The company's 2024 business report and consolidated financial statements (including individual financial statements) have been audited by accountants Vincent Hsu and Tim Tzang from KPMG Taiwan and submitted together with the business report to the Audit Committee for verification and issue of an audit report.
- II. Refer to pages 14 to 19 of [Annex 1] and pages 21 to 34 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 2024 earnings distribution plan is proposed for ratification.

Description:

- I. This company's 2024 dividend distribution proposal was approved at the 11th 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\$890,045,650 will be distributed to the nearest NT\$ (rounded down) with the total fractional amount included in this company's other income. The proposed 2024 Earnings Distribution Chart is as below.
- III. Submission for ratification.

WinWay Technology Co., Ltd
Earnings Distribution Chart
2024

	Unit: NT\$
Undistributed earnings at the beginning of the period	\$ 578,328,333
Add: 2024 after-tax net profit	1,185,837,364
Minus: 10% statutory reserve	(118,583,736)
Provision for special surplus reserve	<u>10,029,275</u>
Distributable amount	1,655,611,236
Distribution items:	
Shareholder dividends - cash dividends (NT\$25 per share)	<u>890,045,650</u>
Undistributed earnings at the end of the period	<u>\$ 765,565,586</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 Articles of Incorporation. It is proposed for discussion.

Description:

- I. In accordance with Paragraph 6, Article 14 of the Securities and Exchange Act, “A company shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees. However, the company's accumulated losses shall have been covered”.
- II. To comply with the above regulation and the Company's operating conditions, amendments to some provisions of the Company's "Articles of Incorporation” are proposed. For the comparison table of relevant amendments, please refer to [Annex 5] on pages 35 to 37 of the Meeting Handbook.

Resolution:

Item 2

Proposed by the Board of Directors

Proposal: The issuance of new restricted employee shares is proposed for discussion.

Description:

- I. To retain talents, encourage employees to the serve the Company over the long term, improve cohesion, and achieve the Company’s operation objectives together, the Company has proposed the issuance of new restricted employee shares, in order to create gains for the Company and shareholders. The proposal is based on Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers announced by the Financial Supervisory Commission.
- II. For the issuance of new restricted employee shares, one registration of issuance is allowed over a period of 1 year from the date of the shareholders resolution, and one issuance or batch issuance is allowed within 2 year after receipt of notice by the competent authority indicating the registration has become effective. The actual issuance date shall be determined by the Chairman as authorized by the board of directors.
- III. The issuance criteria are as follows:
 - (I) Total issued amount: 200,000 common shares.
 - (II) Issuing criteria:
 1. Issue price: Adopted gratuitous issuance.
 2. Vesting conditions:

(1) After employees are granted restricted employee shares, the number of shares that employees can acquire shall be settled annually. The percentage of restricted employee shares granted each year is as follows:

The maximum granted percentage is 30% for employees who have served the company for 1 year after the stock granting date.

The maximum granted percentage is 30% for employees who have served the company for 2 year after the stock granting date.

The maximum granted percentage is 40% for employees who have served the company for 3 year after the stock granting date.

The actual vested percentage is calculated annually based on individual work performance:

Served the company for 1 year after the stock granting date

- A. 100% for individuals who received a performance grade of "B" or above at least once and had no "D" or "E" grades in the previous year.
- B. 70% for individuals who received a performance grade of "C" twice in the previous year.
- C. 0% for individuals who received any performance grade of "D" or "E" in the previous year.

Served the company for 2 or 3 years after the stock granting date.

Performance grades and the maximum vested percentage follow the standards described above, but the final percentage must be multiplied by the previous year's results. An example is shown in the table below.

Sample	Served for 1 year	Served for 2 years	Served for 3 years
Case 1: (B/B/B)	B: 100%	B: 100%*100%=100%	B: 100%*100%*100%=100%
Case 2: (B/C/B)	B: 100%	C: 100%*70%=70%	B: 100%*70%*100%=70%
Case 3: (C/C/C)	C: 70%	C: 70%*70%=49%	C: 70%*70%*70%=34.3%
Case 4: (C/D/C)	C: 70%	D: 70%*0%=0%	C: 70%*0%*70%=0%

- (2) After the restricted employee shares are granted to the employee, the Company shall have the right to revoke and cancel gratuitously the unvested restricted employee shares in the event that the employee breaches/violates any of terms of the employment agreement or employee handbook of the Company.
 - (3) The granting of the restricted employee shares is defined as the “stock payment date”.
 - (4) The aforementioned date will be moved to the preceding business day if it falls on a holiday.
3. Class of issued shares: The Company’s common stock.
 4. Measures to be taken when employees fail to meet the vesting conditions: If the vesting conditions are not met, the Company will redeem the shares gratuitously for cancellation.
- (III) Qualifications and conditions for employees and numbers shares distributable or subscribable:
1. Limited to employees of the Company and its domestic and overseas controlled or subordinate companies, the term "subordinate company" is defined according to the standards of Article 369-2, Article 369-3, Paragraph 2 of Article 369-9, and Article 369-11 of the Company Act, as per the FSC order Jin-Guan-Zheng-Fa-Zi No. 1070121068. The actual number of shares granted to employees shall be based on the employee’s performance, past and expected overall contributions or special contributions and development potential, title, position level, and seniority. It shall be proposed by the President and submitted to the Chairperson for approval. The number of shares shall be approved by more than half of the directors in a meeting with over two thirds of all directors in attendance. However, shares for directors serving as a manager or employee must first be approved by the Remuneration Committee. Shares for employees who are not directors or managers must first be approved by the Audit Committee before being submitted to the Board of Directors for resolution.
 2. The number of restricted employee shares granted to each employee shall be processed according to the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
- (IV) Reasons for the necessity of issuing new restricted employee shares: In order to retain professionals trained by the Company and encourage long-term service and cohesion among employees, in order to work towards the Company’s operational goals together and create equity for the Company and shareholders.

(V) Calculated expense amount and dilution of the Company's earnings per share and impact on other shareholder's equity:

1. Amount that may be expensed: If the estimated maximum amount is NT\$285,000 thousand according to the Company's closing price on February 26, 2025, according to the vesting conditions, the expensed amounts from 2025 to 2028 are NT\$55,417 thousand, NT\$137,750 thousand, NT\$66,500 thousand, and NT\$25,333 thousand, respectively. If the aforementioned estimates are used to dilute the earnings per share, the total shall be around NT\$6.36.

If outstanding shares increase or decrease before the issuance of restricted employee shares, the expensed amount shall be increased or decreased proportionally pursuant to the laws and regulations.

2. Dilution of the Company's earnings per share (EPS) and other matters affecting shareholder's equity:

The total number of issued restricted employee shares is 200,000 shares, accounting for 0.56% of the current outstanding shares. The shares shall not be transferred if the vesting conditions are not met. The dilution of the earnings per share according to the 35,601,826 issues shares of the Company are NT\$1.24, NT\$3.08, NT\$1.48, and NT\$0.56 for 2022 to 2025, respectively. The dilution of the Company's basic earnings per share is limited and has no significant impact on the existing shareholder equity.

If outstanding shares increase or decrease before the issuance of restricted employee shares, the expensed amount shall be increased or decreased proportionally pursuant to the laws and regulations.

