

Wistron Corporation

2022 Annual General Shareholder' Meeting Meeting Agenda (Translation)

<http://www.wistron.com> June 17, 2022



DISCLAIMER

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Wistron Corporation
Rules and Procedures of Shareholders' Meeting

- Article 1. The Shareholders' Meeting (the "Meeting") of Wistron Corporation ("Wistron"), except as otherwise provided by law, regulation, or the articles of incorporation, shall be conducted in accordance with these Rules and Procedures.
- Article 2. The Company shall be set forth in the meeting notice the shareholder sign-in time, location of the meeting and other precautions.
- The shareholder sign-in time should be at least thirty minutes prior to the start of the meeting; the reception post should be clearly marked and adequately qualified personnel sent to handle the sign-in.
- Shareholders attending the Meeting shall sign in. The sign-in procedure is performed by submitting an attendance card. The number of shares represented by attending shareholders shall be calculated in accordance with the attendance card submitted by shareholders. The shares of shareholders exercising voting rights in written form or by electronic means shall also be included.
- Shareholders or their proxies (hereinafter referred to as "shareholders") with an attendance card shall be allowed to attend the Meeting; registered proxy solicitors shall also bring identification documents for verification.
- Article 3. The presence of shareholders at the Meeting and their voting at the Meeting shall be calculated in accordance with the number of shares.
- Article 4. The Meeting shall be held at the domicile of Wistron or at any other appropriate place that is convenient for the presence of shareholders. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.
- Article 5. If the Meeting is called by the Board of Directors ("BOD"), the Board's Chairman shall preside at the Meeting. In case the Chairman is on leave of absence, or cannot exercise his powers and authority, the Vice Chairman shall act in his place. If there is no Vice Chairman, or the Vice Chairman is also on leave of absence, or cannot exercise his powers and authority, the Chairman shall designate a director to act in his place. If the Chairman does not designate a director, the directors shall elect one from among themselves to act in lieu of the Chairman. The director acting as Chairman of the Meeting shall have held office for more than six months and understand the financial and business conditions of the Company, likewise if the acting Chairman is a representative of a juristic person. If the Meeting is called by any person other than the BOD, who has the right to call the Meeting, said person shall preside at that Meeting.
- Article 6. Wistron may appoint designated counsel, CPA or other related persons to attend the Meeting.
- Article 7. The Company shall record the proceedings of the Meeting entirely in audio or video from the shareholders' sign-in through the meeting discussions and the vote counting process; this recording shall be continuous and uninterrupted and the Company shall retain the recording for at least one year. However, if a shareholder lawsuit has been instituted in accordance with Article 189 of the Company Act, the proceedings of the meeting shall be preserved by the Company until the legal proceedings of the lawsuit have been concluded.

- Article 8. The Chairman shall call the Meeting to order at the time scheduled for the Meeting and announce the relevant information such as the number of non-voting rights and the number of shares present, provided, however, that if the shareholders present do not represent a majority of the total number of issued shares (“quorum”), the Chairman may postpone the Meeting, provided, however, that the postponement of the Meeting shall be limited to two times, and the total time of the overall postponement shall not exceed one hour. If the Meeting has been postponed twice, but the shareholders present still do not represent a quorum, a tentative resolution may be adopted by shareholders representing one-third of the total amount of issued shares, in accordance with Paragraph 1 of Article 175 of the Company Act. Before the close of the Meeting, if the shareholders present represent a quorum, the Chairman may present the tentative resolution so adopted to the Meeting for resolution in accordance with the provisions of Article 174 of the Company Act.
- Article 9. If the Meeting is convened by the BOD, the agenda of the Meeting shall be set by the BOD. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda. During the Meeting, the Chairman may, at his/her discretion, set time for intermission. Unless otherwise resolved at the Meeting, the Chairman may not announce adjournment of the Meeting before the Meeting is finished. If the Chairman announces the adjournment in violation of these Rules and Procedures, the shareholders may, by majority of the votes represented by the shareholder present at the Meeting, designate one person as the Chairman to continue the Meeting.
- Article 10. A shareholder wishing to speak at the Meeting shall first fill out a slip, specifying therein the major points of his speech, his serial number as a shareholder and his name, and the Chairman shall determine his order of giving a speech. A shareholder who submits his slip for a speech but does not actually speak shall be considered as not having given a speech. If the contents of his speech shall be different from those specified on the slip, the contents of his speech shall prevail. When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained the prior consent from the Chairman and the said shareholder, and the Chairman shall prevent others from interrupting.
- Article 11. A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the Chairman may prevent him from continuing.
- Article 12. Any legal entity designated as proxy by shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting. If a corporate shareholder designates two or more representatives to attend the Meeting, only one of the representatives so designated may speak on any one motion.
- Article 13. After a shareholder has given a speech, the Chairman may respond personally or designate a relevant person to respond.
- Article 14. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; When the Chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution and arrange adequate voting time.
- Article 15. The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the Chairman, provided, however, that the person supervising the

casting of votes shall be a shareholder. Voting counting or election ballots shall be conducted in public at the place of the Shareholders' Meeting. After the completion of the vote count, the voting results shall be announced on the spot, including the shares voted by Shareholders and recorded in the meeting minutes.

In addition, in the case of the election of directors and independent directors, the Company shall announce the election results, including the number of directors elected and the number of ballots received by each and the list of unelected directors and the number of voting rights obtained. The ballots for the election shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year.

Article 16. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. At the time of a vote, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.

Article 17. If there is an amendment to or substitute for a discussion item, the Chairman shall decide the sequence of voting for such discussion item and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

Article 18. The Chairman may direct disciplinary personnel (or security personnel) to maintain the order of the Meeting. For doing so they shall wear a badge bearing the words of "disciplinary personnel."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 19. In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will be resumed, or may, by resolution of shareholders present at the Meeting, resume the Meeting within five days without further notice or public announcement.

Article 20. This Procedure was enacted on June 7, 2002.
The 1st amendment was made on June 21, 2012.
The 2nd amendment was made on June 14, 2013.
The 3rd amendment was made on June 18, 2020.
The 4th amendment was made on July 20, 2021.

Meeting Procedures

- (1) Declaration of the Commencement of the Meeting
- (2) The Chairman in Position
- (3) Opening Remarks by the Chairman
- (4) Report Items
- (5) Ratification Items and Discussion Items

Note: After discussions on all ratification and discussion items are completed, every item shall be voted by ballot and tallied separately and simultaneously.

- (6) Extemporary Motion
- (7) Adjournment

Meeting Agenda

Time: 9:00a.m., June 17, 2022

Venue: Chang Yung-Fa Foundation International Convention Center
(No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City, Taiwan, R.O.C.)

I. Report Items

1. Report the business of 2021.
2. Audit Committee's Review Report.
3. Report the compensation for employees and directors of 2021.

II. Ratification Items and Discussion Items

1. Ratification of the Business Report and Financial Statements of 2021.
2. Ratification of the proposal for distribution of 2021 profits.
3. Discussion of the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement.
4. Discussion of amendments to the "Articles of Incorporation."
5. Discussion of amendments to the "Rules and Procedures of Shareholders' Meeting."
6. Discussion of amendments to the "Procedures of Asset Acquisition and Disposal."

III. Extemporaneous Motions

IV. Adjournment

Report Items

1. Business Report of 2021. (Please refer to Appendix 1, pages 18-20)
2. Audit Committee's Review Report. (Please refer to Appendix 2, page 37)
3. Report the compensation for employees and directors of 2021.

Description:

- (1) According to Article 16 of the "Articles of Incorporation":

If the Company has profit as a result of the yearly accounting closing (profit means the profit before tax, excluding the amounts of employees' and directors' compensation), such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered:

- A. No less than five percent (5%) of profit as employees' compensation. The Company may distribute in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.
- B. No more than one percent (1%) of profit as the compensation in cash to the Directors.

- (2) The Company's 5th term 4th Compensation Committee Meeting and 1st Board Meeting of 2022 resolved the employees' and directors' compensation of 2021 in accordance with the "Articles of Incorporation."

- A. The employees' compensation was NT\$1,921,749,940 and the appropriation rate was 15%, distributed in cash.
- B. The directors' compensation was NT\$102,493,340 and the appropriation rate was 0.8%, distributed in cash.

Ratification Items and Discussion Items

ITEM 1: Ratification of the Business Report and Financial Statements of 2021

Proposal: Submission (by the BOD) of the Company's 2021 business report and financial statements for ratification.

Explanatory Notes:

1. The Company's business report and financial statements for the year 2021 (Appendix 1: including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows), which have all been approved by Audit Committee and Board of Directors via resolution. (Please refer to Appendix 1, pages 18-36)
2. Submission for ratification.

ITEM 2: Ratification of the proposal for distribution of 2021 profits

Proposal: Submission (by the BOD) of the proposal for 2021 earnings distribution for ratification.

Explanatory Notes:

1. The unappropriated retained earnings at the beginning of 2021 is NT\$3,783,822,840, after deducting the remeasurements of defined benefit obligation of NT\$81,478,397 and the changes in ownership interests in subsidiaries of NT\$130,624, then adding up the disposal of investments in equity instruments designated at fair value through other comprehensive income of NT\$117,225,305 and the share-based payment transaction NT\$528,000 and 2021 net profit of NT\$10,468,029,912 and set aside legal reserve of NT\$1,050,417,420 and special reserve of NT\$1,944,126,417, therefore the total amount of retained earnings available for distribution is NT\$11,293,453,199. The dividends and bonus proposed to be distributed to the shareholders shall be NT\$6,257,862,710 in cash (NT\$2.2 per share).
2. After the adoption of the resolution at the Shareholders' Meeting, the power with respect to setting the ex-dividend date and other relevant matters is reserved for the Chairman.
3. In the event that, before the ex-dividend date, the proposed earnings distribution plan is affected due to revisions to relevant laws or regulations, or upon the request of the competent authorities, or a change to the Company's common shares (i.e. repurchasing the Company's shares for transfer or cancellation, unsecured convertible bonds converting into common shares, capital increase by cash and capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards etc.), which results in changes in shareholders' allotment of cash dividend, it is proposed that the Chairman is authorized to duly adjust dividend payout rates.
4. Please refer to the Profit Appropriation Statement for 2021 (Appendix 3, page 38).
5. Submission for ratification.

ITEM 3: Discussion of the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement.

Proposal: Submission (by the BOD) of a proposal to approve the issuance of new common shares to sponsor the issuance of GDR, the issuance of new common shares through public offering, the issuance of new common shares through private placement and/or the issuance of new common shares to sponsor the issuance of GDR through private placement of up to 250 million common shares for capital increase in order to purchase overseas materials, or increase working capital, or repay bank loans or other needs for its future development and competitiveness enhancement.

Explanatory Notes:

1. Fund raising purpose and size:

For the purpose of fulfilling the funding needs of the Company to purchase overseas materials, or increase working capital, or repay bank loans or other needs for its future development and competitiveness enhancement, it is proposed to authorize the Board of Directors to issue up to 250 million common shares, depending on the market conditions and the Company's need, to choose appropriate timing and fund raising methods in accordance with the applicable laws and regulations, according to the following fund raising method and handling principles.

2. Fund raising methods and handling principles:

(1) Issuance of new common shares for cash to sponsor issuance of GDR

A. In accordance with the existing provisions of the "Disciplinary Rules for Securities Underwriters Assisting Issuing Company in the Offering and Issuance of Securities issued by the Taiwan Securities Association," the issue price of the new common shares for cash capital increase for the issuance of GDR may not be lower than the closing price of the Company's common shares on the Taiwan Stock Exchange or 90% of the average closing price of the common shares of the Company in one, three, or five business days prior to the pricing date after adjustment for any distribution of stock and cash dividends or capital reduction. In case of any changes to the relevant domestic laws, the pricing method shall be adjusted accordingly. In view of the severe short-term fluctuations in domestic market price, it is proposed to authorize the Chair to determine the final issue price, within the scope of the said requirement under the Disciplinary Rules, after negotiation with the lead underwriter depending on international capital markets, domestic market price and the overall book building situations, to improve the subscription of international investors, so the pricing method should be reasonable.

B. Upon the limit of 250 million common shares for the issuance of GDR through the issuance of new common shares by capital increase, the original shareholders' equity will be diluted by a maximum of 8.61%. The implementation of the fundraising plan will enhance the Company's competitiveness and benefit the shareholders; the determination of the issue price of the GDRs will be based on the fair trading price of common shares formed in the domestic market. Existing shareholders may still be able to purchase common stock in domestic stock market at the price closing to the issue price of GDR without bearing the exchange risks and liquidity risks, and may take into account their interests.

- C. Except for 10% to 15% of new common shares shall be allocated for the employees' subscription in accordance with applicable law, it is proposed for the shareholders meeting to approve that the rights to the remaining 85% to 90% of the issuance shall be waived by the shareholders and shall be offered to the public under Article 28-1 of Securities and Exchange Act as the underlying shares of GDR to be sold. It is proposed to authorize the Chairman, depending on the market needs, to allot the new common shares not subscribed by employees of the Company as underlying shares of GDR.
- (2) Issuance of new common shares for cash in public offering
- A. The par value of the new common shares to be issued per share is NT\$10. It is proposed to authorize the Chairman of the Company to coordinate with the underwriter(s) of the public offering to determine the actual issue price in accordance with the Taiwan Securities Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies for Offering and Issuing Securities and the market conditions and the issue price shall be reported to, and accepted by the regulatory authority before issuance.
- B. It is proposed to authorize the Board to choose either of the following methods to sell the new shares in the public offering through the underwriter(s):
- a. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed for the shareholders meeting to approve the pre-emptive rights to subscribe to the remaining shares to be waived by the shareholders in accordance with Article 28-1 of the Securities and Exchange Act and such remaining shares will be offered to the public via book building. It is proposed that any new common shares not subscribed by employees of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
- b. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed that 10% of the new shares to be sold to the public through the underwriter(s) in accordance with Article 28-1, Paragraph 2 of the Securities and Exchange Act and the remaining shares will be subscribed to by the existing shareholders of the Company in accordance with their shareholding. It is proposed that any new common shares not subscribed by employees and shareholders of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
- (3) Issuance of new common shares for cash in private placement and/or issuance of new common shares for cash to sponsor issuance of GDR in private placement
- A. The basis and rationale to determine the private placement price:
- a. The common stock price per share shall be set at no less than 85% of the reference price. The reference price is set as the higher of the following two basis prices:
- (i) The simple average closing price of the common shares of the Company for either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
- (ii) The simple average closing price of the common shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
- b. The pricing date, actual reference price, theoretical price, and actual issuance price are proposed to be authorized to the Board of Directors to determine within the range approved by the shareholders meeting, after taking into consideration the market status, objective conditions, and qualification of specific parties. Considering that the

Securities and Exchange Act has set the restrictions on transfers of the privately placed securities for three full years, the price determination above shall be reasonable.

B. The method to determine specific parties:

The strategic investors have the priority to be considered as specific parties for private placement if they may be qualified for the rules in Article 43-6, Securities and Exchange Act and other letters from government authorities and should also have direct or indirect benefit to the Company, and can recognize the Company's operating strategy. The company currently has not arranged the specific parties. It is proposed to authorize the Company's Board of Directors to determine the specific parties for private placement.

C. The necessity of private placement:

- a. The Company plans to invite strategic investors and strengthen competitiveness through private placement. Because of the restrictions on transfers for three full years, it is better to maintain a long-term relationship with strategic partners by such security issuance of private placement. And also considering the effectiveness and feasibility to raise capital, the Company proposes to raise capital through private placement, rather than public offering.
- b. The amount of the private placement: up to 250 million common shares.
- c. The use of proceeds and projected benefits of private placement: The Company plans to do private placement at one time or several times (no more than 3 times) based on market conditions and specific parties. The capital raised will be used to purchase overseas materials, or increase working capital, or repay bank borrowings or other needs for its future development. The private placement will expand the scale of operations and invite strategic investors and will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.