(VI) The Company's issuance of restricted employee shares shall be delivered to the trust for custody. If amendments to the Regulations related to the issuance conditions and measures are required by law or the competent authority, and the following attachments and objective environment changes require revision, the shareholders' meeting shall be requested to authorize the Board of Directors to handle the matters.

IV. The relevant restrictions and material agreement matters or other matters not set forth herein shall be dealt with in accordance with the applicable laws and regulations and the Regulations for the Issuance of New Restricted Employee Shares in 2025 set by the Company. Please refer to pages 38~41 [Annex 6] of this meeting handbook..

Resolution:

Item 3

Proposed by the Board of Directors

Proposal: The lifting of non-competition restrictions on directors is proposed for discussion.

Description:

- I. The provisions of Article 209 in the Company Act states that a director who does anything for himself or on behalf of another person that is within the scope of the company's business shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- II. Considerations that if directors hold a concurrent post as a director at another company, it should not damage this company's interests.

Details of lifting the non-competition restrictions of directors is as below:

Identity Type	Name	Company and title of concurrent post
Independent Director	Ted Lee	Independent Director of ITH Corporation (Stock Code: 6962)
Independent Director	Dennis Chang	Independent Director of Horng Terng Automation Co., Ltd. (Stock Code: 7751)

Resolution:

F. Extraordinary Motions

G. Adjournment

H. Annex

Annex 1 Business Report

WinWay Technology Co., Ltd Business Report

I. 2024 Business Report

(I) Business plan implementation results

2024 was a milestone for WWT. Driven by AI and HPC, the Company's annual revenue surged past the NT\$5.5 billion mark to reach NT\$5.798 billion, representing a 57.47% increase compared to the previous year. Net income after taxes was NT\$1.186 billion and earnings per share (EPS) was NT\$34.31. Both revenue and profit hit record highs once again, surpassing the records set in 2022.

Looking at the trends in the first and second halves of the year, WWT's monthly performance in the first half of 2024 steadily increased driven by demand from AI, HPC, and mobile phone customers, setting new records for revenue and profit for the same period. This growth continued into the second half of the year, which was further boosted by peak season effects and the emerging benefits of new product lines. As a result, the Company went on to set consecutive monthly and quarterly historical highs, achieving record-breaking performance for the year.

2024 marked the beginning of generative AI applications. With generative AI taking the world by storm in the previous year, ChatGPT became the fastest growing consumer application in the world. In 2024, in addition to Cloud Service Providers (CSPs) continuing to strengthen their investment in large-scale language models, it has also led to a surge in demand for various consumer AI, establishing the market demand for high computing power and interconnection broadband as medium- and long-term trends.

Amid this trend, advanced packaging technologies such as CoWoS, Chiplet, and 3DIC, which were already been gaining attention, have rapidly become key areas in semiconductor packaging and testing. WWT has long stayed ahead of market trends and collaborated with the world's top ten IC design companies. The Company is proactively investing in high-frequency, high-speed, high-power, and large-packaging test interface solutions, positioning the Company as a key supplier for high-end AI chip customers. Beyond AI chips, WWT also offers comprehensive solutions for other semiconductor applications, including automotive, collaborative robots, low-earth orbit satellites, and CPO. Close cooperation with customers, leading technologies, and a comprehensive product line all represent WWT's advantages and value.

In 2024, with concerns such as the uncertainty of the FED's interest rate cut schedule, regional political uncertainty, and inflation, the overall economy at the start of 2024 seemed chaotic and unclear. However, as we entered the end of the second quarter, the global electronic product cycle has clearly entered recovery, driving the demand for emerging technology application products such as AI, HPC, and other emerging technology applications in Taiwan's electronics industry. ICT-related shipments continued to be strong, which has further fueled the growth of WWT's operations.

Looking ahead to 2025, due to WWT's long-term investment in high-end test interface development, leading technologies, and complete product line deployment, as well as its joint design and development with customers for cutting-edge semiconductor test interface technologies, the revenue share of AI and HPC will continue to increase. At the same time, all of WWT's employees will strive to achieve the business goals for 2025.

(II) Analysis of financial gains and losses and profitability

Unit: Thousand NT\$

Item		Year	2024	2023
Financial Performance	Operating revenue		5,798,096	3,682,049
	Gross profit		2,533,535	1,364,673
	Net operating profit		1,368,143	556,760
	Net profit after tax		1,185,837	464,038
Profitability	Return on assets		19.23%	8.82%
	Return on equity		26.27%	12.92%
	Net profit margin		20.45%	12.60%
	Earnings Per Share (NT\$)		34.31	13.52

(III) R&D Overview

Amid the rapid development of technology worldwide, the semiconductor industry remains the key driving force for digital transformation and innovation. Taiwan continues to consolidate its core position in the global semiconductor supply chain with its outstanding capabilities in advanced processes, silicon wafers, IC design, and advanced packaging. With the rapid growth of AI, 5G, HPC, and automotive electronics, market demand for high-performance semiconductor components continues to rise, driving the entire industry toward greater efficiency, precision, and durability. WWT's has long been developing semiconductor test technologies, accumulating extensive experience in

semiconductor test interfaces, probe cards, pogo-pins, and thermal control systems. The Company is also actively deploying high precision applications such as 3rd gen semiconductors, photoelectric conversion technology, and extreme test environments. WWT is dedicated to providing high performance, customized test solutions. Facing increasingly rigorous testing requirements, WWT continues to break through technical bottlenecks and strengthen its R&D capabilities, helping customers maintain their competitive edge in the market.

Win Way's 2024 R&D results include:

- (1) Since its launch, HyperSocket™ has successfully improved solder wetting, enhancing testing stability, reducing solder ball damage, and increasing test utilization rate, leading to a string of customer orders.
- (2) The next-generation HyperSocket™ architecture retains the excellent testing stability of the original HyperSocket™ while further optimizing service life. It has already gained customer approval, and samples have been delivered.
- (3) WWT has successfully developed the E Flux 5 active triple temperature control system, which boasts a 1500W cooling power and enhances low-temperature product testing capabilities (600W @ -40°C), while offering more precise and stable control over IC temperature.
- (4) The Company has successfully developed a two-piece probe featuring a simplified component assembly, significantly reducing associated costs in socket design, with test results showing improved resistance and increased service life.
- (5) WWT successfully developed a co-grounding probe that can improve crosstalk under high-frequency testing, optimizing the high-frequency testing environment.
- (6) The Company successfully developed a dual-action pin assembly machine to replace manual assembly. Through automation, it establishes standard parameters and incorporates a visual inspection system, reducing setup time, lowering labor requirements, and enhancing production quality and efficiency.
- (7) WWT completed its automated barrel plating line, integrating innovative technologies such as wireless barrel plating, measurement equipment communication, and real-time production data visualization. It has successfully upgraded the traditional electroplating process, significantly enhancing production efficiency and process stability while reducing maintenance and operating costs.
- (8) In response to increasing customer product demands and the continued miniaturization of fine-pitch technologies in front-end wafer testing environments, MEMS probes card have been successfully implemented for high pin count, high power endurance, and low contact force testing. Relevant Eng validations and mass production tests in collaboration with customers have already been completed. Furthermore, with the increasing demand for new generation

hybrid & high speed, WWT has overcome the challenges of varying current transmission tests across different customer products and successfully developed various types of hybrid probes. The Company offers turnkey probe card solutions tailored to diverse high-frequency requirements, providing comprehensive probe card options to meet and support the different needs of customers.

II. 2025 Business Plan

(I) Operating policy

To support business growth, technological development, and customer base expansion, WWT has outlined a phased global expansion plan. In late 2024, the Company approved the establishment of a subsidiary in Malaysia and completed its registration this January. The new subsidiary strengthens its Southeast Asia business and engineering teams, enabling the Company to provide timely and high-quality technical support closer to customers.

With high-end manufacturing based in Taiwan and to expand its customer base and application coverage, WWT's second Kaohsiung facility for in-house probe production was completed in mid-2023. Since then, the in-house probe production rate has steadily increased, reaching a monthly capacity of 3 million probes and achieving a 50% self-sufficiency rate by the end of 2024. This provides a one-stop solution (Socket-All-in-house) for customers' test socket needs and shortens lead times, optimizes costs, and enhances gross margin efficiency.

At the same time, WWT's Hsinchu operations continue to expand. In mid-2024, the Company expanded its facilities by moving into a new plant in Taiyuan Science Park in Hsinchu. In addition, it is actively increasing production capacity for vertical probe cards to seize new opportunities in the MEMS market.

In addition, WWT has established a "High-Speed Measurement/Simulation Lab" at its original facility in Taiyuan Science Park, Hsinchu. The lab will be equipped with a 120GHz Vector Network Analyzer (VNA) to conduct high-spec simulations and measurement verifications for advanced applications. This positions the company at the forefront of AI, HPC, and 5G innovations, marking a first in the industry.

With the development of advanced processes, AI and HPC chip circuits are becoming increasingly complex. Under the semiconductor trends of high frequency and high speed, advanced packaging, high-efficiency thermal management, high transmission efficiency, and diversified applications, WWT provides comprehensive and industry-leading high-end test interface solutions.

In 2023, WWT took the lead in launching a 224Gbps high-frequency, high-speed coaxial test socket, which entered mass production and shipment in 2024. The Company further introduced the next-generation HyperSocket™, which not only leads the world in transmission speed but also offers excellent heat dissipation and significantly extends the service life of probes. This product has already been patented in multiple countries and is currently undergoing validation with several AI and smartphone customers, while patent deployment continues in multiple countries.

In response to the advanced packaging challenges brought by AI, HPC, and 5G applications, WWT has introduced a wafer-level silicon photonics CPO test interface solution. This system provides customers with a "double-sided probing for fine-pitch alignment" architecture, addressing the three major challenges of probe misalignment, high-frequency/high-speed, and temperature rise. As a pioneering solution in the industry, it has already been validated by multiple customers.

At the same time, WWT launched the "Ultra-High Power Cooling Solution - HEATCon Titan", which can consume up to 2000W of power. By reading the thermal current signal, it can further provide precise temperature control and achieve active temperature control. Paired with HyperSocket™, it becomes an innovative liquid cooling solution.

(II) Important production and sales policies

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

III. Future Development Strategy

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), and functional burn-in. These solutions are designed to seize emerging opportunities in AI servers, high-speed networking, AI phones, AI PCs, and edge computing. WWT is poised for continued growth in 2025 with the AI boom.

IV. Impact of Competitive, Regulatory, and Operating Environments

With the efforts of all WWT employees, WWT has become one of the top three logic test socket manufacturers in the world. Close cooperation with customers, leading technologies, complete product line deployment, and real-time local technical support and services are the strengths and value of WWT. Through continuous enhancement of manufacturing capabilities and expansion of service locations, alongside the constant progress towards building a comprehensive product lineup, WWT has steadily increased the visibility of its product lines and continues to grow its market share.

In terms of talent cultivation, WWT continues to invest in talent cultivation and technological R&D innovation. The Company implements in-depth industry-academia cooperation with the College of Semiconductor and Advanced Technology Research, NSYSU, every year. We aim to develop high-tech talent together to strengthen Taiwan's industry competitiveness. At the same time, WWT attaches importance to corporate governance. In 2022, the Company established a Sustainability Promotion Task Force and published a Sustainability Report to transparently disclose its sustainability results 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.

With the global economic outlook improving in 2025 and Taiwan maintaining its strength in advanced semiconductor manufacturing, WWT is well-positioned to sustain stable profitability. By delivering customized, high-quality technical support and services, the Company will create long-term investment value for its 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 2024 business report, financial statements, and surplus distribution proposals sent by the Board of Directors includes financial statements that have been audited by accountants Vincent Hsu and Tim Tzang of KPMG Taiwan as well as an audit report. The Audit Committee has reviewed the aforementioned business report, financial statements, and earnings distribution proposal and did not find any instances of noncompliance. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, it is hereby submitted for your review and perusal.

To
2025 Annual Shareholders' Meeting of WinWay Technology Co., Ltd.

Audit Committee convener: Hsiu Yi Hung

February 26, 2025



安侯建業聯合會計師事務所
KPMG

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Independent Auditors' Report

To the Board of Directors of WINWAY TECHNOLOGY Co., Ltd.

Opinion

We have audited the consolidated financial statements of WINWAY TECHNOLOGY Co., Ltd. and its subsidiaries (“the Group”), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, 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, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the 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(v) “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, 2024 and 2023, on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Lung, Hsu and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 26, 2025

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 and Report Originally Issued in Chinese)

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2024		December 31, 2023			December 31, 2024		December 31, 2023	
	Amount	%	Amount	%		Amount	%	Amount	%
Assets									
Current assets:									
Cash and cash equivalents (note 6(a))	\$ 1,123,987	15	639,467	13					
Current financial assets at fair value through profit or loss (notes 6(b)(m))	157	-	80,187	2					
Financial assets measured at amortized cost (note 6(c))	1,093,700	14	179,700	4					
Notes receivable, net (notes 6(d)(v))	44,790	1	1,496	-					
Accounts receivable, net (notes 6(d)(v))	1,790,192	24	866,346	18					
Other receivables (note 6(e))	2,159	-	580	-					
Current tax assets	9,423	-	1,343	-					
Inventories, net (note 6(f))	757,454	10	577,903	12					
Other current assets (note 6(k))	223,568	3	29,501	1					
Total current assets	5,045,430	67	2,376,523	50					
Non-current assets:									
Property, plant and equipment (notes 6(g) and 8)	2,256,431	30	2,108,761	43					
Right-of-use assets (note 6(h))	119,848	2	109,989	2					
Intangible assets (note 6(i))	37,528	-	47,490	1					
Deferred tax assets (note 6(r))	75,353	1	72,305	1					
Refundable deposits	5,012	-	5,257	-					
Other non-current financial assets (notes 6(j) and 8)	1,533	-	51,752	1					
Other non-current assets (note 6(k))	38,874	-	103,436	2					
Total non-current assets	2,534,579	33	2,498,990	50					
Total assets	\$ 7,580,009	100	4,875,513	100					
Liabilities and Equity									
Current liabilities:									
Current contract liabilities (note 6(v))									
Accounts payable									
Other payables (note 6(q))									
Current provisions (note 6(n))									
Current lease liabilities (note 6(o))									
Current tax liabilities									
Current deferred revenue (notes 6(l)(p))									
Long-term liabilities, current portion (notes 6(l)(m) and 8)									
Total current liabilities	31,143	-	57,730	1					
Non-current liabilities:									
Long-term borrowings (notes 6(l) and 8)									
Deferred tax liabilities (note 6(r))									
Non-current lease liabilities (note 6(o))									
Long-term deferred revenue (notes 6(l)(p))									
Other non-current liabilities, others									
Total non-current liabilities	200	1	-	-					
Total liabilities	227,728	5	406,779	8					
Equity attributable to owners of parent (notes 6(s)(u)(u)):									
Capital stock									
Capital surplus									
Retained earnings									
Other equity									
Total equity	(76,919)	(1)	(192,444)	(4)					
Total liabilities and equity	\$ 7,580,009	100	4,875,513	100					