3. Use of proceeds, schedule and projected benefit:

The Company plans to use the fund raising from capital increase to purchase overseas materials, or increase working capital, or repay bank borrowings or other needs for its future development. The fund raising plan will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.

4. It is proposed to authorize the Board of Directors to determine, proceed or revise the issuance plan of new common shares to be issued to sponsor the GDR and the new common shares to be issued in public offering, new common shares in private placement and/or new common shares to sponsor issuance of GDR in private placement, including issue price, shares, terms and conditions, plan items, amount, record date, projected progresses and benefits, and any other item related to the issuance plan, based on market conditions. It is also proposed to authorize the Board of Directors to revise the issuance plan based on operation evaluation, environment changes or if receiving instructions from governmental authorities.

5. The new common shares to be issued to sponsor issuance of GDR, the new common shares to be issued in public offering, the new common shares in private placement and/or the new common shares to sponsor issuance of GDR in private placement will be issued in scripless form. However the new common shares in private placement and the new common shares to sponsor issuance of GDR are subject to the selling restrictions within three years after the delivery date under Article 43-8 of the Securities and Exchange Act, the new common shares to be issued to sponsor the GDR and the new common shares to be issued in public offering, new common shares in private placement and new common shares to sponsor issuance of GDR in private placement will have the same rights and obligations as the Company's existing issued and outstanding common shares.

6. It is proposed to authorize the Chairman or the Chairman's designee, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with, issuance of new common shares to sponsor issuance of GDR and/or issuance of new common shares in public offering and/or issuance of new common shares in private placement and/or issuance of new common shares to sponsor issuance of GDR in private placement.
7. The Board is authorized to handle all matters which are not addressed herein in accordance with the applicable laws and regulations.
8. Please discuss.

ITEM 4: Discussion of amendments to the “Articles of Incorporation”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Articles of Incorporation.”

Explanatory Notes:

1. In order to comply with the regulations update, it is proposed to make amendments to the “Articles of Incorporation.”
2. Please discuss.

Comparison between Original and Amendments to “Articles of Incorporation”

Items	Original Version	Amended Version	Reason
Article 8	The shareholders’ meetings of the Company are divided into ordinary shareholders’ meetings and extraordinary shareholders’ meetings. The ordinary shareholders’ meeting will be duly convened within six months following the close of each fiscal year in accordance with laws and regulations. Extraordinary shareholders’ meetings may be convened when necessary in accordance with laws and regulations.	The shareholders’ meetings of the Company are divided into ordinary shareholders’ meetings and extraordinary shareholders’ meetings. The ordinary shareholders’ meeting will be duly convened within six months following the close of each fiscal year in accordance with laws and regulations. Extraordinary shareholders’ meetings may be convened when necessary in accordance with laws and regulations. <u>The shareholders’ meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.</u> <u>In case a shareholders’ meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.</u>	In order to comply with the regulations update
Article 20 The 23 rd amendment was made on July 20, 2021. The 23 rd amendment was made on July 20, 2021. <u>The 24th amendment was made on June 17, 2022.</u>	Correspondence to the amendment date.

ITEM 5: Discussion of amendments to the “Rules and Procedures of Shareholders’ Meeting”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Rules and Procedures of Shareholders’ Meeting.”

Explanatory Notes:

1. In order to comply with the regulations update, it is proposed to make amendments to the “Rules and Procedures of Shareholders’ Meeting.” (Please refer to Appendix 5, pages 46-51 for the comparison between the original and the amendments.)
2. Please discuss.

ITEM 6: Discussion of amendments to the “Procedures of Asset Acquisition and Disposal”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Procedures of Asset Acquisition and Disposal.”

Explanatory Notes:

1. In order to comply with the regulations update and the operational needs, it is proposed to make amendments to the “Procedures of Asset Acquisition and Disposal.” (Please refer to Appendix 6, pages 52-60 for the comparison between the original and the amendments.)
2. Please discuss.

Voting by Poll

Extemporaneous Motion

Adjournment

Appendix 1

Wistron Corporation Business Report

In the year of 2021, the globe is still learning to strive against the COVID and try to coexist with the corona virus. The epidemic brings dramatic changes to the enterprises and the individuals all around the world, impacting the lifestyles and work patterns, which reflect the demand and supply in the market unceasingly. The severe situation of insufficient supply of key components and unsmooth transportation remains the same. Under all these challenges, Wistron still manage to maintain businesses growth in several sectors, e.g. laptops, display products, keyboard modules, and enterprise products. With the rising awareness of environmental sustainability, the green energy renewable product line also accomplishes a brilliant performance.

Hereby, I would like to briefly summarize Wistron's 2021 business results, business plan for 2022, and the company's future development strategy.

2021 Financial and Operation Results

Wistron's annual consolidated revenue of 2021 reached NT\$862.1 billion, with growth rate of 2%. Gross profit margin was 5.9%, consolidated operating profit was NT\$16.375 billion, consolidated pre-tax profit was NT\$19.234 billion, with the consolidated operating profit rate of 1.9%. Net profit after tax attributable to owners of parent was NT\$10.468 billion, with EPS NT\$3.76. In 2021 among our product lines, laptops, display, smart devices and enterprise products enjoyed growth, while the rest of the main product lines either remained at the same level or experienced a decline.

Sustainable Development and CSR

For three consecutive years (5th to 7th round), Wistron has been recognized by the top 5% of corporate governance evaluations. In 2011, we won the Best Employer Award in Asia, awarded by HR Asia, rating A of MSCI ESG, and rating A- "Leadership level" of Climate Change Rating by CDP Carbon Disclosure Project, and also selected into "FTSE4Good Taiwan Sustainability Index". In addition, Wistron actively participates in the international evaluation of Dow Jones Sustainability Index (DJSI), and won S&P Global Bronze Class and S&P Global Industry Mover in the Computers & Peripherals and Office Electronics industry sector.

2022 Business and Operation Focus

Since the restructuring in 2019, the operating model of the three business entities (Wistron Technology, Wistron Intelligence, and New Business) has been developed stably and firmly, which is reflected in agile efficiency and diversified operations. Along with the concept of sustainability, this year we will focus on five major business directions, described as follows:

(1) Global Strategy Optimization

In response to the rapid changes of customer demand and environmental situation, we strategically integrate multi-location resources and local advantages of global sites to optimize cost and efficiency management. Vietnam site has completed construction and put into production, Mexico site has begun the expansion, expected to be completed this year. India and Malaysia plant maintains normal operations despite the impact of the epidemic.

(2) Proactively Develop New Technologies and Products

In recent years, we invested in high-speed graphics chip accelerator cards and servers, expected to achieve rapid and significant growth with the trend of artificial intelligence. In the bullish situation of Internet of Vehicles (IoV) and new energy vehicles, we also actively investing in the automotive electronic modules and display markets. Wistron has obtained patent rights in many major economies around the world, and was selected as one of the top 100 innovative institutions in the world by Clarivate Analytics for the first time.

(3) New Business Investment and Development

Keeping eyes on the new-generation business models and innovative enterprise value, our new business focus on industries such as enterprise online learning, smart medical care, 5G+AI applications and SaaS platform for manufacturing industry. We pay attention to talent cultivation and team learning, introduce digital management, continue to optimize platform services and user experience value, and provide differentiated services and present value innovation.

(4) Reinforce Digital Transformation

Over the years, we have actively introduced digital technology and artificial intelligence into daily operations, in order to optimize all aspects of internal systems. Now we are more committed for digital transformation implementation of all sites to achieve globally consistency and synchrony in operation management. The Kunshan plant, which mainly manufacture digital AIoT Devices (smart Internet of Things devices), was selected as the WEF World Economic Forum Lighthouse Factory. This honor represents a key milestone in promoting digital transformation with cutting-edge technology.

(5) Enhancing ESG Visibility and Competitiveness

Taking environmental protection, social integration, corporate governance and innovative value (ESGI) as the four major topics of sustainable development, we gradually establish a complete and differentiated sustainable development strategy, and formulate short, medium and long-term action plans for various indicators and goals. Through regular review of implementation results, we could deepen sustainable management actions and implement the commitment to sustainable development.

Outlook for the Future

With the vision of "innovative and sustainable", Wistron officially initiates the third decade and enters the next stage. Looking forward to accelerating the global deployment, strengthening R&D of new technologies, reinforce digital transformation and introducing AI capability, we are committed to implementing the company's four core values: customer focus, integrity, innovation and sustainability. We will integrate internal resources and external partners cooperation, develop new business models, and continue to pursue profitable growth.

Thanks to all shareholders for all your support and encouragement to Wistron over the years. The management team and all employees of Wistron will continue to work hard to create maximum value for the company and shareholders.

Chairman: Simon Lin President: Jeff Lin and David Shen Controller: Stone Shih



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 Wistron Corporation:

Opinion

We have audited the parent company only financial statements of Wistron Corporation (“the Company”), which comprise the balance sheets as of December 31, 2021 and 2020, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit of the parent company only financial statements in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants, and the auditing standards generally accepted in 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 Company in accordance with the 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.

1. Provision of sales return and allowance (current refund liability)

Please refer to Note 4(r) “Revenue from contracts with customers” for accounting policy, and Note 6(u) for the relevant disclosures for revenue recognition to the financial statements.



Description of the key audit matter

The Company is a listed company influencing the public interest, and its financial performance is highly expected by the investors. Therefore, the revenue recognition has been identified as a key audit matter.

How the matter was addressed in our audit

Our principal audit procedures included testing the Company's controls surrounding the revenue recognition and cash collection for key manual and system based controls, tracing general ledger to sales systems and reconciling the differences; understanding the types of revenue, contract provisions and transaction terms to evaluate the accuracy of the timing of revenue recognition; and assessing the appropriateness in applying accounting policies to revenue recognition process.

2. Inventory valuation

Please refer to Note 4(g) "Inventory" for accounting policy, Note 5(a) for accounting assumption and estimation uncertainty of inventory and Note 6(g) for the disclosure of the valuation of inventory to the financial statements.

Description of the key audit matter

Inventories are stated at the lower of cost or net realizable value. The rapid development of technology and the advance of new electronic products can have a significant impact on market demand, which may lead to product obsolescence that will affect the cost of inventory to be higher than its net realizable value. Consequently, the valuation of inventories has been identified as another key audit matter.

How the matter was addressed in our audit

In relation to the key audit matter above, our audit procedures included the examining the inventory aging report, analyzing the variation in inventories, and evaluating the selling price used for the Company's inventory valuation and the changes on fair values of the inventories subsequently; selecting samples to assess the reasonableness of the net realizable values by comparing them to the original documents; as well as considering the adequacy of the Company's disclosure in this area.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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



Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements 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 Ya-Ling Chen and Chia-Chien Tang.

KPMG

Taipei, Taiwan (Republic of China)

March 16, 2022

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 Originally Issued in Chinese.)
WISTRON CORPORATION

Parent Company Only Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2021		December 31, 2020		December 31, 2021		December 31, 2020		
	Amount	%	Amount	%	Amount	%	Amount	%	
Assets									
Current assets:									
1100 Cash and cash equivalents (note 6(a))	\$ 3,463,976	1	3,907,196	1	2100 Short-term loans (notes 6(m)(aa))	\$ 83,144,342	22	67,173,137	20
1110 Current financial assets at fair value through profit or loss (note 6(b))	9,004	-	227,834	-	2120 Current financial liabilities at fair value through profit or loss (note 6(b))	28,058	-	8,577	-
1136 Current financial assets at amortized cost, net (note 6(c))	1,404,046	-	-	-	2130 Current contract liabilities (note 6(u))	2,283,411	1	1,735,880	1
1170 Note and trade receivables, net (notes 6(e)(u))	57,038,198	15	51,569,866	16	2170 Note and trade payables	38,241,635	10	40,633,266	12
1180 Trade receivable-related parties (notes 6(e)(u) and 7)	167,085,792	44	130,624,237	40	2180 Trade payable-related parties (note 7)	118,092,833	31	89,464,575	27
1210 Other receivables-related parties (notes 6(f) and 7)	3,013,206	1	3,526,025	1	2220 Other payables-related parties (note 7)	813,516	-	953,995	-
1220 Current tax assets	122,509	-	19,967	-	2280 Current lease liabilities (notes 6(n)(aa))	291,158	-	193,487	-
130X Inventories (note 6(g))	32,368,017	9	24,867,124	7	2322 Current portion of long-term loans (notes 6(m)(aa))	1,218,360	-	-	-
1460 Non-current assets classified as held for sale (note 6(h))	-	-	12,018,229	4	2365 Current refund liability (note 6(u))	10,434,341	3	9,560,522	3
1470 Other current assets (notes 6(i)(1))	5,310,758	1	4,192,805	1	2399 Other current liabilities	20,311,358	5	22,697,262	7
Total current assets	269,815,506	71	230,953,283	70	Total current liabilities	274,859,012	72	232,420,701	70
Non-current assets:					Non-current liabilities:				
1517 Non-current financial assets at fair value through other comprehensive income (note 6(d))	4,570,830	1	4,733,601	2	2540 Long-term loans (notes 6(m)(aa))	23,237,238	6	20,332,308	6
1550 Equity-accounted investees (note 6(h))	92,176,903	24	80,060,468	24	2570 Deferred tax liabilities (note 6(q))	2,833,385	1	2,721,023	1
1600 Property, plant and equipment (notes 6(i) and 7)	6,495,454	2	6,184,970	2	2580 Non-current lease liabilities (notes 6(n)(aa))	1,274,736	-	285,193	-
1755 Right-of-use assets (note 6(j))	1,854,421	1	481,232	-	2600 Other non-current liabilities (notes 6(p)(aa))	1,290,844	-	1,636,651	1
1780 Intangible assets (note 6(k))	882,987	-	813,574	-	Total non-current liabilities	28,636,203	7	24,975,175	8
1840 Deferred tax assets (note 6(l))	5,036,971	1	5,256,727	2	Total liabilities	303,495,215	79	257,395,876	78
1900 Other non-current assets (notes 6(l) and 8)	579,081	-	477,798	-	Equity (notes 6(d)(r)(s)):				
Total non-current assets	111,596,647	29	98,008,370	30	Ordinary shares	29,032,521	8	28,406,121	9
					Capital surplus	28,834,524	8	25,760,011	8
					Retained earnings	31,098,687	8	26,853,167	8
					Other equity	(9,441,535)	(3)	(7,846,263)	(3)
					Treasury shares	(1,607,259)	-	(1,607,259)	-
					Total equity	77,916,938	21	71,565,777	22
Total assets	\$ 381,412,153	100	\$ 328,961,653	100	Total liabilities and equity	\$ 381,412,153	100	\$ 328,961,653	100

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION

Parent Company Only Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars, except for earnings per common share)