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

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

	2024		2023	
	Amount	%	Amount	%
Operating revenue (notes 6(v) and 14)	\$ 5,798,096	100	3,682,049	100
Operating costs (notes 6(f)(i)(n)(o)(q)(t)(w) and 12)	<u>3,264,561</u>	<u>56</u>	<u>2,317,376</u>	<u>63</u>
Gross profit	<u>2,533,535</u>	<u>44</u>	<u>1,364,673</u>	<u>37</u>
Operating expenses (notes 6(d)(i)(o)(q)(t)(w), 7 and 12):				
Selling expenses	463,912	8	355,999	10
General and administrative expenses	371,616	6	214,884	6
Research and development expenses	347,159	6	231,882	6
Expected credit impairment (gain) losses	<u>(17,295)</u>	<u>-</u>	<u>5,148</u>	<u>-</u>
Total operating expenses	<u>1,165,392</u>	<u>20</u>	<u>807,913</u>	<u>22</u>
Net operating income	<u>1,368,143</u>	<u>24</u>	<u>556,760</u>	<u>15</u>
Non-operating income and expenses (notes 6(b)(c)(l)(m)(p)(x)):				
Interest income	23,092	-	13,763	-
Other gains and losses	57,873	1	(6,383)	-
Finance costs (note 6(o))	<u>(14,526)</u>	<u>-</u>	<u>(3,146)</u>	<u>-</u>
Total non-operating income and expenses	<u>66,439</u>	<u>1</u>	<u>4,234</u>	<u>-</u>
Profit before income tax	1,434,582	25	560,994	15
Income tax expenses (note 6(r))	<u>248,745</u>	<u>4</u>	<u>96,956</u>	<u>3</u>
Profit	<u>1,185,837</u>	<u>21</u>	<u>464,038</u>	<u>12</u>
Other comprehensive income (note 6(r)):				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of foreign financial statements	10,664	-	(4,983)	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(r))	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other comprehensive income	<u>10,664</u>	<u>-</u>	<u>(4,983)</u>	<u>-</u>
Comprehensive income	<u>\$ 1,196,501</u>	<u>21</u>	<u>459,055</u>	<u>12</u>
Earnings per share (note 6(u)):				
Basic earnings per share (in New Taiwan Dollars)	<u>\$ 34.31</u>		<u>13.52</u>	
Diluted earnings per share (in New Taiwan Dollars)	<u>\$ 33.61</u>		<u>13.35</u>	

See accompanying notes to financial statements.

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

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent							Total other equity interest
	Retained earnings							
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	
Balance at January 1, 2023	345,380	1,794,485	221,962	10,315	1,402,891	1,635,168	(5,059)	3,695,542
Profit	-	-	-	-	464,038	464,038	-	464,038
Other comprehensive income	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-	(4,983)	(4,983)
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	110,023	-	(110,023)	-	-	-
Reversal of special reserve	-	-	-	(5,257)	5,257	-	-	-
Cash dividends of ordinary share	-	-	-	-	(754,468)	(754,468)	-	(754,468)
Restricted Stock Awards	2,500	201,750	-	-	-	-	-	-
Restricted Stock Awards compensation write-down	(154)	154	-	-	-	-	-	(204,250)
Restricted Stock Awards compensation cost	-	(7,235)	-	-	-	-	-	-
Donation from shareholders	-	260	-	-	-	-	-	96,280
Balance at December 31, 2023	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
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	5,539,904

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

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from(used in) operating activities:		
Profit before income tax	\$ 1,434,582	560,994
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	222,496	114,605
Amortization expenses	14,248	12,637
Expected credit impairment (gains) losses	(17,295)	5,148
Losses (gain) on financial assets at fair value through profit or loss	1,930	(187)
Gains on disposal of financial assets at fair value through profit or loss	(437)	(497)
Interest expenses	14,526	3,146
Interest income	(23,092)	(13,763)
Share-based payment transactions	93,466	89,045
(Gains) losses on disposal of property, plant and equipment	(141)	585
Unrealized foreign exchange (gain) loss	(9,906)	6,651
Total adjustments to reconcile profit	<u>295,795</u>	<u>217,370</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
(Increase) decrease in notes receivable	(43,013)	5,489
(Increase) decrease in accounts receivable	(895,334)	727,584
(Increase) decrease in other receivables	(746)	47
(Increase) decrease in inventories	(176,846)	189,826
(Increase) decrease in other current assets	(193,807)	14,836
Total changes in operating assets	<u>(1,309,746)</u>	<u>937,782</u>
Changes in operating liabilities:		
Increase (decrease) in accounts payable	331,003	(596,395)
Increase (decrease) in other payables	340,034	(259,943)
Increase (decrease) in current provisions	10,262	(8,403)
Increase in current contract liabilities	89,538	41,616
Decrease in long-term deferred revenue	(423)	(425)
Total changes in operating liabilities	<u>770,414</u>	<u>(823,550)</u>
Total adjustments	<u>(243,537)</u>	<u>331,602</u>
Cash inflow generated from operations	1,191,045	892,596
Interest received	22,259	13,783
Interest paid	(5,545)	(2,919)
Income taxes paid	(158,798)	(303,934)
Net cash flows from operating activities	<u>1,048,961</u>	<u>599,526</u>
Cash flows from (used in) investing activities:		
Increase in financial assets at amortized cost	(914,000)	(150,000)
Acquisition of financial assets at fair value through profit or loss	(20,000)	(680,000)
Proceeds from disposal of financial assets at fair value through profit or loss	100,437	600,497
Acquisition of property, plant and equipment	(188,000)	(689,562)
Proceeds from disposal of property, plant and equipment	257	4,424
Decrease in refundable deposits	336	2,180
Acquisition of intangible assets	(2,983)	(11,049)
Decrease (increase) in other financial assets	50,219	(108)
Increase in prepayments for equipment	(110,726)	(170,607)
Net cash flows used in investing activities	<u>(1,084,460)</u>	<u>(1,094,225)</u>
Cash flows from (used in) financing activities:		
Proceeds from issuing bonds	1,158,689	-
Proceeds from long-term borrowings	150,000	400,000
Repayments of long-term borrowings	(400,000)	-
Increase (decrease) in guarantee deposits	200	(200)
Payments of lease liabilities	(14,842)	(13,963)
Cash dividends paid	(377,978)	(754,468)
Net cash flows from (used in) financing activities	<u>516,069</u>	<u>(368,631)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>3,950</u>	<u>(1,292)</u>
Net increase (decrease) in cash and cash equivalents	<u>484,520</u>	<u>(864,622)</u>
Cash and cash equivalents at the beginning of period	<u>639,467</u>	<u>1,504,089</u>
Cash and cash equivalents at the end of period	<u>\$ 1,123,987</u>	<u>639,467</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, 2024 and 2023, 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, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers 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 for 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(w) "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, IFRIC, 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 Cheng-Lung, Hsu and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 26, 2025

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, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2024		December 31, 2023			December 31, 2024		December 31, 2023	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:					Current liabilities:				
Cash and cash equivalents (note 6(a))	\$ 955,215	13	564,626	12	Current contract liabilities (note 6(w))	\$ 186,091	2	96,553	2
Current financial assets at fair value through profit or loss (notes 6(b)(n))	157	-	80,187	2	Accounts payable	732,497	10	412,328	9
Financial assets measured at amortized cost (note 6(c))	1,093,700	14	179,700	4	Accounts payable to related parties (note 7)	7,705	-	159	-
Accounts receivable, net (notes 6(d)(w))	1,414,180	19	552,713	11	Other payables (note 6(r))	575,994	8	264,580	5
Accounts receivable due from related parties, net (notes 6(d)(w) and 7)	383,759	5	274,270	6	Other payables to related parties (note 7)	4,876	-	4,140	-
Other receivables (note 6(e))	2,159	-	580	-	Current provisions (note 6(o))	17,112	-	6,850	-
Other receivables due from related parties, net (notes 6(e) and 7)	12,286	-	2,244	-	Current lease liabilities (note 6(p))	7,650	-	6,801	-
Inventories, net (note 6(f))	720,483	10	523,842	11	Current tax liabilities	189,441	3	95,353	2
Other current assets (note 6(l))	216,804	3	23,068	-	Long-term liabilities, current portion (notes 6(m)(n) and 8)	31,143	-	57,730	2
Total current assets	4,798,743	64	2,201,230	46	Current deferred revenue (notes 6(m)(q))	701	-	1,850	-
					Total current liabilities	1,753,210	23	946,344	20
Non-current assets:					Non-Current liabilities:				
Investments accounted for using equity method, net (notes 6(g) and 7)	304,744	4	249,877	5	Long-term borrowings (notes 6(m) and 8)	146,971	2	337,437	7
Property, plant and equipment (notes 6(h) and 8)	2,150,395	29	2,007,277	42	Deferred tax liabilities (note 6(s))	6,898	-	-	-
Right-of-use assets (note 6(i))	91,938	1	104,163	2	Non-current lease liabilities (note 6(p))	46,661	1	58,356	1
Intangible assets (note 6(l))	36,882	-	46,708	1	Long-term deferred revenue (notes 6(m)(q))	7,025	-	8,103	-
Deferred tax assets (note 6(s))	75,353	1	72,305	1	Guarantee deposits	200	-	-	-
Refundable deposits	2,407	-	2,926	-	Total non-current liabilities	207,755	3	403,896	8
Other non-current financial assets (notes 6(k) and 8)	1,533	-	51,752	1	Total liabilities	1,960,965	26	1,350,240	28
Other non-current assets (note 6(l))	38,874	1	103,436	2	Equity attributable to owners of parent (notes 6(t)(u)(v)):				
Total non-current assets	2,702,126	36	2,638,444	54	Capital stock	358,238	5	347,726	7
					Capital surplus	3,105,988	41	1,989,414	41
					Retained earnings	2,152,597	29	1,344,738	28
					Other equity	(76,919)	(1)	(192,444)	(4)
					Total equity	5,539,904	74	3,489,434	72
Total assets	\$ 7,500,869	100	4,839,674	100	Total liabilities and equity	\$ 7,500,869	100	4,839,674	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, 2024 and 2023****(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Share)**

	2024		2023	
	Amount	%	Amount	%
Operating revenue (notes 6(w) and 7)	\$ 5,480,486	100	3,228,532	100
Operating costs (notes 6(f)(j)(o)(p)(r)(u)(x), 7 and 12)	3,095,824	56	2,037,696	63
Gross profit	<u>2,384,662</u>	<u>44</u>	<u>1,190,836</u>	<u>37</u>
Add: Realized profit (loss) from sales	7,240	-	75,480	2
Gross profit	<u>2,391,902</u>	<u>44</u>	<u>1,266,316</u>	<u>39</u>
Operating expenses (notes 6(d)(j)(p)(r)(u)(x), 7 and 12):				
Selling expenses	409,142	7	287,527	9
General and administrative expenses	340,772	6	190,155	6
Research and development expenses	346,642	6	231,882	7
Expected credit impairment (gain) losses	(17,120)	-	6,924	-
Total operating expenses	<u>1,079,436</u>	<u>19</u>	<u>716,488</u>	<u>22</u>
Net operating income	<u>1,312,466</u>	<u>25</u>	<u>549,828</u>	<u>17</u>
Non-operating income and expenses (notes 6(b)(c)(m)(n)(q)(y)):				
Interest income	21,539	-	13,543	-
Other gains and losses	77,316	1	340	-
Share of profit (loss) of associates and joint ventures accounted for using equity method (note 6(g))	36,918	1	(7,989)	-
Finance costs (notes 6(m)(p))	(14,097)	-	(3,026)	-
Total non-operating income and expenses	<u>121,676</u>	<u>2</u>	<u>2,868</u>	<u>-</u>
Profit before income tax	1,434,142	27	552,696	17
Income tax expenses (note 6(s))	<u>248,305</u>	<u>5</u>	<u>88,658</u>	<u>3</u>
Profit	<u>1,185,837</u>	<u>22</u>	<u>464,038</u>	<u>14</u>
Other comprehensive income (note 6(s)):				
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	10,664	-	(4,983)	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(s))	-	-	-	-
Other comprehensive income	<u>10,664</u>	<u>-</u>	<u>(4,983)</u>	<u>-</u>
Comprehensive income	<u>\$ 1,196,501</u>	<u>22</u>	<u>459,055</u>	<u>14</u>
Earnings per share (note 6(v)):				
Basic earnings per share (in New Taiwan Dollars)	<u>\$ 34.31</u>		<u>13.52</u>	
Diluted earnings per share (in New Taiwan Dollars)	<u>\$ 33.61</u>		<u>13.35</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, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Total other equity interest			Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Unearned stock-based employee compensation	
Balance at January 1, 2023	\$ 345,380	1,794,485	221,962	10,315	1,402,891	1,635,168	(5,059)	(74,432)	3,695,542
Profit	-	-	-	-	464,038	464,038	-	-	464,038
Other comprehensive income	-	-	-	-	-	-	(4,983)	-	(4,983)
Total comprehensive income	-	-	-	-	-	-	(4,983)	-	(4,983)
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	110,023	-	(110,023)	-	-	-	-
Reversal of special reserve	-	-	-	(5,257)	5,257	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(754,468)	(754,468)	-	-	(754,468)
Restricted Stock Awards	2,500	201,750	-	-	-	-	-	(204,250)	-
Restricted Stock Awards write-down	(154)	154	-	-	-	-	-	-	-
Restricted Stock Awards compensation cost	-	(7,235)	-	-	-	-	-	96,280	89,045
Donation from shareholders	-	260	-	-	-	-	-	-	260
Balance at December 31, 2023	\$ 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	-	-	-	-	-	-	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