	2021		2020	
	Amount	%	Amount	%
4000 Net revenues (notes 6(u) and 7)	\$ 670,440,580	100	687,686,152	100
5000 Cost of sales (notes 6(g)(i)(j)(k)(n)(p)(s)(w), 7 and 12)	650,976,729	97	666,864,786	97
5900 Gross profit	19,463,851	3	20,821,366	3
5910 Realized (unrealized) profit from sales	192,083	-	(146,080)	-
5950 Net gross profit	19,655,934	3	20,675,286	3
6000 Operating expenses (notes 6(e)(f)(i)(j)(k)(n)(p)(s)(w), 7 and 12):				
6100 Selling	3,300,880	-	2,915,782	-
6200 Administrative	3,455,148	1	2,527,625	-
6300 Research and development	14,671,035	2	13,564,223	2
Total operating expenses	21,427,063	3	19,007,630	2
6900 Operating income	(1,771,129)	-	1,667,656	1
7000 Non-operating income and expenses (notes 6(h)(l)(n)(o)(v)(x), 7 and 12):				
7100 Interest income	74,049	-	81,898	-
7010 Other income	224,836	-	118,941	-
7020 Other gains and losses	257,314	-	23,097	-
7050 Finance costs	(970,365)	-	(1,270,967)	-
7070 Recognized share of subsidiaries, associates and joint ventures accounted for equity method	12,948,376	2	8,041,587	1
Total non-operating income and expenses	12,534,210	2	6,994,556	1
7900 Profit before tax	10,763,081	2	8,662,212	2
7950 Less: Income tax expenses (benefit) (note 6(q))	295,051	-	(19,550)	-
8200 Net profit	10,468,030	2	8,681,762	2
8300 Other comprehensive income (notes 6(h)(p)(q)(r)(x))				
8310 Components of other comprehensive income (loss) that will not be reclassified to profit or loss				
8311 Losses on remeasurements of defined benefit plans	(109,843)	-	(250,843)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(232,514)	-	(121,421)	-
8330 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	649,709	-	69,763	-
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	13,592	-	(2,345)	-
	293,760	-	(300,156)	-
8360 Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(2,094,753)	(1)	(3,878,882)	(1)
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(118,726)	-	320,170	-
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	(2,213,479)	(1)	(3,558,712)	(1)
Other comprehensive income	(1,919,719)	(1)	(3,858,868)	(1)
8500 Total comprehensive income	\$ 8,548,311	1	4,822,894	1
Earnings per share (in dollars) (note 6(t))				
9750 Basic earnings per share	\$ 3.76		3.10	
9850 Diluted earnings per share	\$ 3.64		3.03	

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Share capital			Retained earnings				Other equity				Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Deferred compensation arising from issuance of restricted shares	Treasury shares	Total	
Balance at January 1, 2020	\$ 28,406,121	24,681,872	8,470,524	4,128,234	11,799,957	24,398,715	(2,952,181)	(583,943)	-	(3,536,124)	-	73,950,584
Net profit	-	-	-	-	8,681,762	8,681,762	-	-	-	-	-	8,681,762
Other comprehensive income	-	-	-	-	(208,765)	(208,765)	(3,573,602)	(76,501)	-	(3,650,103)	-	(3,858,868)
Total comprehensive income	-	-	-	-	8,472,997	8,472,997	(3,573,602)	(76,501)	-	(3,650,103)	-	4,822,894
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	680,077	-	(680,077)	-	-	-	-	-	-	-
Special reserve	-	-	-	(592,110)	592,110	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(5,681,224)	(5,681,224)	-	-	-	-	-	(5,681,224)
Changes in equity of associates and joint ventures accounted for using equity method	-	(27,576)	-	-	6,872	6,872	-	-	-	-	-	(20,704)
Purchase of treasury shares	-	(15,028)	-	-	(4,487)	(4,487)	-	-	-	(1,607,259)	-	(1,607,259)
Changes in ownership interests in subsidiaries	-	1,118,242	-	-	-	-	-	-	(999,742)	-	-	(19,515)
Share-based payment transactions	-	-	-	-	-	-	-	-	-	-	-	118,500
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(339,706)	(339,706)	-	339,706	-	-	-	-
Others	-	2,501	-	-	-	-	-	-	-	-	-	2,501
Balance at December 31, 2020	28,406,121	25,760,011	9,150,601	3,536,124	14,166,442	26,833,167	(6,323,783)	(320,738)	(999,742)	(7,846,263)	(1,607,259)	71,563,777
Net profit	-	-	-	-	10,468,030	10,468,030	-	-	-	-	-	10,468,030
Other comprehensive income	-	-	-	-	(81,478)	(81,478)	(2,216,978)	378,737	-	(1,838,241)	-	(1,919,719)
Total comprehensive income	-	-	-	-	10,386,552	10,386,552	(2,216,978)	378,737	-	(1,838,241)	-	8,548,311
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	813,568	-	(813,568)	-	-	-	-	-	-	-
Special reserve	-	-	-	3,310,397	(3,310,397)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(6,258,655)	(6,258,655)	-	-	-	-	-	(6,258,655)
Changes in equity of associates and joint ventures accounted for using equity method	-	349,390	-	-	-	-	-	-	-	-	-	349,390
Changes in ownership interests in subsidiaries	-	(13,657)	-	-	(130)	(130)	-	-	-	-	-	(13,787)
Partial disposal of the investment in the subsidiary	-	3,354,164	-	-	-	-	11,335	4	-	11,339	-	3,365,503
Share-based payment transactions	626,400	(626,400)	-	-	528	528	-	-	348,855	348,855	-	349,383
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	117,225	117,225	-	(117,225)	-	(117,225)	-	-
Others	-	11,016	-	-	-	-	-	-	-	-	-	11,016
Balance at December 31, 2021	\$ 29,032,521	28,834,524	9,964,169	6,846,521	14,287,997	31,098,687	(8,731,426)	(59,222)	(650,887)	(9,441,535)	(1,607,259)	77,916,938

See accompanying notes to parent company only financial statements.

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

WISTRON CORPORATION

Parent Company Only Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows used in operating activities:		
Profit before tax	\$ 10,763,081	8,662,212
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	1,031,497	652,187
Amortization expense	275,567	244,840
Expected credit loss	25,156	32,216
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	218,246	(122,216)
Interest expense	970,365	1,270,967
Interest income	(74,049)	(81,898)
Dividend income	(183,476)	(85,050)
Compensation cost arising from share-based payments	348,855	118,500
Recognized share of associates and joint ventures accounted for equity method	(12,948,376)	(8,041,587)
Gain on disposal of property, plant and equipment	(16,737)	(7,178)
Property, plant and equipment reclassified as expenses	-	3,307
Other assets reclassified as expenses	-	4,973
Loss on disposal of investments	1,654	3,495
Other investment loss (gains)	86,540	(265)
Unrealized (realized) profit from sales	(192,083)	146,080
Lease modification loss	507	68
Gain on foreign currency exchange arising from loans and guarantee deposits	(2,333,234)	(3,121,990)
Amortization on bank arrangement fees	16,937	16,425
Total adjustments to reconcile profit	(12,772,631)	(8,967,126)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in trade receivables	(5,468,273)	17,346,740
Decrease (increase) in trade receivables-related parties	(36,461,555)	22,702,623
Decrease (increase) in other receivables-related parties	1,439,942	(1,632,721)
Increase in inventories	(7,500,893)	(8,370,926)
Decrease (increase) in other current assets	(1,150,277)	1,062,656
Total changes in operating assets	(49,141,056)	31,108,372
Changes in operating liabilities:		
Increase in current contract liabilities	547,531	170,699
Decrease in note and trade payables	(2,391,631)	(14,101,753)
Increase (decrease) in trade payables-related parties	28,628,258	(58,050,674)
Increase (decrease) in other payables-related parties	(140,479)	98,239
Increase in current refund liability	873,819	3,382,943
Increase (decrease) in other current liabilities	(1,645,270)	5,327,258
Decrease in other non-current liabilities	(136,866)	(210,964)
Total changes in operating liabilities	25,735,362	(63,384,252)
Net changes in operating assets and liabilities	(23,405,694)	(32,275,880)
Total changes in operating assets and liabilities	(36,178,325)	(41,243,006)
Cash inflow used in operations	(25,415,244)	(32,580,794)
Interest received	70,088	80,663
Dividends received	4,542,114	2,176,225
Interest paid	(944,003)	(1,313,521)
Income taxes paid	(872,713)	(564,016)
Net cash flows used in operating activities	(22,619,758)	(32,201,443)
Cash flows used in investing activities:		
Increase in other receivables-related parties	(923,160)	(530,210)
Acquisition of financial assets at fair value through other comprehensive income	(192,228)	(254,979)
Proceeds from disposal of financial assets at fair value through other comprehensive income	81,996	12,772
Return of financial assets at fair value through other comprehensive income	40,491	6,801
Acquisition of financial assets at amortized cost	(1,404,046)	-
Acquisition of financial assets at fair value through profit or loss	-	(20,000)
Proceeds from disposal of financial assets at fair value through profit or loss	20,065	50,406
Proceeds from capital reduction of investments accounted for using equity method	10,677,340	668,266
Addition to equity-accounted investees	(3,828,227)	(7,760,104)
Proceeds from disposal of equity-accounted investees	9,350	124,004
Partial disposal of the investment in the subsidiary	3,900,940	-
Acquisition of property, plant and equipment	(924,671)	(1,400,895)
Proceeds from disposal of property, plant and equipment	150,412	3,465
Increase in refundable deposits	(102,799)	(83,224)
Increase in intangible assets	(344,980)	(288,204)
Increase in other non-current assets	(244,363)	(213,517)
Net cash flows generated from (used in) investing activities	6,916,120	(9,685,419)
Cash flows generated from financing activities:		
Increase in short-term loans	477,516,265	679,489,732
Repayments of short-term loans	(459,871,001)	(631,796,685)
Increase in long-term loans	28,337,440	28,658,993
Repayments of long-term loans	(23,574,935)	(25,781,843)
Decrease in guarantee deposits received	(315,761)	(320,680)
Repayments of lease liabilities	(584,479)	(207,924)
Cash dividends paid	(6,258,127)	(5,681,224)
Payments to acquire treasury shares	-	(1,607,259)
Others	11,016	2,501
Net cash flows generated from financing activities	15,260,418	42,755,611
Net increase (decrease) in cash and cash equivalents	(443,220)	868,749
Cash and cash equivalents at beginning of year	3,907,196	3,038,447
Cash and cash equivalents at end of year	\$ 3,463,976	3,907,196

See accompanying notes to parent company only financial statements.



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Independent Auditors' Report

To the Board of Directors of Wistron Corporation:

Opinion

We have audited the consolidated financial statements of Wistron Corporation and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in 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 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. Based on our audits and the reports of other auditors, 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Income recognition

Please refer to Note 4(r) “Revenue from contracts with customers” for accounting policy, and Note 6(z) for the relevant disclosures for revenue recognition to the financial statements.



Description of key audit matter

The Group is a listed company influencing the public interest, and its financial performance is highly expected by the investors. Therefore, the revenue recognition has been identified as a key audit matter.

How the matter was addressed in our audit

Our principal audit procedures included testing the Group's controls surrounding the revenue recognition and cash collection for key manual and system based controls, tracing general ledger to sales systems and reconciling the differences; understanding the types of revenue, contract provisions and transaction terms to evaluate the accuracy of the timing of revenue recognition; and assessing the appropriateness in applying accounting policies to revenue recognition process.

2. Inventory valuation

Please refer to Note 4(h) "Inventory" for accounting policy, Note 5 for accounting assumption and estimation uncertainty of inventory and Note 6(g) for the disclosure of the valuation of inventory to the consolidated financial statements.

Description of key audit matter

Inventories are stated at the lower of cost or realizable value. The rapid development of technology and the advance of new electronic products can have a significant impact on market demand, which may lead to product obsolescence that will affect the cost of inventory to be higher than its net realizable value. Consequently, the valuation of inventories has been identified as another key audit matter.

How the matter was addressed in our audit

In relation to the key audit matter above, our audit procedures included the examining the inventory aging report, analyzing the variation in inventories, and evaluating the selling price used for the Company's inventory valuation and the changes on fair values of the inventories subsequently; selecting samples to assess the reasonableness of the net realizable values by comparing them to the original documents; as well as considering the adequacy of the Company's disclosure in this area.

Other Matter

Wistron Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, 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 the auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain 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 Ya-Ling Chen and Chia-Chien Tang.

KPMG

Taipei, Taiwan (Republic of China)
March 16, 2022

Notes to Readers

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

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2021		December 31, 2020		December 31, 2021		December 31, 2020		
	Amount	%	Amount	%	Amount	%	Amount	%	
Assets									
Current assets:									
1100 Cash and cash equivalents (note 6(a))	\$ 70,154,241	14	66,203,801	15	2100	\$ 140,899,659	29	102,040,205	24
1110 Current financial assets at fair value through profit or loss (note 6(b))	12,085,449	3	14,063,636	3	2120	28,954	-	23,007	-
1136 Current financial assets at amortized cost, net (note 6(c))	1,404,046	-	-	-	2130	5,656,399	1	4,040,436	1
1170 Note and trade receivables, net (notes 6(e)(z) and 7)	161,012,134	32	127,226,803	30	2170	167,293,973	34	113,854,541	27
1180 Trade receivables-related parties (notes 6(e)(z) and 7)	153,371	-	306,155	-	2180	1,010,591	-	836,331	-
1210 Other receivables-related parties (notes 6(f) and 7)	13,689	-	14,657	-	2220	79,504	-	30,734	-
1220 Current tax assets	754,750	-	1,440,522	-	2260	-	-	33,662,861	8
130X Inventories (note 6(g))	161,378,122	33	95,053,647	22	2280	1,684,637	-	1,674,394	-
1460 Non-current assets classified as held for sale, net (note 6(k))	-	-	45,681,090	11	2322	1,218,360	-	-	-
1470 Other current assets (notes 6(f)(p) and 8)	14,830,749	3	11,970,036	3	2365	10,918,128	2	9,560,522	2
Total current assets	<u>421,786,551</u>	<u>85</u>	<u>361,960,347</u>	<u>84</u>	<u>2399</u>	<u>365,583,359</u>	<u>74</u>	<u>47,976,458</u>	<u>11</u>
Non-current assets:									
1510 Non-current financial assets at fair value through profit or loss (note 6(b))	584,803	-	74,754	-	2530	9,436,448	2	4,991,783	1
1517 Non-current financial assets at fair value through other comprehensive income (note 6(d))	6,613,497	1	5,776,152	1	2540	23,237,238	5	20,332,308	5
1550 Equity-accounted investees (note 6(h))	7,107,549	2	7,024,318	2	2570	3,053,770	-	2,963,661	1
1600 Property, plant and equipment (notes 6(i)(m) and 7)	42,209,556	9	36,572,342	9	2580	1,991,385	-	1,122,922	-
1755 Right-of-use assets (notes 6(i)(n) and 7)	6,858,206	1	5,608,766	1	2600	1,510,827	-	1,786,203	-
1780 Intangible assets (notes 6(i)(o))	1,730,173	-	1,104,234	-		39,229,668	7	31,196,877	7
1840 Deferred tax assets (note 6(y))	6,181,969	1	6,120,998	2		404,813,027	81	344,896,366	80
1900 Other non-current assets (notes 6(p)(u) and 8)	4,225,502	1	4,580,534	1		29,032,521	6	28,406,121	7
Total non-current assets	<u>75,511,255</u>	<u>15</u>	<u>66,862,098</u>	<u>16</u>	<u>3110</u>	<u>28,834,524</u>	<u>6</u>	<u>25,760,011</u>	<u>6</u>
Total assets	<u>\$ 497,297,806</u>	<u>100</u>	<u>\$ 428,822,445</u>	<u>100</u>		<u>\$ 497,297,806</u>	<u>100</u>	<u>\$ 428,822,445</u>	<u>100</u>
Liabilities and Equity									
Current liabilities:									
Short-term loans (notes 6(q)(af))									
Current financial liabilities at fair value through profit or loss (note 6(b))									
Current contract liabilities (note 6(z))									
Notes and trade payables									
Trade payables-related parties (note 7)									
Other payables-related parties (note 7)									
Liabilities related to non-current assets classified as held for sale (note 6(k))									
Current lease liabilities (notes 6(s)(af) and 7)									
Current portion of long-term loans (notes 6(q)(af))									
Current refund liability (note 6(z))									
Other current liabilities (note 6(ab))									
Total current liabilities									
Non-current liabilities:									
Bonds payable (notes 6(r)(af))									
Long-term loans (notes 6(q)(af))									
Deferred tax liabilities (note 6(v))									
Non-current lease liabilities (notes 6(s)(af) and 7)									
Other non-current liabilities (notes 6(u)(af))									
Total non-current liabilities									
Total liabilities									
Equity attributable to owners of parent (notes 6(d)(w)(x)):									
Ordinary shares									
Capital surplus									
Retained earnings									
Other equity									
Treasury shares									
Total equity attributable to owners of parent									
Non-controlling interests (notes 6(l)(w))									
Total equity									
Total liabilities and equity									