(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, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 1,434,142	552,696
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	193,545	86,986
Amortization expenses	14,085	12,483
Expected credit impairment (gains) losses	(17,120)	6,924
Losses (gains) on financial assets at fair value through profit or loss	1,930	(187)
Gain on disposal of financial assets at fair value through profit or loss	(437)	(497)
Interest expenses	14,097	3,026
Interest income	(21,539)	(13,543)
Share-based payment transactions	93,466	89,045
Share of (profit) loss of accounted for using equity method	(36,918)	7,989
Gains losses on disposal of property, plant and equipment	(224)	223
Unrealized profit from sales	(7,240)	(75,480)
Total adjustments to reconcile profit	233,645	116,969
Changes in operating assets and liabilities:		
Changes in operating assets:		
(Increase) decrease in accounts receivable	(844,347)	443,323
(Increase) decrease in accounts receivable due from related parties	(109,489)	469,316
(Increase) decrease in other receivables	(746)	47
Decrease (increase) in other receivable due from related parties	2,244	(2,244)
(Increase) decrease in inventories	(196,641)	61,708
(Increase) decrease in other current assets	(193,736)	9,945
Total changes in operating assets	(1,342,715)	982,095
Changes in operating liabilities:		
Increase (decrease) in accounts payable	320,169	(581,073)
Increase (decrease) in accounts payable to related parties	7,546	(221)
Increase (decrease) in other payables	324,014	(250,167)
Increase (decrease) in other payable to related parties	736	(12,541)
Increase (decrease) in current provisions	10,262	(8,403)
Increase in current contract liabilities	89,538	41,620
Decrease in long-term deferred revenue	(423)	(425)
Total changes in operating liabilities	751,842	(811,210)
Total changes in operating assets and liabilities	(590,873)	170,885
Total adjustments	(357,228)	287,854
Cash inflow generated from operations	1,076,914	840,550
Interest received	20,706	13,563
Interest paid	(5,116)	(2,799)
Income taxes paid	(150,367)	(286,560)
Net cash flows from operating activities	942,137	564,754
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through profit or loss	(20,000)	(680,000)
Proceeds from disposal of financial assets at fair value through profit or loss	100,437	600,497
Increase in financial assets at amortized cost	(914,000)	(150,000)
Acquisition of property, plant and equipment	(179,935)	(672,788)
Proceeds from disposal of property, plant and equipment	1,275	3,008
Decrease in refundable deposits	519	2,271
Acquisition of intangible assets	(2,983)	(10,342)
Decrease (increase) in other financial assets	50,219	(108)
Increase in prepayments for equipment	(110,726)	(171,143)
Net cash flows used in investing activities	(1,075,194)	(1,078,605)
Cash flows from (used in) financing activities:		
Proceeds from issuing bonds	1,158,689	-
Proceeds from long-term borrowings	150,000	400,000
Repayments of long-term borrowings	(400,000)	-
Increase (decrease) in guarantee deposits	200	(200)
Payments of lease liabilities	(7,265)	(6,817)
Cash dividends paid	(377,978)	(754,468)
Net cash flows from (used in) financing activities	523,646	(361,485)
Net increase (decrease) in cash and cash equivalents	390,589	(875,336)
Cash and cash equivalents at the beginning of period	564,626	1,439,962
Cash and cash equivalents at the end of period	\$ 955,215	564,626

See accompanying notes to financial statements.

Annex 5 Comparison Table of the Articles of Incorporation Before and After Amendment

Comparison Table of the Articles of Incorporation Before and After Amendment

Revised Articles	Current Articles	Description
<p>Article 1 This company is a regulated organization under the Republic of China's Company Act and operates under the name "穎歲科技股份有限公司" and English name of "<u>WinWay Technology Co., Ltd.</u>"</p>	<p>Article 1 This company is a regulated organization under the Republic of China's Company Act and operates under the name "穎歲科技股份有限公司" and English name of "<u>Win Way Technology Co., Ltd.</u>"</p>	Amendment of the Company's English name
<p>Article 8 The Company may choose to not provide share certificates in print form <u>for the shares issued</u> but shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise</p>	<p>Article 8 <u>According to Article 162-2 of the Company Act</u>, the Company may be exempted from printing any share certificates but shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.</p>	Revised in accordance with Company Act
<p>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 <u>third</u> 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.</p>	<p>Article 17 This company shall establish a Board of Directors with 5 to 9 individuals serving a term of 3 years; an individual with capacity for action shall be elected and may be re-elected by the shareholders' meeting. Election of directors should be handled according to Article 198 of the Company Act and applicable laws and regulations. The Board of Directors established by this company may have no less than 3 independent directors who must number greater than one-fifth of the board. Election of directors shall utilize a candidate nomination system as stated in Article 192-1 of the Company Act; the implementation of related matters shall be handled in accordance with the Company Act, Securities and Exchange Act, and applicable laws and regulations.</p>	Amended the provision on the number of independent directors in accordance with Article 4 of the Taiwan Stock Exchange Corporation Matters for Compliance in the Establishment and Exercise of Powers of the Board of Directors of a Listed Company.

<p>Article 24</p> <p>If the Company is profitable within the fiscal year, no less than 5% and no more than 15% should be allocated to employee remuneration.</p> <p><u>For the employee remuneration, no less than 30% should be allocated for remuneration distribution for base-level employees.</u> 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.</p>	<p>Article 24</p> <p>If the company is profitable within the fiscal year, no less than 5% and no more than 15% of employee compensation should be allocated, in the form of stocks or cash, to the employees of controlled or subsidiary companies that meet certain conditions; additionally, no more than 3% shall be allocated as compensation to directors. However, if the Company has accumulated losses, the Company shall set aside a part of the surplus profit first for making up the losses.</p>	<p>In accordance with Paragraph 6, Article 14 of the Securities and Exchange Act, a specified annual percentage shall be allocated for salary adjustments or remuneration distribution to base-level employees.</p>
<p>Article 28</p> <p>The articles of association were established on March 28, 2001.</p> <p>The 1st revision was made on September 22, 2002.</p> <p>The 2nd revision was made on July 16, 2004.</p> <p>The 3rd revision was made on November 23, 2004.</p> <p>The 4th revision was made on June 27, 2005.</p> <p>The 5th revision was made on January 12, 2006.</p> <p>The 6th revision was made on November 24, 2006.</p> <p>The 7th revision was made on February</p>	<p>Article 28</p> <p>The articles of association were established on March 28, 2001.</p> <p>The 1st revision was made on September 22, 2002.</p> <p>The 2nd revision was made on July 16, 2004.</p> <p>The 3rd revision was made on November 23, 2004.</p> <p>The 4th revision was made on June 27, 2005.</p> <p>The 5th revision was made on January 12, 2006.</p> <p>The 6th revision was made on November 24, 2006.</p> <p>The 7th revision was made on February</p>	<p>Added revision dates.</p>

<p>27, 2007.</p> <p>The 8th revision was made on August 16, 2007.</p> <p>The 9th revision was made on May 10, 2012.</p> <p>The 10th revision was made on October 22, 2012.</p> <p>The 11th revision was made on October 16, 2014.</p> <p>The 12th revision was made on June 29, 2015.</p> <p>The 13th revision was made on June 27, 2016.</p> <p>The 14th revision was made on June 29, 2018.</p> <p>The 15th revision was made on January 17, 2019.</p> <p>The 16th revision was made on May 28, 2019.</p> <p>The 17th revision was made on May 28, 2020.</p> <p>The 18th revision was made on June 24, 2022.</p> <p>The 19th revision was made on June 21, 2024.</p> <p><u>The 20th revision was made on June 19, 2025.</u></p>	<p>27, 2007.</p> <p>The 8th revision was made on August 16, 2007.</p> <p>The 9th revision was made on May 10, 2012.</p> <p>The 10th revision was made on October 22, 2012.</p> <p>The 11th revision was made on October 16, 2014.</p> <p>The 12th revision was made on June 29, 2015.</p> <p>The 13th revision was made on June 27, 2016.</p> <p>The 14th revision was made on June 29, 2018.</p> <p>The 15th revision was made on January 17, 2019.</p> <p>The 16th revision was made on May 28, 2019.</p> <p>The 17th revision was made on May 28, 2020.</p> <p>The 18th revision was made on June 24, 2022.</p> <p>The 19th revision was made on June 21, 2024.</p>	
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Annex 6 Regulations for the Issuance of New Restricted Employee Shares in 2025

WinWay Technology Co., Ltd.

Regulations for the Issuance of New Restricted Employee Shares in 2025

I. Purposes of issuance

In order to retain professionals trained by the Company and encourage long-term service and cohesion among employees, and to work towards the Company's operational goals together and create equity for the Company and shareholders, the Company has stipulated the Regulations for the Issuance of New Restricted Employee Shares in 2025 (hereinafter referred to as the Regulations) according to the laws and regulations.

II. Reporting and issuance deadline

One registration of issuance or batch issuance is allowed over a period of 1 year from the date of the shareholders resolution, and one issuance or batch issuance is allowed within 2 years after receipt of notice by the competent authority indicating the registration has become effective. The actual issuance date shall be determined by the Chairman as authorized by the board of directors.

III. Qualifications and conditions for employees and numbers shares distributable or subscribable:

(I) Limited to employees of the Company and its domestic and overseas controlled or subordinate companies, the term "subordinate company" is defined according to the standards of Article 369-2, Article 369-3, Paragraph 2 of Article 369-9, and Article 369-11 of the Company Act, as per the FSC order Jin-Guan-Zheng-Fa-Zi No. 1070121068. The actual number of shares granted to employees shall be based on the employee's performance, past and expected overall contributions or special contributions and development potential, title, position level, and seniority. It shall be proposed by the President and submitted to the Chairperson for approval. The number of shares shall be approved by more than half of the directors in a meeting with over two thirds of all directors in attendance. However, shares for directors serving as a manager or employee must first be approved by the Remuneration Committee. Shares for employees who are not directors or managers must first be approved by the Audit Committee before being submitted to the Board of Directors for resolution.

(II) Number of cumulative new restricted employee shares issued by the Company to a single employee and the total vested shares to be issued in accordance with Article 56-1, Paragraph 1 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers may not exceed 0.3% of the Company's total outstanding shares. In addition, the cumulative number of new restricted employee shares obtained by the single warrant holder according to Paragraph 1, Article 56 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, may not exceed 1% of the Company's total outstanding shares.

IV. Total number issued

New restricted employee shares issued in accordance with the Regulations are 200,000 common shares at par value of NT\$10 per share, with a total value of NT\$2,000,000.

V. Subscription criteria

(I) Issue price: Adopted gratuitous issuance.

(II) Vesting conditions:

1. After employees are granted restricted employee shares, the number of shares that employees can acquire shall be settled annually. The percentage of restricted employee shares granted each year is as follows:

The maximum granted percentage is 30% for employees who have served the company for 1 year after the stock granting date.

The maximum granted percentage is 30% for employees who have served the company for 2 year after the stock granting date.

The maximum granted percentage is 40% for employees who have served the company for 3 year after the stock granting date.

The actual vested percentage is calculated annually based on individual work performance:

Served the company for 1 year after the stock granting date

- (1) 100% for individuals who received a performance grade of "B" or above at least once and had no "D" or "E" grades in the previous year.
- (2) 70% for individuals who received a performance grade of "C" twice in the previous year.
- (3) 0% for individuals who received any performance grade of "D" or "E" in the previous year.

Served the company for 2 or 3 years after the stock granting date

Performance grades and the maximum vested percentage follow the standards described above, but the final percentage must be multiplied by the previous year's results. An example is shown in the table below.

Sample	Served for 1 year	Served for 2 years	Served for 3 years
Case 1: (B/B/B)	B: 100%	B: 100%*100%=100%	B: 100%*100%*100%=100%
Case 2: (B/C/B)	B: 100%	C: 100%*70%=70%	B: 100%*70%*100%=70%
Case 3: (C/C/C)	C: 70%	C: 70%*70%=49%	C: 70%*70%*70%=34.3%
Case 4: (C/D/C)	C: 70%	D: 70%*0%=0%	C: 70%*0%*70%=0%

2. After the restricted employee shares are granted to the employee, the Company shall have the right to revoke and cancel gratuitously the unvested restricted employee shares in the event that the employee breaches/violates any of terms of the employment agreement or employee handbook of the Company.
3. The granting of the restricted employee shares is defined as the "stock payment date".
4. The aforementioned date will be moved to the preceding business day if it falls on a holiday.

(III) Class of issued shares: Common shares of the Company.

(IV) Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance:

1. Voluntary resignation:

Where the vesting conditions for new restricted employee shares are not met, the date of resignation will be deemed to be the date where the qualifications for vesting conditions were lost, and the Company will redeem the shares gratuitously and cancel them in accordance with the law.

2. Leave without pay:

For employees approved by the Company to be on leave without pay according to government laws and regulations and due to serious personal illness, major family change, or continued education abroad, and who have not met the vesting conditions for restricted employee shares, their equity shall be restored on the reinstatement date. However, the vesting conditions shall be deferred according to the period of leave without pay.

3. Retirement:

Restricted employee shares that have not met the vesting conditions shall be deemed to be

vested within the vesting condition schedule in accordance with Paragraph (2) of the Article from the date of retirement or the expiration of the one year period for restricted employee shares (the latter date shall prevail).

4. Death:

Where the vesting conditions for new restricted employee shares are not met, the employee will be deemed to have lost the qualifications for vesting conditions, and the Company will redeem the shares gratuitously and cancel them in accordance with the law.

5. Occupational disaster resulting in disability or death:

(1) In the event of termination of employment due to disabilities as a result of occupational accidents of employee, the unvested restricted employee shares shall be deemed to be vested within the vesting condition schedule in accordance with Paragraph (2) of the Article from the date of retirement or the expiration of the one year period for restricted employee shares (the latter date shall prevail).

(2) In the event of death due to occupational accidents, the unvested restricted employee shares of the employee shall be deemed to be vested within the vesting condition schedule in accordance with Paragraph (2) of the Article from the date of death or the expiration of the one year period for restricted employee shares (the latter date shall prevail).

6. Layoff:

Where the vesting conditions for new restricted employee shares are not met, the effective date of severance will be deemed to be the date where the qualifications for vesting conditions were lost, and the Company will redeem the shares gratuitously and cancel them in accordance with the law, or the Chairperson may approve the proportion of vesting conditions achieved and the deadline according to the vesting condition schedule in Paragraph (2) of the Article.