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION AND SUBSIDIARIES
Consolidated Statement of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
4000 Net revenues (notes 6(z) and 7)	\$ 862,082,848	100	845,011,844	100
5000 Cost of sales (notes 6(g)(m)(n)(o)(s)(u)(x)(ab), 7 and 12)	<u>810,948,132</u>	94	<u>798,958,664</u>	95
5900 Gross profit	<u>51,134,716</u>	6	<u>46,053,180</u>	5
Operating expenses (notes 6(e)(f)(m)(n)(o)(s)(u)(x)(ab), 7 and 12):				
6100 Selling	9,467,427	1	8,866,295	1
6200 Administrative	4,531,156	1	3,666,552	-
6300 Research and development	<u>20,761,495</u>	2	<u>19,049,271</u>	2
Total operating expenses	<u>34,760,078</u>	4	<u>31,582,118</u>	3
6900 Operating income	<u>16,374,638</u>	2	<u>14,471,062</u>	2
7000 Non-operating income and expenses (notes 6(h)(k)(r)(s)(t)(aa) and 7):				
7100 Interest income	1,306,757	-	1,888,042	-
7010 Other income	499,624	-	210,312	-
7020 Other gains and losses	2,816,161	-	2,177,004	-
7050 Finance costs	(1,880,091)	-	(2,348,171)	-
7060 Shares of associates and joint ventures accounted for equity method	<u>117,188</u>	-	<u>447,126</u>	-
Total non-operating income and expenses	<u>2,859,639</u>	-	<u>2,374,313</u>	-
7900 Profit before tax	19,234,277	2	16,845,375	2
7950 Less: Income tax expenses (note 6(v))	<u>4,506,466</u>	-	<u>3,937,479</u>	-
8200 Net profit	<u>14,727,811</u>	2	<u>12,907,896</u>	2
8300 Other comprehensive income (notes 6(h)(u)(v))				
8310 Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
8311 Losses on remeasurements of defined benefit plans	(92,369)	-	(260,057)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	414,501	-	(48,126)	-
8320 Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	(11,071)	-	(2,664)	-
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>19,225</u>	-	<u>(8,282)</u>	-
	<u>291,836</u>	-	<u>(302,565)</u>	-
8360 Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
8361 Exchange differences on translation of foreign financial statements	(2,241,595)	(1)	(3,698,533)	-
8370 Shares of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(68,547)	-	(5,513)	-
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	-	<u>-</u>	-
	<u>(2,310,142)</u>	(1)	<u>(3,704,046)</u>	-
Total other comprehensive income, net of tax	<u>(2,018,306)</u>	(1)	<u>(4,006,611)</u>	-
8500 Total comprehensive income	<u>\$ 12,709,505</u>	1	<u>8,901,285</u>	2
Net profit attributable to (notes 6(l)(w)):				
8610 Owners of parent	\$ 10,468,030	1	8,681,762	1
8620 Non-controlling interests	<u>4,259,781</u>	1	<u>4,226,134</u>	1
	<u>\$ 14,727,811</u>	2	<u>12,907,896</u>	2
Comprehensive income attributable to (notes 6(l)(w)):				
8710 Owners of parent	\$ 8,548,311	1	4,822,894	1
8720 Non-controlling interests	<u>4,161,194</u>	-	<u>4,078,391</u>	1
	<u>\$ 12,709,505</u>	1	<u>8,901,285</u>	2
Earnings per share (in dollars)(note 6(y))				
9750 Basic earnings per share	<u>\$ 3.76</u>		<u>3.10</u>	
9850 Diluted earnings per share	<u>\$ 3.64</u>		<u>3.03</u>	

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Changes in Equity

For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent													
	Share capital					Retained earnings					Other equity			
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Deferred compensation arising from issuance of restricted shares	Total	Treasury shares	Total equity attributable to owners of parent	Non-controlling interests	Total equity
Balance at January 1, 2020	\$ 28,406,121	24,681,872	8,470,524	4,128,234	11,799,957	24,398,715	(2,952,181)	(583,943)	-	(3,536,124)	-	73,950,584	9,950,490	83,901,074
Net profit	-	-	-	-	8,681,762	8,681,762	-	-	-	-	-	8,681,762	4,226,134	12,907,896
Other comprehensive income	-	-	-	-	(208,765)	(208,765)	(3,573,602)	(76,501)	-	(3,650,103)	-	(3,858,868)	(147,743)	(4,006,611)
Total comprehensive income	-	-	-	-	8,472,997	8,472,997	(3,573,602)	(76,501)	-	(3,650,103)	-	4,822,894	4,078,391	8,901,285
Appropriation and distribution of retained earnings:														
Legal reserve	-	-	680,077	-	(680,077)	-	-	-	-	-	-	-	-	-
Special reserve	-	-	-	(592,110)	592,110	-	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(5,681,224)	(5,681,224)	-	-	-	-	-	(5,681,224)	-	(5,681,224)
Changes in equity of associates and joint ventures accounted for using equity method	-	(27,576)	-	-	6,872	6,872	-	-	-	-	-	(20,704)	-	(20,704)
Purchase of treasury shares	-	(15,028)	-	-	(4,487)	(4,487)	-	-	-	-	(1,607,259)	(1,607,259)	-	(1,607,259)
Share-based payment transactions	-	1,118,242	-	-	-	-	-	-	(999,742)	(999,742)	-	118,500	-	118,500
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(339,706)	(339,706)	-	339,706	-	339,706	-	-	-	-
Others	-	2,501	-	-	-	2,501	-	-	-	2,501	-	-	-	2,501
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(1,668,579)	-	(1,668,579)
Balance at December 31, 2020	28,406,121	25,760,011	9,150,601	3,536,124	14,166,442	26,853,167	(6,525,783)	(320,738)	(999,742)	(7,846,263)	(1,607,259)	71,565,777	12,360,302	83,926,079
Net profit	-	-	-	-	10,468,030	10,468,030	(2,216,978)	378,737	-	(1,838,241)	-	10,468,030	4,259,781	14,727,811
Other comprehensive income	-	-	-	-	(81,478)	(81,478)	(2,216,978)	378,737	-	(1,838,241)	-	(1,919,719)	(98,587)	(2,018,306)
Total comprehensive income	-	-	-	-	10,386,552	10,386,552	(2,216,978)	378,737	-	(1,838,241)	-	8,548,311	4,161,194	12,709,505
Appropriation and distribution of retained earnings:														
Legal reserve	-	-	813,568	-	(813,568)	-	-	-	-	-	-	-	-	-
Special reserve	-	-	-	3,310,397	(3,310,397)	-	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(6,258,655)	(6,258,655)	-	-	-	-	-	(6,258,655)	-	(6,258,655)
Changes in equity of associates and joint ventures accounted for using equity method	-	349,390	-	-	-	-	-	-	-	-	-	349,390	-	349,390
Changes in ownership interests in subsidiaries	-	(13,657)	-	-	(130)	(130)	-	-	-	-	-	(13,787)	-	(13,787)
Disposal of part of the equity of the subsidiary company	-	3,354,164	-	-	-	-	11,335	4	-	11,339	-	3,365,503	-	3,365,503
Share-based payment transactions	626,400	(626,400)	-	-	528	528	-	-	348,855	348,855	-	349,383	-	349,383
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	117,225	117,225	-	(117,225)	-	(117,225)	-	-	-	-
Others	-	11,016	-	-	-	-	-	-	-	-	-	11,016	-	11,016
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(1,953,655)	-	(1,953,655)
Balance at December 31, 2021	\$ 29,032,521	28,834,524	9,964,169	6,846,521	14,287,997	31,098,687	(8,731,426)	(59,222)	(650,887)	(9,441,535)	(1,607,259)	77,916,938	14,567,841	92,484,779

See accompanying notes to financial statements.

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

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows used in operating activities:		
Profit before tax	\$ 19,234,277	16,845,375
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	8,866,390	9,736,831
Amortization expense	358,719	323,032
Expected credit losses (gains of reversal)	(22,057)	6,610
Net losses (gains) on financial assets or liabilities at fair value through profit or loss	1,322,249	(815,798)
Interest expenses	1,880,091	2,348,171
Interest income	(1,306,757)	(1,888,042)
Dividend income	(253,965)	(127,355)
Compensation cost arising from share-based payments	353,496	118,726
Shares of profit of associates and joint ventures accounted for using equity method	(117,188)	(447,126)
Gains on disposal of property, plant and equipment	(661,743)	(40,266)
Property, plant and equipment reclassified as expenses	70,191	19,317
Other non-current assets reclassified as expenses	7,374	13,107
Gains on disposal of investments	(2,294,821)	(4,652)
Impairment loss on non-financial assets	760,735	-
Other investment losses	89,411	391
Lease modification gains	(2,741)	(4,577)
Other income	(229)	(2,755)
Amortization of bank arrangement fees	16,937	16,425
Total adjustments to reconcile profit	9,066,092	9,252,039
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in note and trade receivables	(34,916,877)	1,704,598
Decrease in trade receivables-related parties	152,733	116,518
Decrease (increase) in other receivables-related parties	609	(10,871)
Increase in inventories	(68,003,436)	(32,799,201)
Increase in other current assets	(3,028,196)	(960,157)
Total changes in operating assets	(105,795,167)	(31,949,113)
Changes in operating liabilities:		
Increase in current contract liabilities	1,615,963	1,611,302
Increase (decrease) in note and trade payables	54,692,305	(12,369,107)
Increase (decrease) in trade payables-related parties	195,092	(37,676)
Increase in other payables-related parties	48,949	5,853
Increase in current refund liability	1,357,606	3,382,943
Increase in other current liabilities	2,586,424	7,034,095
Decrease in other non-current liabilities	(142,452)	(180,021)
Total changes in operating liabilities	60,353,887	(552,611)
Net changes in operating assets and liabilities	(45,441,280)	(32,501,724)
Total adjustments	(36,375,188)	(23,249,685)
Cash used in operations	(17,140,911)	(6,404,310)
Interest received	1,644,851	2,082,619
Dividends received	652,654	474,400
Interest paid	(2,049,224)	(2,708,726)
Income taxes paid	(4,643,279)	(4,126,630)
Net cash used in operating activities	(21,535,909)	(10,682,647)
Cash flows used in investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(935,663)	(343,133)
Proceeds from disposal of financial assets at fair value through other comprehensive income	450,432	12,772
Return of financial assets at fair value through other comprehensive income	57,890	16,701
Acquisition of financial assets at amortized cost	(1,404,046)	-
Acquisition of financial assets at fair value through profit or loss	(18,409,564)	(32,190,666)
Proceeds from disposal of financial assets at fair value through profit or loss	18,457,904	18,645,590
Proceeds from capital reduction of investments accounted for using equity method	-	30,789
Addition to equity-accounted investees	(313,743)	(487,849)
Proceeds from disposal of equity-accounted investees	15,508	-
Net cash flow from acquisition of subsidiaries	(2,108,639)	(37,248)
Proceeds from disposal of subsidiaries	1,505,919	-
Acquisition of property, plant and equipment	(10,496,324)	(9,838,227)
Proceeds from disposal of property, plant and equipment	674,881	1,223,765
Increase in receipts in advance due to disposal of assets	-	12,899,819
Increase in refundable deposits	(332,538)	(57,984)
Increase in intangible assets	(683,971)	(470,795)
Net cash inflows from business combination	181,351	567,013
Decrease in other financial assets	63,538	-
Increase in other non-current assets	(3,320,335)	(6,236,523)
Net cash flows used in investing activities	(16,597,400)	(16,265,976)
Cash flows generated from financing activities:		
Increase in short-term loans	645,122,074	870,314,450
Repayments of short-term loans	(603,585,094)	(815,924,974)
Proceeds from issuing bonds	4,442,325	4,991,500
Increase in long-term loans	28,208,148	28,658,993
Repayments of long-term loans	(23,501,491)	(25,781,843)
Decrease in guarantee deposits received	(289,750)	(327,383)
Repayments of lease liabilities	(1,111,490)	(1,687,779)
Cash dividends paid	(6,258,127)	(5,681,224)
Payments to acquire treasury shares	-	(1,607,259)
Payments to acquire treasury shares	4,028,293	-
Disposal of ownership interests in subsidiaries (without losing control)	(2,473,198)	(1,934,175)
Change in non-controlling interests	-	-
Others	11,016	2,501
Net cash flows generated from financing activities	44,592,706	51,022,807
Effect of exchange rate changes on cash and cash equivalents	(2,508,957)	(1,940,057)
Net decrease (increase) in cash and cash equivalents	3,950,440	22,134,127
Cash and cash equivalents at beginning of year	66,203,801	47,411,947
Cash and cash equivalents at end of year	\$ 70,154,241	69,546,074
Components of cash and cash equivalents:		
Cash and cash equivalents reported in the statement of financial position	\$ 70,154,241	66,203,801
Non-current assets or disposal groups classified as held for sale	-	3,342,273
Cash and cash equivalents at end of year	\$ 70,154,241	69,546,074

See accompanying notes to financial statements.

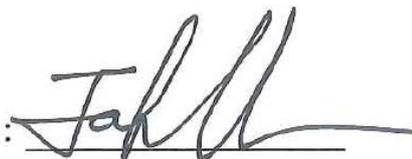
Appendix 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2021 Business Report, Financial Statements, and proposal for allocation of profits. The CPA firm of KPMG was retained to audit Wistron's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee of Wistron Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report.

Wistron Corporation

Convener of the Audit Committee :



March 16, 2022

Appendix 3

Wistron Corporation
Profit Appropriation Statement for 2021

Unit: NT\$

Unappropriated retained earnings at the beginning of the year		3,783,822,840
Plus (Less):		
Remeasurements of defined benefit obligation	(81,478,397)	
Changes in ownership interests in subsidiaries	(130,624)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	117,225,305	
Share-based payment transaction	528,000	
Net Profit of 2021	10,468,029,912	
Legal Reserve	(1,050,417,420)	
Special Reserve	(1,944,126,417)	
Retained Earnings Available for Distribution		11,293,453,199
Distribution Items:		
Stock Dividends to Common Shareholders	0	
Cash Dividends to Common Shareholders	(6,257,862,710)	(6,257,862,710)
Unappropriated Retained Earnings		5,035,590,489

Note 1: Stock dividend: NT\$0.

Note 2: Cash dividend: NT\$2.2 per share, and the cash dividend is rounded down to the nearest NT dollar; the amount rounded off will be credited to other income of Wistron.

Chairman: Simon Lin

President: Jeff Lin and David Shen

Controller: Stone Shih

Wistron Corporation
Articles of Incorporation

Chapter I General Provisions

Article 1 The Company is incorporated in accordance with the provisions under the Company Law pertaining to companies limited by shares by the name of 緯創資通股份有限公司 in the Chinese language, and WISTRON CORPORATION in the English language.

Article 2 The business items of the Company are set out as follows:

1. CC01110 Manufacture of computer and peripheral equipment,
2. CC01060 Manufacture of wire communication equipment,
3. CC01070 Manufacture of radio communication equipment,
4. CC01080 Manufacture of electronic components and parts,
5. I301010 Information technology service,
6. I501010 Product design service,
7. F401010 Import/export trading and dealer businesses,
8. CE01030 Manufacture of optical equipment,
9. CC01100 Manufacture of restricted radio frequency machinery;
10. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
11. JA02010 Electric appliance and products Repairing (can only be conducted outside Hsinchu Science Park)
12. J101090 Waste Disposition (can only be conducted outside Hsinchu Science Park)
13. CF01011 Medical equipment manufacturing
14. CD01030 Automobiles and Parts Manufacturing (can only be conducted outside Hsinchu Science Park)
15. F218010 Retail Sale of Computer Software (can only be conducted outside Hsinchu Science Park)
16. I301020 Data Processing Services
17. I301030 Digital Information Supply Services
 - (1) R&D, development, design, manufacture (including module), testing and sales of PCs, portable PCs, motherboards, servers, file-transfer protocols, high performance multi-CPU computing systems, multimedia PCs, web PCs, consumer computing systems and professional computing systems, microprocessors, CD-ROM drivers, PDAs, tablet PCs, pocket PCs, interface cards, and semi-manufactured, components and parts, and related products thereof.

- (2) R&D, development, design, manufacture (including module), testing and sales of video phones and web phones, video conference equipment and electronic communication apparatus, and semi-manufactured, components and parts, and related products thereof.
- (3) R&D, development, design, manufacture (including module), testing and sales of satellite TV receivers, set-top-boxes, video-conference decoders, and semi-manufactured, components and parts, and related products thereof.
- (4) R&D, development, design, manufacture (including module), testing and sales of digital cameras, video CDs, digital CDs, and semi-manufactured, components and parts, and related products thereof.
- (5) R&D, development, design, manufacture (including module), testing and sales of radio frequency machinery (mobile phones, wireless network cards, blue tooth module) and semi-manufactured, components and parts, and related products thereof.
- (6) Providing integrated information systems, including software and programming.
- (7) Import/export trading business related to the above businesses.
- (8) R&D, development, design, manufacture (including module), testing and sales of LCD TVs and other audiovisual electric products (can only be conducted outside Hsinchu Science Park).
- (9) Providing repairing, cleansing and maintenance services for electronic appliance and products (can only be conducted outside Hsinchu Science Park).
- (10) Recycling and disposition and removal of waste electronic products (can only be conducted outside Hsinchu Science Park).
- (11) R&D, development, design, production, manufacture, testing and sale of In-Vitro testing equipment / system / modules / platform, Treatment Appliance and Equipment, Smart Assistive Devices, General Diagnostic X-ray Imaging Device, physiological signal detection medical materials and medical information transmission system products, semi-finished products and their peripherals or components.
- (12) Production, manufacture and sale of various kinds of automotive electronic products (can only be conducted outside Hsinchu Science Park).

- Article 3 The Company may engage in external guarantees to meet business or investment needs.
- Article 4 The total investment amount by the Company is exempt from the cap amount provided in Article 13 of the Company Act.
- Article 5 The head office of the Company is located in the Hsinchu Science Park. Subject to the approval by board of directors and governmental authority, the Company may set up branch offices at other proper location(s).

Chapter II Share Capital

Article 6 The total capital amount of the Company is Forty Billion New Taiwan Dollars (NTD 40,000,000,000), which is divided into Four Billion (4,000,000,000) shares with a par value of Ten New Taiwan Dollars (NTD10) each and will be issued as common shares or preferred shares by installments by the Board of Directors.

An amount of Two Billion New Taiwan Dollars (NTD2,000,000,000) from the above total capital amount divided into 200,000,000 shares with a par value of Ten New Taiwan Dollars each (NTD10) are reserved for the issuance of employee stock options.

Article 6-1 The Company issues registered Series A preferred shares with the rights, obligations and issuing terms set forth as follows:

1. The interest rate of the preferred shares dividend may not exceed 3.5% per annum.
2. The dividend of the preferred shares shall be made according to the offering price and offering days. Upon acknowledgement of the financial statements of the previous fiscal year at the annual general shareholders meeting and resolution to distribute earnings, the dividend will be made in cash in one payment. The BOD is authorized to determine the base ex-dividend date of the preferred share annual dividend.
3. The earnings of the Company (if any), upon annual closing will first be made to pay for taxes, make up for losses, appropriate to statutory reserves and special reserves. The remaining amount will then first be paid to distribute the preferred share dividend in priority over the dividends of the other shares.
4. Except for receiving a dividend as set out in Paragraph 1 herein, shareholders of Series A preferred shares may not participate in the distribution of common share earnings and capital surplus in the form of cash and capital injection.
5. In the event of no earnings or insufficient earnings to distribute the entire dividend of Series A preferred shares upon annual closing, the undistributed or under-distributed dividend of the year shall be accrued at a compound dividend interest rate until the year with earnings. The amount short will receive full payment with first seniority. However, the undistributed accrued preferred share dividend shall be paid out in full upon expiration of the offering terms.
6. The offering terms of the preferred shares shall not exceed 5 years. Upon expiration of the term, the total shares will be redeemed at the offering price together with the accrued dividend unpaid. In the event of matters beyond control or force majeure that the Company is unable to redeem all or part of the preferred shares, the rights of the shares unredeemed shall remain the same as set forth in the issuing terms until the Company makes a total redemption. The dividend will be calculated at the same interest rate for the extended term.
7. The preferred shares may not be converted to common shares during the term.
8. The preferred shares has seniority claim to the remaining assets of the company over common shares and the other preferred shares that are issued after the shares herein, however the amount shall not exceed the offering amount.

9. The shareholders of the preferred shares have voting rights and election rights at the common shareholders' meetings, and also the right to be elected as directors.
10. When the Company issues new share to raise cash capital, the preferred shareholders have senior stock option of the new shares as the common shareholders.
11. The BOD is authorized to govern the other related matters pursuant to the "Rules on Issuance of Series A Preferred Shares" prescribed at the time of offering.

Article 6-2 The employees entitled to receive shares, which bought back by the Company, or share subscription warrants, or restricted stock for employees, or reserved for subscription by employees when the Company issues new shares, may including the employees of subsidiaries of the Company meeting certain specific requirements which will be determined by the Board of Directors.

Article 7 The shares in the Company will be registered shares duly certified by the directors representing the Company, numbered and issued in accordance with laws.
The Company may adopt book-entry transfer of shares, instead of issuance of share certificates; as well as with other securities of the Company.

Chapter III Shareholders' Meeting

Article 8 The shareholders' meetings of the Company are divided into ordinary shareholders' meetings and extraordinary shareholders' meetings. The ordinary shareholders' meeting will be duly convened within six months following the close of each fiscal year in accordance with laws and regulations. Extraordinary shareholders' meetings may be convened when necessary in accordance with laws and regulations.

Article 9 Except as otherwise provided by the relevant laws or regulations, shareholders may take action on a matter at a shareholders' meeting if a quorum of fifty percent (50%) or more of the outstanding shares of the Company exists. If a quorum exists, action on a matter is approved if more than fifty percent (50%) votes being represented at a meeting favor the action.

Article 10 A shareholder unable to personally attend the shareholders' meeting for whatever cause may vote by proxy with a duly executed appointment form issued by the Company specifying the authorized powers. Except for securities trust enterprises or stock agencies approved by the competent authority, a person who acts as a proxy for two or more shareholders are not entitled to vote when the represented shares exceed three percent (3%) of the total voting rights of the outstanding shares of the Company.
An appointment of a proxy is effective when a signed appointment form is received by the Company five (5) days before the shareholders' meeting. Where two or more appointment forms are received by the Company, the first one received shall govern.
According to regulatory requirements, shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

Chapter IV Directors and Audit Committee

Article 11 The Company will have a Board of Directors consisting of seven to nine Directors, who will be elected by the shareholders' meeting from the director candidate list via the candidate nomination system. Each Director will serve an office term of three years and may be re-elected. The Company should obtain liability insurance for the Directors to protect them against potential liabilities arising from their exercising of Director duties.

The compensation or transportation allowance paid to the Directors shall be determined by the Board of Directors' resolution according to the industry standard, no matter whether the Company has profit or suffered loss.

Article 11-1 The Board of Directors shall be composed of at least 3 Independent Directors, who will be elected at the shareholders' meeting from the independent director candidate list via the candidate nomination system. With respect to the Independent Director's profession, holding shares, work restriction, nomination and election method and other matters, all should be preceded by relevant regulations set by the securities authority.

Article 11-2 Pursuant to Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee. The Audit Committee shall be composed of the entire number of Independent Directors. The authority of the Audit Committee and the other compliance issues shall be made according to the Company Act, the Securities and Exchange Act, other relevant laws and regulations and the company by laws.

Article 12 The chairperson of the Board of Directors represents the Company and is elected from among the directors by a majority of the directors present at a meeting with an attendance of two-thirds of the directors, and the Company may also elect a vice chairman of the Board of Directors in the same manner. The company may create an audit committee, nominating committee, remuneration committee or other functional committees.

Article 12-1 Each director shall be notified at least seven days in advance of the reasons for calling a Board of Directors meeting or Audit Committee meeting. In emergency circumstances, however, a meeting may be called on shorter notice.

The aforesaid meeting notice may be prepared in either written or electronic format.

Article 13 In case the chairperson of the Board of Directors is on leave or unable to represent the Company or perform his or her functions for whatever cause, he or she may appoint another director as proxy in accordance with Article 208 of the Company Act. If that director is not able to attend a meeting in person, he or she may appoint another director as proxy. A director may serve as proxy for only one other director.

Chapter V Managerial Officers

Article 14 The Company will have a number of general managers, whose appointment, discharge and remuneration will be determined in accordance with Article 29 of the Company Act.

Subject to the authority prescribed by the board of directors, the officers shall be empowered to manage the operation of the company and to sign relevant business documents for the company.

Chapter VI Accounting

Article 15 The Board of Directors will prepare the documents set forth below after the end of the fiscal year for submission to the shareholders' meeting for approval.

1. Business report;
2. Financial statements;
3. Profit distribution proposal or loss making-up proposal.

Article 16 If the Company has profit as a result of the yearly accounting closing, (profit means the profit before tax, excluding the amounts of employees' and directors' compensation) such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered.

1. No less than five percent (5%) of profit as employees' compensation. The Company may distribute in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive compensation shall be determined-by the Board of Directors;
2. No more than one percent (1%) of profit as the compensation in cash to the Directors.

Article 16-1 If the Company has earnings at the end of the fiscal year, the Company shall first pay all relevant taxes, offset its losses in previous years and set aside a legal capital reserve at ten percent (10%) of the net profit, until the accumulated legal capital reserve has equaled the total capital of the Company; then set aside special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge, then appropriate not less than ten percent (10%) of the remaining balance plus undistributed earnings in begin of period are available for distribution as dividends to shareholders. The board of directors may propose the distribution for approval in the shareholders' meeting.

Article 17 In consideration that the Company is in a capital and technology-intensive industry and in consideration of the Company's expansion and for its continual and steady growth, a long-term investment plan needs to be adopted, therefore, the Company adopts the residual dividend policy as its dividend policy. Dividends paid by cash shall not be less than ten percent (10%) of the total dividends.

Chapter VII Supplementary Provisions

Article 18 Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Act and the relevant rules and regulations.

Article 19 The Procedure was enacted on May 23, 2001.
The 1st amendment was made on June 16, 2001.
The 2nd amendment was made on November 3, 2001.
The 3rd amendment was made on December 17, 2001.
The 4th amendment was made on June 7, 2002.
The 5th amendment was made on June 17, 2003.
The 6th amendment was made on June 16, 2004.
The 7th amendment was made on June 16, 2004.
The 8th amendment was made on June 9, 2005.
The 9th amendment was made on June 8, 2006.
The 10th amendment was made on June 21, 2007.
The 11th amendment was made on June 25, 2008.
The 12th amendment was made on June 23, 2009.
The 13th amendment was made on June 18, 2010.
The 14th amendment was made on June 22, 2011.
The 15th amendment was made on June 21, 2012.
The 16th amendment was made on June 14, 2013.
The 17th amendment was made on June 11, 2014.
The 18th amendment was made on June 26, 2015.
The 19th amendment was made on June 15, 2016.
The 20th amendment was made on June 14, 2017.
The 21st amendment was made on June 12, 2019.
The 22nd amendment was made on June 18, 2020.
The 23rd amendment was made on July 20, 2021.

Appendix 5

**Comparison between Original and Amendments to
“Rules and Procedures of Shareholders’ Meeting”**

Items	Original Version	Amended Version	Reason
Article 2	<p>The Company shall be set forth in the meeting notice the shareholder sign-in time, location of the meeting and other precautions.</p> <p>The shareholder sign-in time should be at least thirty minutes prior to the start of the meeting; the reception post should be clearly marked and adequately qualified personnel sent to handle the sign-in.</p> <p>Shareholders attending the Meeting shall sign in. The sign-in procedure is performed by submitting an attendance card.</p> <p>The number of shares represented by attending shareholders shall be calculated in accordance with the attendance card submitted by shareholders. The shares of shareholders exercising voting rights in written form or by electronic means shall also be included.</p> <p>Shareholders or their proxies (hereinafter referred to as “shareholders”) with an attendance card shall be allowed to attend the Meeting; registered proxy solicitors shall also bring identification documents for verification.</p>	<p>The Company shall be set forth in the meeting notice the shareholder sign-in time, location of the meeting and other precautions.</p> <p>The shareholder sign-in time should be at least thirty minutes prior to the start of the meeting; the reception post should be clearly marked and adequately qualified personnel sent to handle the sign-in. <u>Shareholders attending the Meeting via video conferencing should report on the video conferencing platform thirty minutes prior to the commencement of the Meeting.</u></p> <p><u>On completion of reporting a shareholder will be deemed as in attendance.</u></p> <p>Shareholders attending the Meeting shall sign in. The sign-in procedure is performed by submitting an attendance card.</p> <p>The number of shares represented by attending shareholders shall be calculated in accordance with the attendance card submitted by shareholders <u>or by the number of shares reported on the video conferencing platform.</u></p> <p>The shares of shareholders exercising voting rights in written form or by electronic means shall also be included.</p> <p>Shareholders or their proxies (hereinafter referred to as “shareholders”) with an attendance card shall be allowed to attend the Meeting; registered proxy solicitors shall also bring identification documents for verification.</p> <p><u>If the Shareholders’ Meeting is convened by video conference, shareholders and solicitors who</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 2		<p><u>wish to attend via video shall register with Wistron two days prior to the Meeting.</u> <u>If the Shareholders' Meeting is convened by video conference, Wistron shall prepare electronic versions of the shareholders' meeting agenda, the annual report, and other supplemental meeting materials and upload them to the video conferencing platform. Such materials shall remain disclosed until the end of the Meeting.</u></p>	To comply with the Regulation update.
Article 4	<p>The Meeting shall be held at the domicile of Wistron or at any other appropriate place that is convenient for the presence of shareholders. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.</p>	<p>The Meeting shall be held at the domicile of Wistron or at any other appropriate place that is convenient for the presence of shareholders. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. <u>When the Company convenes the Meeting via video conferencing, the previous paragraph with regards to meeting location does not apply.</u></p>	To comply with the Regulation update.
Article 7	<p>The Company shall record the proceedings of the Meeting entirely in audio or video from the shareholders' sign-in through the meeting discussions and the vote counting process; this recording shall be continuous and uninterrupted and the Company shall retain the recording for at least one year. However, if a shareholder lawsuit has been instituted in accordance with Article 189 of the Company Act, the proceedings of the meeting shall be preserved by the Company until the legal proceedings of the lawsuit have been concluded.</p>	<p>The Company shall record the proceedings of the Meeting entirely in audio or video from the shareholders' sign-in through the meeting discussions and the vote counting process; this recording shall be continuous and uninterrupted and the Company shall retain the recording for at least one year. However, if a shareholder lawsuit has been instituted in accordance with Article 189 of the Company Act, the proceedings of the meeting shall be preserved by the Company until the legal proceedings of the lawsuit have been concluded. <u>If the Shareholders' Meeting is convened by video conference, the Company shall keep records of all shareholder registration,</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 7		<p><u>reporting, questions proposed, voting and ballot totals.</u> <u>In addition, continuous video and audio recordings of the video conference shall be made, stored for the duration of Wistron’s operations, and shall be given to the video conferencing organizer for safekeeping.</u> <u>If the Shareholders’ Meeting is convened by video conference, the Company shall record the background operation interface of the video conferencing platform.</u></p>	To comply with the Regulation update.
Article 11	<p>A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the Chairman may prevent him from continuing.</p>	<p>A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the Chairman may prevent him from continuing. <u>If the Shareholders’ Meeting is convened by video conference, shareholders attending via a video link may, after the Chairman announces the commencement of the Meeting and before the Meeting is adjourned, submit questions in text format via the video conference platform. No more than two questions may be submitted for each discussion item. Each question should be limited to 200 words. The regulations in Paragraph 1 do not apply.</u> <u>If the question referred to in the previous paragraph is not in violation of any regulations or is not beyond the scope of the discussion item, the question should be disclosed to the public on the video conferencing platform.</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 16	<p>.....</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. At the time of a vote, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.</p>	<p>.....</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or via video conferencing</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. At the time of a vote, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.</p> <p><u>If the Shareholders' Meeting is convened by video conference, after the Chairman announces the end of a poll, the votes shall be counted, followed by the</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 16		<p><u>declaration of poll and/or election results.</u> <u>When the Company adopts video conferencing as an aid to the holding of a Shareholders' Meeting, shareholders and solicitors who have already registered to attend via a video link, in accordance with Article 2, but that then wish to attend in person, shall cancel their registration two days prior to the Meeting. Anyone who fails to do so will be seen as attending via video link. Shareholders exercising voting rights in written form or by electronic means without revoking their expression of intent and who attend the Meeting via a video link may not, with the exception of extraordinary motions, re-exercise voting rights on any discussion item or amend votes on any original discussion item.</u></p>	To comply with the Regulation update.
Article 19	In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will be resumed, or may, by resolution of shareholders present at the Meeting, resume the Meeting within five days without further notice or public announcement.	In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will be resumed, or may, by resolution of shareholders present at the Meeting, resume the Meeting within five days without further notice or public announcement.	Only modified the words used in the Chinese version, and the English version has not been changed.
Article 20	(Newly added)	<p><u>If the Shareholders' Meeting is convened by video conference, the Company shall compile in both printed and electronic format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same on the video conferencing platform until the end of the Meeting.</u> <u>When the Shareholders'</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 20		<p><u>Meeting is held via video conference, the Chairman and the meeting minutes recorder shall be in the same place. The chairman shall announce the address of the meeting location at the time of the Meeting, and disclose the number of shares represented by the shareholders present on the video conference platform. The same applies if the number of shares represented by the shareholders present is also counted during the Meeting.</u></p> <p><u>If the Shareholders' Meeting is convened by video conference, the Company shall immediately disclose the voting results and election results of each resolution on the video conference platform of the Shareholders' Meeting in accordance with regulations, and shall continue to disclose such information for at least fifteen minutes after the Chairman announces the adjournment of the Meeting.</u></p> <p><u>If the Shareholders' Meeting is convened by video conference, the meeting minutes recorder shall record the start and end time of the Meeting, the method by which the Meeting is convened, and the names of the Chairman and the recorder, in addition to matters to be recorded in accordance with the regulations.</u></p>	To comply with the Regulation update.
<u>Article 21</u> Article 20 The 4 th amendment was made on July 20, 2021. The 4 th amendment was made on July 20, 2021. <u>The 5th amendment was made on June 17, 2022.</u>	Correspondence to the amendment date.