7. Transfer:

If an employee requests to be transferred to an affiliate or another company (except for subsidiaries), new restricted employee shares that are yet to meet the vesting conditions shall be handled in the same manner as that for resignation. However, for those who have been transferred due to company requirements, the Chairperson may approve the proportion of vesting conditions achieved and the deadline according to the vesting condition schedule in Paragraph (2) of the Article.

VI. Restricted rights of new shares allotted prior to meeting the vesting conditions:

(I) For new restricted employee shares issued in accordance with these Regulations, the restricted rights of new shares granted to employees prior to meeting the vesting conditions are as follows:

1. Employees who are allotted new shares but have not met the vesting conditions, except for inheritance, may not sell, mortgage, transfer, gift, or pledge the new restricted employee shares, or dispose them in any other ways.

2. Attendance, proposal, speech, and voting rights in shareholders' meeting are to be conducted in accordance with the trust agreement.

3. Employees who are granted new restricted employee shares according to the Regulations may not participate in cash dividend distribution and stock dividend distribution or exercise the right to subscribe to shares in a follow-on offering before the vesting conditions are fully met, but shall enjoy the interests incidental to the Company's common shares outstanding (including interests in any form granted by law under certain circumstances, including, without being limited to, capital reduction, merger, demerger, or share swap) ("Granted Interests" hereinafter). Granted Interests need not be held in trust and are not restricted to the vesting period.

4. If the Company conducts a capital reduction due to reasons other than legally required ones (e.g., a capital reduction through cancellation of shares and refund of share subscription proceeds to shareholders) during the vesting period, the number of new restricted employee shares shall be reduced pro rata to the capital reduction ratio. In the case of a capital reduction through cancellation of shares and refund of share subscription proceeds to shareholders, the proceeds refunded shall be held in trust and may be delivered to employees only at the fulfillment of vesting conditions or after expiration of the vesting period; however, the Company will collect such proceeds back if vesting conditions fail to be fully met at the expiration of the vesting period.

VII. Procedures for the allotment of new shares

- (I) After the employee is granted the restricted employee shares, the Company shall record the number of shares granted in the Company's shareholder register on the capital increase base date, and take custody of the granted shares according to the Regulations before the employee satisfies the vesting conditions.
- (II) For new restricted employee shares issued by the Company in accordance with the Regulations, the Company shall make changes to the register in accordance with the law.
- (III) The detailed operations for the issuance of restricted employee shares to those who have achieved the vesting conditions shall be handled by the employees who have been notified of the granting of shares by the Company.

VIII. Other material matters

- (I) Any other matters not set forth in these Regulations shall be dealt with in accordance with the related laws and regulations.
- (II) After the restricted employee shares are issued, the shares shall be delivered to the trust for custody. The Company shall be fully authorized to act on behalf of the employees and conduct (including but not limited to) negotiations, signing, revision, extension, release, and termination of the trust agreement, as well as the delivery, use, and disposal of trust properties with the trust institution for stocks.
- (III) These Regulations shall come into effect upon approval from a majority of the directors present at a directors meeting attended by two-thirds or more of directors, and approval granted by the competent authority upon submission. If during the review process, the competent authority requires the Regulations to be amended, the Chairman is authorized to amend the Regulations, and resubmit to the Board of Directors for approval by more than half of directors in a meeting with over two thirds of all directors in attendance before issuance.

I. Appendix

Appendix 1 Articles of Incorporation<Before Revision>

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

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

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

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

Chapter 3 Shareholders' Meeting

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

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

- Article 11-1 The Company's shareholders' meeting can be convened through video conferencing or other methods announced by the competent authority.
- Article 12 When convening regular shareholders' meetings, the date, venue, and agenda of the meeting should be announced to shareholders 20 days in advance; information of extraordinary shareholders' meetings should be announced to shareholders 10 days in advance. After public offering of this company's shares, the convening of regular shareholders' meetings should be announced to shareholders 30 days in advance; the convening of extraordinary shareholders' meetings should be announced to shareholders 15 days in advance.
- Article 13 Resolutions at a Shareholders' Meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total outstanding shares. When convening a shareholders' meeting, according to the laws and regulations of the competent authority or after this company is publicly listed, voting rights should be exercised electronically; shareholders who vote electronically must be present at the shareholders' meeting. The relevant matters shall be handled in accordance with laws and regulations.
- Article 14 Each shareholder of the Company shall have one vote per share, unless otherwise provided by Article 179 of the Company Act.
- Article 15 If a shareholder is unable to attend the shareholders' meeting for any reason, they must provide a power of attorney issued by the company clearly specifying the scope of authorization for entrusting a proxy to attend; the aforementioned power of attorney must be delivered to this company 5 days in advance of the shareholders' meeting. After public offering of this company's shares, the rules for entrusting a proxy should comply with the rules and regulations set forth by the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" announced by the competent authority.
- Article 16 The shareholders' meeting shall be convened by the Board of Directors unless otherwise stipulated in the Company Act, and the person presiding over the meeting will be the Chairman of the Board of Directors. If the Chairman is on leave or for any reason cannot discharge his duty, Paragraph 3 of Article 208 of the Company Act should apply. If the shareholders' meeting is called by a person entitled to do so other than the Chairman, that person shall act as the Chairman. If two or more persons are entitled to call the shareholders' meeting, those persons shall elect one person to act as the Chairman.

Chapter 4 Directors

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

for the meeting to be convened, or via teleconference.

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

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

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

Chapter 5 Managers

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

Chapter 6 Accounting

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

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

The profitable circumstances as mentioned in item 1 refers to profit before tax after deducting the allocated remuneration to employees and directors in the current fiscal year. The allocation of remuneration to employees and directors shall be decided in a Board of Directors meeting in which more than two third of directors are in attendance and more than half of present directors are in agreement; remuneration shall be disbursed at one time and reported to the shareholders' meeting.

Article 25 If there is a surplus at the year-end account closure, it should be allocated according to the following order.

(一) Pay taxes.

(二) Make up for losses.

(三) Withdrawal 10% to the statutory surplus reserve; however, this shall not be 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 thirds 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 thirds 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.

WinWay Technology Co., Ltd.

Chairman: Mark Wang

Appendix 2 Rules of Procedure for Shareholders' Meetings

Rules of Procedure for the Shareholders' Meeting

Article 1

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

Article 2

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

Article 3

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

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 extemporary motions;

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

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

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

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

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

The Company shall notify the proposing shareholders of the outcome of their proposed agenda items before the date the meeting notice is sent. Meanwhile, agenda items that satisfy the conditions listed in this Article shall be included as part of the meeting notice.

During the shareholders' meeting, the Board of Directors shall explain the reasons why certain proposed agenda items are excluded from discussion.

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 announced 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 3 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 20, 2025) 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	9.76%
Director	Cliff Liu	1,114,962	3.11%
Director	JQ Lee	1,432,155	3.99%
Director	Jason Chen	270,053	0.75%
Director	CHIANG HOCK WOO	-	-
Independent Director	Hsiu Yi Hung	-	-
Independent Director	Ted Lee	-	-
Independent Director	Wilson Wang	-	-
Independent Director	Dennis Chang	-	-

(note)

1. The Company's paid-in capital is NT\$358,603,260 and 35,860,326 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 20, 2025), the Company's directors hold 6,316,729 shares, which has met the statutory requirements.