Appendix 6

**Comparison between Original and Amendments to
“Procedures of Asset Acquisition and Disposal”**

Items	Original Version	Amended Version	Reason
Article 3	<p>.....</p> <p>9. Over-the-counter venue: “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</p>	<p>.....</p> <p>9. Over-the-counter venue: “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</p> <p>10. <u>Professional appraisers and their officers, accountants, attorneys and security underwriters that provide the Company with appraisal reports or opinion papers shall meet the following requirements:</u></p> <p>(1) <u>Has not been sentenced to a term of imprisonment of one year or more for violations of the Securities and Exchange Act, the Company Act, the Insurance Act, the Financial Holding Company Act or the Business Entity Accounting Act, or for committing fraud, breach of trust, misappropriation, or forgery, or offenses related to their profession. However, this provision does not apply if at least 3 years have passed since the completion of the sentence, expiration of the probation period for a suspended sentence, or receipt of a pardon.</u></p> <p>(2) <u>Is not a related party or de facto related party of any party to the transaction.</u></p> <p>(3) <u>If the Company is required to obtain appraisal reports from two or more professional appraisers, the professional</u></p>	<p>To comply with the Regulation update.</p>

Items	Original Version	Amended Version	Reason
Article 3		<p><u>appraisers or appraisal officers for each of the reports may not be related parties or de facto related parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion paper, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <p><u>(1) Prior to accepting a case to provide an appraisal report or opinion paper, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></p> <p><u>(2) When writing an appraisal report or opinion paper, they shall plan and implement suitable working procedures in order to formulate a conclusion and use said conclusion as the basis for issuing the report or opinion paper. The working procedures, data collected, and conclusion shall be fully and accurately specified in the working papers of the report or opinion paper.</u></p> <p><u>(3) They shall undertake an item-by-item evaluation of the suitability and appropriateness of the data sources, parameters and information used in writing the appraisal report or opinion paper.</u></p> <p><u>(4) They shall issue a statement attesting to the professional competence and independence of all personnel who helped prepare the appraisal report or opinion paper, and that the information used in the report/book has been evaluated to be suitable and appropriate and complies with applicable laws and</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version <u>regulations.</u>	Reason
Article 5	<p>.....</p> <p>2. Amount and Level of License In-charge department of the Company shall decide within its authority on the acquisition and disposition of assets in the following situations, provided, however, that matters governed by Article 185 of the Company Law shall be approved at the shareholders' meeting in advance:</p> <p>(1)Unless otherwise provided below, the acquisition or disposition of securities shall be approved by the Board of Directors before its execution:</p> <p>(a) The chairman of the board is authorized by the Board of Directors to decide and execute a project if the amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter.</p> <p>(b) For the acquisition or disposition of securities purchased and sold on the centralized exchange market or OTC exchange, the chairman of the board is authorized by the Board of Directors to decide and execute a project that amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter. However, for related party transactions subject to the Article 12 of these procedures, the provisions of Article 12 shall prevail.</p> <p>(c) Short-term idle funds invested in short-term</p>	<p>.....</p> <p>2. Amount and Level of License In-charge department of the Company shall decide within its authority on the acquisition and disposition of assets in the following situations, provided, however, that matters governed by Article 185 of the Company Law shall be approved at the shareholders' meeting in advance:</p> <p>(1)Unless otherwise provided below, the acquisition or disposition of securities shall be approved by the Board of Directors before its execution:</p> <p>(a)The chairman of the board is authorized by the Board of Directors to decide and execute a project if the amount is <u>less not more</u> than NT\$300 million, the executed project will be reported to the Board of Directors thereafter.</p> <p>(b)For the acquisition or disposition of securities purchased and sold on the centralized exchange market or OTC exchange, the chairman of the board is authorized by the Board of Directors to decide and execute a project that amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter. However, for related party transactions subject to the Article 12 of these procedures, the provisions of Article 12 shall prevail.</p> <p>(be)Short-term idle funds invested in short-term securities such as domestic government bonds, domestic bond funds, financial bonds, american government bond</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 5	<p>securities such as domestic government bonds, domestic bond funds, financial bonds, american government bond and oversea bond fund with good credit rating, domestic money market funds, whereby the Director of Finance/the finance manager is authorized to execute for each single transaction or the daily total amount not exceeding NT\$1 billion; the approval of vice president of finance/CFO is required for amounts between NT\$ 1 and 2 billion; and the approval of the chairman of the board is required for amount exceeding NT\$ 2 billion.</p> <p>(2)The acquisition or disposition of real estate or right-of-use assets shall be approved by the Board of Directors before its execution, except that the chairman of the board is authorized by the Board of Directors to execute a project that is not more than NT\$300 million, and it will be reported to the Board of Directors thereafter. However, the acquisition or disposition of real property or right-of-use assets to a related party, is not in the scope of this authorization, but shall apply the provisions of Article 12 paragraph 2.</p> <p>(3)Acquisition or disposition of the Company and its subsidiary or transaction between the subsidiaries in which it directly or</p>	<p><u>or foreign bonds with a credit rating not lower than the sovereign rating of the ROC.</u> and oversea bond fund with good credit rating, domestic money market funds, whereby the <u>Executive Director and Director of Finance/the</u> finance manager is authorized to execute for each single transaction or the daily total amount not exceeding NT\$1 billion; the approval of vice president of finance/CFO is required for amounts between NT\$ 1 and 2 billion; and the approval of the chairman of the board is required for amount exceeding NT\$ 2 billion.</p> <p>(2)The acquisition or disposition of real estate or right-of-use assets shall be approved by the Board of Directors before its execution, except that the chairman of the board is authorized by the Board of Directors to execute a project that is <u>less not more</u> than NT\$300 million, and it will be reported to the Board of Directors thereafter. However, the acquisition or disposition of real property or right of use assets to a related party, is not in the scope of this authorization, but shall apply the provisions of Article 12 paragraph 2.</p> <p>(3)Acquisition or disposition of the Company and its subsidiary or transaction between the subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital of the Company equipment or right of use assets used for operating purposes and real property right of use assets used for</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 5	<p>indirectly holds 100 percent of the issued shares or authorized capital of the Company equipment or right-of-use assets used for operating purposes and real property right-of-use assets used for operating purposes, to authorize the Chairman of the Board of Directors or its authorized personnel decisions NT\$300 million, and afterwards would then be sent the most recent of the Board for ratification. Otherwise, the acquisition or disposition of equipment or right-of-use assets; for any projects the amount is more than NT\$300 million, must be approved by the Board of Directors, the chairman of the Board or his authorized officers decides for other projects before its executions.</p> <p>(4)The acquisition or disposition of derivative products shall be authorized to relevant personnel in accordance with the “Rules and Procedures of Derivative Transactions,” which formulated by the Company, and shall report to the soonest meeting of Board of Directors.</p> <p>.....</p>	<p>operating purposes, to authorize the Chairman of the Board of Directors or its authorized personnel decisions NT\$300 million, and afterwards would then be sent the most recent of the Board for ratification. Other than the first two paragraphs Otherwise, the acquisition or disposition of equipment or right-of-use assets, <u>memberships, patents, copyrights, trademarks, franchise rights, and other intangible assets or right-of-use assets</u> for any projects the amount is <u>less not more</u> than NT\$300 million, must be approved by the Board of Directors, the chairman of the Board or his authorized officers decides for other projects before its executions.</p> <p><u>(4)Acquisition or disposition of the Company and its subsidiary or transaction between the subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital of the Company equipment or right-of-use assets used for operating purposes and real property right-of-use assets used for operating purposes, to authorize the Chairman of the Board of Directors or its authorized personnel decisions less than NT\$300 million, and afterwards would then be sent the most recent of the Board for ratification.</u></p> <p><u>(5)The acquisition or disposition of derivative products shall be authorized to relevant personnel in accordance with the “Rules and Procedures of Derivative Transactions,” which formulated by the Company, and shall report to the soonest meeting of Board of Directors.</u></p>	To comply with the Company’s operational needs.

Items	Original Version	Amended Version	Reason
		<p>(6) <u>If Article 12 of this procedure is applicable to the transaction counterparty in the preceding five paragraphs, the rules of Article 12 shall be adopted.</u></p> <p>.....</p>	
Article 6	<p>Procedures of Announcement and Filing</p> <p>1. The acquisition or disposition of the Company’s assets, provided below, shall be announced and filed to the FSC’s designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information:</p> <p>.....</p> <p>(6) Except for asset transactions provided in the preceding five items, or an investment in the mainland China area, where the transaction amount reaching 20% of the Company’s paid-in capital or in exceeds NT\$300 million; however, not included otherwise provided below:</p> <p>(a) purchase and sale of domestic government bonds,</p> <p>(b) purchase and sale of bonds with put or call conditions, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>.....</p>	<p>Procedures of Announcement and Filing</p> <p>1. The acquisition or disposition of the Company’s assets, provided below, shall be announced and filed to the FSC’s designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information:</p> <p>.....</p> <p>(6) Except for asset transactions provided in the preceding five items, or an investment in the mainland China area, where the transaction amount reaching 20% of the Company’s paid-in capital or in exceeds NT\$300 million; however, not included otherwise provided below:</p> <p>(a) purchase and sale of domestic government bonds, <u>or foreign bonds with a credit rating not lower than the sovereign rating of the ROC.</u></p> <p>(b) purchase and sale of bonds with put or call conditions, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>.....</p>	To comply with the Regulation update.
Article 10	<p>Appraisal Report from Professional Appraisal Institutions</p> <p>.....</p> <p>3. An accountant’s opinions on the differentiation and appropriateness of the transaction price is required if any one of the conditions below</p>	<p>Appraisal Report from Professional Appraisal Institutions</p> <p>.....</p> <p>3. An accountant’s opinions on the differentiation and appropriateness of the transaction price is required if any one of the conditions below has occurred, and the accountant shall do so in accordance with the</p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 10	<p>has occurred, and the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF), unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount:</p> <p>(1)the difference between the appraisal amount of the appraisal institutions and transaction amount is 20% of transaction amount or more;</p> <p>(2)the difference between the appraisal amounts of two or more appraisal institutions reaches 10% of transaction amount or more.</p> <p>.....</p>	<p>provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF), unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount:</p> <p>(1)the difference between the appraisal amount of the appraisal institutions and transaction amount is 20% of transaction amount or more;</p> <p>(2)the difference between the appraisal amounts of two or more appraisal institutions reaches 10% of transaction amount or more.</p> <p>.....</p>	To comply with the Regulation update.
Article 11	<p>Certified Accountant’s Opinions</p> <p>1. The Company acquiring or disposing of marketable securities, where the transaction amount reaches 20% of the Company’s paid-in capital or exceeds NT\$300 million, an accountant shall, prior to the date of occurrence of the event, be retained for opinions on the reasonableness of the transaction price. If the accountant needs to use the report of an expert as evidence, the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF). This requirement does not apply to the securities which are publicly quoted in an active market or otherwise provided by the regulations of</p>	<p>Certified Accountant’s Opinions</p> <p>1. The Company acquiring or disposing of marketable securities, where the transaction amount reaches 20% of the Company’s paid-in capital or exceeds NT\$300 million, an accountant shall, prior to the date of occurrence of the event, be retained for opinions on the reasonableness of the transaction price. If the accountant needs to use the report of an expert as evidence, the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF). This requirement does not apply to the securities which are publicly quoted in an active market or otherwise provided by the regulations of FSC.</p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 11	<p>FSC.</p> <p>.....</p> <p>2. In acquiring or disposing membership certificate or intangible assets or right-of-use assets by the Company, and the transaction amount reaching 20% of the Company's paid-in capital or in exceeding NT\$300 million, except in transactions with a government agency, an accountant shall, prior to the date of occurrence of the event, be retained to express opinions on the reasonableness of the transaction price, and the accountant shall handle the matter pursuant to Article 13 of the statements of Financial Accounting Standards No. 20 promulgated by Accounting Research and Development Foundation.</p> <p>.....</p>	<p>.....</p> <p>2. In acquiring or disposing membership certificate or intangible assets or right-of-use assets by the Company, and the transaction amount reaching 20% of the Company's paid-in capital or in exceeding NT\$300 million, except in transactions with a government agency, an accountant shall, prior to the date of occurrence of the event, be retained to express opinions on the reasonableness of the transaction price, and the accountant shall handle the matter pursuant to Article 13 of the statements of Financial Accounting Standards No. 20 promulgated by Accounting Research and Development Foundation.</p> <p>.....</p>	To comply with the Regulation update.
Article 12	<p>.....</p> <p>The calculation of the transaction amounts referred to in this Article shall be made in accordance with Article 6, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount. With respect to the types of transactions listed below when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital and when the transaction is within the authorized amount, the Chairman of the Board may, pursuant to Article 5, paragraph 2, subparagraph 3, decide such</p>	<p>.....</p> <p>The calculation of the transaction amounts referred to in this Article shall be made in accordance with Article 6, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital and when the transaction is within the authorized amount, the Chairman of the Board may, pursuant to Article 5, paragraph 2, subparagraph 43, decide such matters and have the decisions</p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 12	<p>matters and have the decisions subsequently submitted to and ratified at the next Board of Directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. 	<p>subsequently submitted to and ratified at the next Board of Directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p><u>If the Company or any of its subsidiaries that are not domestic public companies conduct the type of transaction listed in paragraph 2, and the amount of the transaction exceeds 10% of the Company’s total assets, the Company shall submit all information listed in the subparagraphs under paragraph 2 to the Shareholders Meeting for approval before signing the transaction contract and sending payment. However, transactions between the Company and its subsidiaries or transactions between the Company’s subsidiaries are exempt from this requirement. The calculation of the transaction amounts referred to in this Article shall be made in accordance with Article 6, paragraph 2 herein, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount.</u></p>	To comply with the Regulation update.
Article 29	<p>..... The 11th amendment was made on June 12, 2019.</p>	<p>..... The 11th amendment was made on June 12, 2019. <u>The 12th amendment was made on June 17, 2022.</u></p>	Correspondence to the amendment date.

Appendix 7

Wistron Corporation

Procedures of Asset Acquisition and Disposal

Article 1 Purpose and Legal Basis

To conform to laws and decrees and enhance the management of the Company's "Procedures of Asset Acquisition and Disposal," these procedures are amended in accordance with Article 36-1 of the Securities and Exchange Act and Financial Supervisory Commission (referred to as "FSC").

Article 2 The term "assets" as used in the Procedures including:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, warrants, investment funds, underlying asset bonds, etc.
2. Real estate (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
3. Membership certificates.
4. Intangible assets, such as patent right, copyright, trademark right, franchise, etc.
5. Derivative products.
6. Assets acquired or disposed by mergers, splits, acquisition or shares transference in accordance to laws.
7. Right-of-use assets.
8. Other important assets.

Article 3 Definitions

1. "Derivative Products" means forward contracts, options, futures, leverage contracts, swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; and the hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. "Assets Acquired or Disposed by Mergers, Splits, Acquisition or Shares Transference Pursuant to Laws" means assets acquired or disposed by mergers, splits, acquisition or shares transference pursuant to Enterprise Merger and Acquisition Law, Financial Holding Companies Law, Financial Institutions Merger Law or other

- laws or share transference from other companies (hereinafter referred to as “share transference”) by issuing new shares pursuant to the Article 156-3 of Company Law.
3. The term “related party” and “subsidiary company” shall be defined as stated in the “Regulations Governing the Preparation of Financial Reports by Securities Issuers.”
 4. The term “the date of the occurrence of the event” as used in these procedures, in principle means the date of contract signing, the date of payment, the date of consignment trading, the date of transfer, the date of resolution of Board of Directors or other date which can confirm the trading counterparty and trading amount (whichever is earlier). If the Company is engaged in investments which must be approved by a competent authority, it shall mean the above-said date of receiving the approval letter from the competent authority, whichever is earlier.
 5. The term “professional appraiser” means a real estate appraiser or other according to laws engaged in real estate, equipment valuation business.
 6. The term “within one year” as used in these procedures, means dating back for one year from the date of acquiring or disposing this asset (the announced period is exempt from counting in again).
 7. The term “the most recent financial statement” as used in these procedures, means the financial statement publicly audited or reviewed by an accountant in accordance with applicable laws before the Company acquires or disposes assets.
 8. Securities exchange: “Domestic securities exchange” refers to the Taiwan Stock Exchange Corporation; “foreign securities exchange” refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
 9. Over-the-counter venue: “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 4 Procedures of Evaluation and Operation for the Acquisition or Disposition of Assets

1. Acquisition or Disposition of Securities
 - (1) For securities acquired or disposed on a centralized exchange market or OTC exchange, the operating department shall submit items such as the reasons for the proposed acquisition or disposition, targeted assets, and price reference, etc. to the in-charge department for the decision.
 - (2) For securities not acquired or disposed on a centralized exchange market or OTC exchange, the operating department shall submit items such as the reasons for the proposed acquisition or disposition, targeted assets, trading counterparties, price of transfer, receipt and payment terms, and price reference, etc. to the in-charge department for the decision.

2. For acquisition or disposition of real estates, equipment, membership certificates, intangible assets, right-of-use assets, and assets acquired or disposed by mergers, splits, acquisition or shares transference in accordance to laws, the operating department shall submit items such as the reasons for the proposed acquisition or disposition, targeted assets, trading counterparties, price of transfer, receipt and payment terms, and price reference, etc. to the in-charge department for the decision.
3. For evaluation of derivative products, the financial manager shall hold periodic meetings with related persons to examine operational strategies and performances. In principle, trading positions and performances shall be reported to the chief fund manager every 2 weeks, and reported to the highest supervisor of financial department monthly and reported to the Chairman of BOD seasonally.
4. As to related operations for acquisition or disposition of assets, they are all processed in accordance with the Company's relevant regulations for the internal control system.

Article 5 Procedures of Ratification and Decision for the Acquisition or Disposition of Assets

1. Manner and the Reference Basis for the Decision on Price
 - (1) For securities purchased and sold on a centralized exchange market or OTC exchange, the price shall be decided by the market price at the time of the transaction. For securities not acquired or disposed on a centralized exchange market or OTC exchange, the price shall be determined by reference to net value per share, profitability, and future development potential, in addition, the transaction price at the time shall also be referenced.
 - (2) The acquisition or disposition of real estate or right-of-use assets and equipment or right-of-use assets shall be carried out by price comparison, price negotiation, or bidding. As to the price of real estate or right-of-use assets, it shall be determined by reference to the announced present value, appraised present value, and actual transaction price in the vicinity.
 - (3) For the acquisition or disposition of membership certificates, the price shall be integrally evaluated by reference to future anticipated added-value and produced benefit.
 - (4) For the acquisition or disposition of intangible assets or right-of-use assets such as patent rights, copyrights, trademark rights, and franchises, the price shall be entirely determined by reference to elements such as future anticipated profit, levels of technology development and innovation, legally protected conditions, circumstances of license and implementation, or production cost or implementation cost; in addition, the relevant elements of right owners and licensees shall also be integrally referred.
2. Amount and Level of License

In-charge department of the Company shall decide within its authority on the acquisition and disposition of assets in the following situations, provided, however, that matters governed by Article 185 of the Company Law shall be approved at the shareholders' meeting in advance:

- (2) Unless otherwise provided below, the acquisition or disposition of securities shall be approved by the Board of Directors before its execution:
 - (a) The chairman of the board is authorized by the Board of Directors to decide and execute a project if the amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter.
 - (b) For the acquisition or disposition of securities purchased and sold on the centralized exchange market or OTC exchange, the chairman of the board is authorized by the Board of Directors to decide and execute a project that amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter. However, for related party transactions subject to the Article 12 of these procedures, the provisions of Article 12 shall prevail.
 - (c) Short-term idle funds invested in short-term securities such as domestic government bonds, domestic bond funds, financial bonds, American government bond and oversea bond fund with good credit rating, domestic money market funds, whereby the Director of Finance/the finance manager is authorized to execute for each single transaction or the daily total amount not exceeding NT\$1 billion; the approval of vice president of finance/CFO is required for amounts between NT\$ 1 and 2 billion; and the approval of the chairman of the board is required for amount exceeding NT\$ 2 billion.
- (3) The acquisition or disposition of real estate or right-of-use assets shall be approved by the Board of Directors before its execution, except that the chairman of the board is authorized by the Board of Directors to execute a project that is not more than NT\$300 million, and it will be reported to the Board of Directors thereafter. However, the acquisition or disposition of real property or right-of-use assets to a related party, is not in the scope of this authorization, but shall apply the provisions of Article 12 paragraph 2.
- (4) Acquisition or disposition of the Company and its subsidiary or transaction between the subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital of the Company equipment or right-of-use assets used for operating purposes and real property right-of-use assets used for operating purposes, to authorize the Chairman of the Board of Directors or its authorized personnel decisions NT\$300 million, and afterwards would then be sent the most recent of the Board for ratification. Otherwise, the acquisition or disposition of equipment or right-of-use assets; for any projects the amount is more than NT\$300 million, must be approved by the Board of Directors, the

chairman of the Board or his authorized officers decides for other projects before its executions.

(5) The acquisition or disposition of derivative products shall be authorized to relevant personnel in accordance with the “Rules and Procedures of Derivative Transactions,” which formulated by the Company, and shall report to the soonest meeting of Board of Directors.

3. Operating Department

The finance department is the operating department for securities and derivative product investments; the using department and the relevant in-charge department are the operating departments for investments in real estate, equipment, intangible assets, membership certificate, right-of-use assets and assets acquired or disposed by mergers, splits, acquisition or shares transference in accordance to laws.

Article 6 Procedures of Announcement and Filing

1. The acquisition or disposition of the Company’s assets, provided below, shall be announced and filed to the FSC’s designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information:

(1) Acquisition and disposition of real estate or right-of-use assets from a related party, or purchase or disposition of assets other than real property or right-of-use assets from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company’s total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.

(2) Proceeding mergers, splits, acquisition or shares transference,

(3) Engaging in derivative products transactions and the loss reaching the upper limit loss amount of the total or individual contract prescribed in procedures which formulated by the Company,

(4) Equipment or right-of-use assets that are categorized as assets acquired or disposed for business use, the transaction counterparty is not a related party, and the transaction amount has reached NT\$1 billion or more.

(5) Real estate acquired by the Company by the ways of mandating others to build on its land, engaging others to build on rented land, joint cooperatively building with others to split the units, cooperatively building with others to acquire the proportion of profits, or cooperatively building with others to separately sell the units, and furthermore the transaction counterparty is not a related party, then the transaction amount which the anticipated amount invested by the Company has exceeded NT\$500 million.

- (6) Except for asset transactions provided in the preceding five items, or an investment in the mainland China area, where the transaction amount reaching 20% of the Company's paid-in capital or in exceeds NT\$300 million; however, not included otherwise provided below:
 - (a) purchase and sale of domestic government bonds,
 - (b) purchase and sale of bonds with put or call conditions, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.
2. The transaction mounts in the preceding paragraph are calculated in accordance to the methods provided herein below:
 - (1) each single transaction amount,
 - (2) the transaction amount accumulated within one year with the same counterparty in the acquisition or disposition of the targeted assets with the same nature,
 - (3) the amount accumulated (the amounts for acquisition and disposition are separately accumulated) within one year of the acquisition or disposition of the same real estate or right-of-use assets in a development plan,
 - (4) the amount accumulated (the amounts for acquisition and disposition are separately accumulated) within one year in the acquisition or disposition of the same securities.
3. One year period in sub-section is dating back from the date of the concerned transaction; the announced period is exempt from counting in again.
4. The Company shall monthly enter into the transaction situations of the derivative products engaged by it and its subsidiaries not categorized as domestic public companies and their directly or indirectly held subsidiaries, up to the end of the previous month in accordance to the stipulated form to the FSC's designated website for filing information before the 10th of each month.
5. Where any item required to be placed into a public announcement pursuant to these provisions is incorrect or not placed in the announcement and it is required to be supplemented, the whole announcement shall be remade and placed into a public announcement within two days counting inclusively from the date of knowing of such error or omission.
6. Unless otherwise provided by other laws, the Company's acquisition or disposition of assets shall keep in reserve the relevant contracts, meeting minutes, registry, appraisal report, and the opinion books by accountants, attorneys or security underwriters for at least 5 years.
7. After announcing and filing the transaction in accordance with the provisions, provided that one of the following conditions exist, the Company shall announce and file the relevant data and information to the FSC's designated website within two days commencing immediately after its occurrence:

- (1) Where the executed relevant contracts of the original transaction have been changed, terminated or ceased.
- (2) Where mergers, splits, acquisition or share transfers have not been completed in accordance to the anticipated timeframe set in the contracts.
- (3) Change to the originally publicly announced and reported information.

Article 7 Scope and Amount of Acquisition or Disposition of Assets

1. Apart from acquisition of assets for business use, the Company may invest or acquire real estate or right-of-use assets and securities for non-business use, the limitations on amounts are set forth as follows:
 - (1) Total investment in real estate or right-of-use assets for non-business use shall not exceed 40% of the equity attributable to owners of the Company and long-term liabilities of the Company as the most recent financial report audited or reviewed by the accountant.
 - (2) Total investment in securities shall not exceed 200% of the equity attributable to owners of the Company as the most recent financial report audited or reviewed by the accountant.
 - (3) Investment in a single security shall not exceed 40% of the equity attributable to owners of the Company as the most recent financial report audited or reviewed by the accountant.
2. As to the Company subsidiaries not categorized as domestic public companies and their directly or indirectly held subsidiaries, the limitations on amounts of acquisition or disposition of assets shall not violate rules provided herein below:
 - (1) Real estate or right-of-use assets shall not be acquired for non-business use.
 - (2) Total investment in securities shall not exceed the equity attributable to owners of the Company as the most recent financial report audited or reviewed by the accountant.
 - (3) Investment in a single security shall not exceed 20% of the equity attributable to owners of the Company as the most recent financial report audited or reviewed by the accountant.

Article 8 Control Management Process for Subsidiaries' Acquisition or Disposition of Assets

1. For the acquisition or disposition of assets by subsidiaries not categorized as domestic public companies and their directly or indirectly held subsidiaries, the "Procedures for Acquiring or Disposing of Assets" shall be enacted in accordance to regulations, and after the approval of the Board of Directors of the subsidiaries, shall be submitted to each supervisor and reported to the shareholders' meeting for approval. After approval at the shareholders' meeting, it shall be filed to the Board of Director of the Company. The same procedures shall apply with any amendment.

2. For situations in which the acquisition or disposition of assets by subsidiaries not categorized as domestic public companies and their directly or indirectly held subsidiaries reaches the standards of announcement and filing set forth herein, it shall be announced and filed by the Company with copies to relevant authorities-in-charge in accordance to procedures set forth herein.
3. The Company's paid-in capital or total assets, audited by public accountants, shall be the standard for determining whether or not a subsidiary is subject to Article 6, paragraph 1, requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches paid-in capital or the total assets.
4. The Company shall supervise subsidiaries' compliance with the "Procedures of Assets Acquisition and Disposition," and monitor their implementation.

Article 9 Punishment for Violation of the Procedure

When the Company's employees or personnel violate the Procedure, they will be punished according to the "Personnel Administration Regulation."

Article 10 Appraisal Report from Professional Appraisal Institutions

In acquiring or disposing of real estates, equipment or right-of-use assets by the Company, unless otherwise transacting with a domestic government agency, commissioning others to build on its own land, leased land by appointing a constructor, or acquiring or disposing the equipment or right-of-use assets for business use, and the transaction amount reaches 20% of the Company's paid-in capital or exceeds NT\$300 million, the Company shall, prior to the date of occurrence of the event, obtain an appraisal report issued by a professional appraisal institutions, and comply with the following provisions:

1. Due to special circumstances, where a limited price, specified price or special price is deemed as the reference basis of the transaction price, this transaction shall be reported and decided by the Board of Directors for approval. If there is any change of the transaction conditions, the procedures herein above shall apply.
2. If the transaction amount is more than NT\$ 1 billion, two or more professional appraisal institutions must be retained for the appraisal.
3. An accountant's opinions on the differentiation and appropriateness of the transaction price is required if any one of the conditions below has occurred, and the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF), unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount:
 - (1) the difference between the appraisal amount of the appraisal institutions and transaction amount is 20% of transaction amount or more;

- (2) the difference between the appraisal amounts of two or more appraisal institutions reaches 10% of transaction amount or more.
4. The dates between the appraisal report issued by the professional appraisers and the contract executed shall be more than three months, however, if the announced present value of the same period is applicable and is not more than six months, the original appraisal institution may issue the opinion.

Article 11 Certified Accountant's Opinions

1. The Company acquiring or disposing of marketable securities, where the transaction amount reaches 20% of the Company's paid-in capital or exceeds NT\$300 million, an accountant shall, prior to the date of occurrence of the event, be retained for opinions on the reasonableness of the transaction price. If the accountant needs to use the report of an expert as evidence, the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF). This requirement does not apply to the securities which are publicly quoted in an active market or otherwise provided by the regulations of FSC.

According to FSC letter No. 1070331908 and the exception rule provided in the first paragraph of Article 10 the regulations Governing the Acquisition and Disposition of Assets by Public Company. Following times the Company is to proceed free from the aforementioned accountant checking procedure for acquiring or disposing securities.

- (1) Securities acquired through cash contribution in an incorporation by promotion or by public offering in accordance with the law, with the further requirement that the rights represented by the acquired securities be commensurate with the proportion of capital contributed.
- (2) Participation in subscription to an issue of securities issued at face value by an issuing company.
- (3) Participation in subscription to securities with cash capital increase issued by a direct or indirect 100% owned subsidiary, or 100% owned subsidiaries participate in subscribing cash capital increase to issue securities with each other.
- (4) Securities listed and traded on the Taiwan Stock Exchange or the Taipei Exchange or emerging stocks.
- (5) Domestic government bonds, or bonds under repurchase or reverse purchase agreements.
- (6) Publicly offered funds.
- (7) TWSE or TPEx listed stocks acquired or disposed of in accordance with the TWSE or TPEx rules governing the purchase of listed securities by reverse auction or rules governing the auction of listed securities.

- (8) Participation in subscription to shares issued by a domestic public company for a cash capital increase or domestic subscription to corporate bonds (including financial debentures), with the further requirement that the securities acquired are not privately placed securities.
 - (9) Subscription to a domestic privately placed fund before the establishment of the fund in accordance with Article 11, paragraph 1 of the Securities Investment Trust and Consulting Act, or subscription to or redemption of a domestic privately placed fund, provided that the trust agreement for the fund specifies an investment strategy in which, aside from securities margin transactions and open positions held in securities-related products, the investment scope of the remaining portion is the same as that of a publicly offered fund.
2. In acquiring or disposing membership certificate or intangible assets or right-of-use assets by the Company, and the transaction amount reaching 20% of the Company's paid-in capital or in exceeding NT\$300 million, except in transactions with a government agency, an accountant shall, prior to the date of occurrence of the event, be retained to express opinions on the reasonableness of the transaction price, and the accountant shall handle the matter pursuant to Article 13 of the statements of Financial Accounting Standards No. 20 promulgated by Accounting Research and Development Foundation.
 3. If the Company acquired or disposed assets through court auction procedures, they may replace the appraisal report or accountant opinions with the certified documents issued by the court.

Article 11-1 The calculation of the transaction amounts referred to in the preceding two articles shall be done in accordance with Article 6, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or an accountant's opinion has been obtained need not be counted toward the transaction amount.

Article 12 Related Party Transactions

When the Company engages in any acquisition or disposition of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or an accountant's opinion in compliance with the provisions of the Procedures.

The Company must submit the information provided below to the Board of Directors for approval, upon first obtaining a consent from the Audit Committee, before its execution of the acquisition or disposition of real estate or right-of-use assets from

related parties, or acquisition or disposition of assets other than real property or right-of-use assets from or to related parties where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises. The Company may not proceed to enter into a transaction contract or make a payment until receiving approval as discussed herein from the Board of Directors, including.

1. The reasons, necessity and the anticipated benefit of assets purchase or disposed of;
2. The reasons for selecting the related persons as the transaction party;
3. With respect to the acquisition of real property or right-of-use assets from a related party, relevant information for evaluating the reasonableness of the anticipated transaction conditions pursuant to provisions of Articles 13 and 14;
4. Items such as the date and price originally acquired by the related party, transaction counterparty and its relations between the Company and the related party;
5. The forecasting chart for cash received in each month for one year in the future from the anticipated month of contract execution, with an evaluation of the necessity of the transaction and the reasonableness of the fund usage;
6. An appraisal report from a professional appraiser or an accountant's opinion obtained in compliance with this Article.
7. Conditions and other important agreed items of the transaction.

The calculation of the transaction amounts referred to in this Article shall be made in accordance with Article 6, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount.

With respect to the types of transactions listed below when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital and when the transaction is within the authorized amount, the Chairman of the Board may, pursuant to Article 5, paragraph 2, subparagraph 3, decide such matters and have the decisions subsequently submitted to and ratified at the next Board of Directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

Article 13 The Company's acquisition of real estate or right-of-use assets from a related party shall comply with methods provided below to evaluate the reasonableness of the transaction cost:

1. Based upon the related party's transaction price plus necessary interest on funding and the cost to be borne by the buyer according to law. The "necessary interest on funding" is imputed as the weighted average interest rate of the fund borrowed by the Company in the year of purchase of the asset.
2. Total loan value appraised by a financial institution if such object has been mortgaged to the financial institution for a loan; provided that the actual cumulative amount loaned by the financial institution for the object shall reach 70% or more of the appraised total value and the loan period is more than one year. However, this shall not apply if the financial institution and either party of the transaction are related persons.
3. Where the land and the buildings on the property are combined for the purchase or lease, the cost of the transaction may be reached by respectively evaluating such land and building based on either method described above.
4. The Company's acquisition of real estate or right-of-use assets from the related party, in addition to evaluating the cost of the cost of real estate or right-of-use assets pursuant to provisions prescribed in the preceding three paragraphs, an accountant shall be retained to check and provide specific opinion.
5. Where one of the following occurrence exists in the Company's acquisition of the real estate or right-of-use assets from the related party, the transaction is exempt from the application of the preceding four paragraphs; however, the Article 12 shall still apply:
 - (1) The related party acquired real estate or right-of-use assets by inheritance or as a gift.
 - (2) Between the signing date of the related party's receipt of the real estate or right-of-use assets and the signing date of the current transaction, 5 years has passed.
 - (3) Acquiring real estate by a joint construction contract executed with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
 - (4) The real property right-of-use assets for business use are acquired by the Company with its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 14 Where the evaluations reached by the Company pursuant to the first to third paragraphs in preceding Article are consonantly lower than the transaction price, the provisions of Article 15 apply; however, if any of the circumstances below exists, accompanied by objective evidence provided by a professional real property appraiser's reasonableness opinion obtained and an accountant's specific opinion rendered, the restriction shall not apply:

1. Where the related party purchased a piece of undeveloped land or leased land for construction, and the evidence provided meets one of the following conditions:

- (1) The total value of the undeveloped land, evaluated based on the methods referred to in the preceding paragraph, and the building, calculated based on the related party's construction cost plus reasonable construction profit, is more than the actual transaction price. The stated "reasonable construction profit" shall be the average operating gross profit ratio of the construction department of the related party within the last three years or the most recent gross profit ratio of the construction industry published by the Ministry of Finance, whichever is lower.
 - (2) The transaction of the other floors/levels on the same property of nearby region consummated within one year by non-related parties, the area being similar and the transaction conditions being reasonable after reasonable appraisal of the price difference of floor/level or region in accordance with real estate sale or leasing transaction practice.
2. The Company provides evidence to prove that the transaction conditions for purchase of the real estate or obtaining real property right-of-use assets through leasing from the related party correspond with those of other transactions of non-related parties in the neighborhood and within one year, with a similar size. The transaction in the neighborhood in the preceding paragraph shall mean the transaction of the real estate on the same or nearby street with a distance of less than 500 meters from the estate in question. The term "similar size" means that in the case of transaction of non-related party, the size is not less than 50% of the estate in question. The "within one year" means dating back for one year from the date of acquiring this real estate or right-of-use assets.

Article 15 When the Company acquires real estate or right-of-use assets from the related party and the evaluations reached pursuant to the Articles 13 and 14 are consonantly lower than the transaction price, below items shall be followed:

1. Allocate the difference between the real estate or right-of-use assets transaction price and the evaluated cost as special reserve.
2. The independent director members of the Audit Committee handle the matter pursuant to Article 218 of the Company Act.
3. Report the handling condition of the preceding two subparagraphs to the shareholders' meeting and disclose the detailed transaction content in the annual report and the prospectus.

Where the Company allocates a special reserve in accordance to the preceding paragraph, it shall not use such special reserve until and unless a devaluation loss on the asset purchased or leased at high price has been rendered, or such asset has been disposed of, or the leasing contract has been terminated, or proper compensation had been received, or the original status has been restored, or has been acquitted of the unreasonableness by other evidence and has been approved by the competent authorities.

When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arm's-length transaction.

Article 16 Transaction of Derivative Products

The Company engages in the transaction of derivative products shall heed to the control of the following important matters for risk management and auditing purposes in the Procedures:

1. Trading principles and policies: shall include the types of derivative product transactions that can be made, operation or hedge strategies, responsibility division, main points for evaluating performance, total amount of contracts which can be engaged in the transaction of derivative products and the upper limit of loss for all and individual contracts.
2. Risk management measures.
3. Internal auditing system.
4. Method of periodic evaluation and management of abnormal conditions.

Article 17 Where the Company engages in the transaction of derivative products, it shall perform the following risk management measures:

1. The scope of risk management shall include the risk management of credit, market price, liquidity, cash flows, operation and law.
2. Dealing persons, confirming persons and settling persons for the derivative products transactions shall not be the same.
3. The persons in charge of the evaluation, supervision and control of risk-related matters shall respectively belong to the different departments as those in the preceding item and shall make a report to the Board of Directors or to the high-level managers who are not responsible for setting policies for transactions or positions to be engaged.
4. The positions held in the trading of derivative products shall be evaluated at least once a week, the hedging transaction made for business purposes shall be evaluated at least twice a month, and the evaluation reports shall be submitted to high-level managers authorized by the Board of Directors.
5. Other important risk management measures.

Article 18 Principles of Supervision and Management of the Board of Directors

1. Assign high-level managers to oversee the supervision and the control of the risk of derivative transactions at all times.
2. Periodically evaluate whether the results of the derivative transactions conform to the formulated operational policies and whether the attendant risk of these transactions is within the capability of the Company.

The Principles of Supervision and Control of the High-Level Managers Authorized by the Board of Directors:

1. Periodically evaluate whether the risk management measures currently being used are suitable and whether they conform with these Procedures and the “Rules and Procedures of Derivative Transactions” formulated by the Company.
2. Supervise the transactions and loss-and-profit status, if there are any abnormal situations, the high-level manager shall report to the Board of Directors and an independent director shall present on behalf of the Board of Directors and express opinions.

Article 19 The Company shall prepare a registry with the type, amount, date passed by the Board of Directors for the engagement of the transaction of derivative products and the items shall be carefully evaluated in accordance to the item 4 of the Articles 17, the item 2 of paragraph 1 and the item 1 of paragraph 2 of Article 18, and publish in detail in registry. The Company’s internal auditors shall check the suitability of internal control of derivative transactions periodically and inspect monthly the compliance of the trading departments with “Rules and Procedures of Derivative Transactions” in order to make the auditing report. If there are any severe breach matters, these shall be notified to Audit Committee in writing.

Article 20 Mergers, Splits, Acquisitions and Shares Transference
Prior to convening the Board of Directors for a resolution, the Company engaging in a merger, split, acquisition or share transference shall retain accountants, attorneys or securities underwriters for opinions on the reasonableness of the share conversion rates, acquisition price or the cash or other assets distributed to shareholders, and submit the opinions at the shareholders’ meeting for discussion and approval.
However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries’ issued shares or authorized capital.

Article 21 Prior to convening the shareholders’ meeting, the Company participating in a merger, split or acquisition shall prepare a public document addressed to the shareholders stating the significant stipulations of the merger, split or acquisition plan and related matters, and deliver it to the shareholders along with the expert opinions of the preceding Article and the notice of the shareholders’ meeting to provide the shareholders with a basis of reference for deciding whether to agree to the merger, split or acquisition plan; however,

not including conditions exempt from convening the shareholders' meeting for a resolution of matters of mergers, splits or acquisitions pursuant to other laws.

If the shareholders' meeting of any Company (including the Company) participating in the merger, split or acquisition is unable to convene or to pass such a resolution because of inability to achieve a quorum or sufficient voting shares or because of other legal restrictions, or the plan is rejected at the shareholders' meeting, the Company shall immediately make a public announcement of the reasons for such occurrence, the follow-up measures to be taken, and the anticipated date for convening of the shareholders' meeting(s).

Article 22 Except as provided by laws or under special circumstances where advance permission has been obtained from the FSC, the Company shall convene the board meetings and shareholders' meetings and pass resolutions regarding the merger, split or acquisition and relevant matters on the same day along with other participating companies in the merger, split, acquisition or share transference.

The Company shall prepare the following information in a written form and retain the records for 5 years:

1. Basic identification data for personnel, including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, split, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events, including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes, including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

The Company shall, within two days commencing immediately from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Article 23 All persons participating in or knowing of the Company's merger, split, acquisition or share transference plan shall submit a written undertaking of nondisclosure. Prior to public disclosure of the merger, split, acquisition or share transference information, such persons may not externally divulge any content of the merger, split, acquisition or share transference plan, nor may they purchase or sell in their own capacity or in the name of another person any shares, or any other equity securities of any Company connected with the merger, split, acquisition or share transference plan.

Article 24 In the Company's participating in a merger, split, acquisition or share transference, the share conversion rates or the acquisition price may not be arbitrarily changed except under the conditions provided below, and the conditions for change shall be provided in the merger, split, acquisition or share transference contract:

1. Cash capital increase, issuance of convertible corporate bonds, distribution of stock dividends, and issuance of corporate bonds with warrants, preferred shares with warrants, subscription warrants, and other equity securities.
2. Acts affecting Company finances or operations, such as disposition of major assets.
3. Occurrence of major disasters, major technological transformations, or other events affecting Company shareholder equity or Company securities prices.
4. Adjustment of treasury shares duly redeemed by any Company participating in the merger, split, acquisition or share transference.
5. Increase, decrease, or change in the entities, or number thereof, participating in the merger, split, acquisition or share transference.
6. Other conditions for change have been provided in the contract and publicly disclosed.

Article 25 In the Company's participating in a merger, split, acquisition or share transference, the contract shall specify the rights and obligations of the companies participating in the merger, split, acquisition or share transference and shall also specify the following particulars:

1. Handling of breach of agreement.
2. Principles for handling of equity securities already issued by, or treasury stock already redeemed by, the Company (Companies) extinguished in the merger of the split Company.
3. The quantity of treasury stock that a participating Company may redeem after the record date of calculation of the share conversion ratio, and relevant handling principles.
4. The handling methods of which there is an increase, decrease, or change in the entities, or number thereof, participating.
5. The scheduled timetable for execution of the plan, and scheduled timeframe for completion.
6. The relevant procedures for handling failure to complete within such timeframe, such as the anticipated date for convening of the shareholders' meeting(s) pursuant to laws.

Article 26 Following public disclosure of information about the Company's participating in merger, split, acquisition or share transference, if the Company has an intention to undergo a further merger, split, acquisition or share transference with another Company, any procedures or legal actions already carried out by the Company under the original

merger, split, acquisition or share transference plan shall be carried out anew except under the conditions that the number of the participating companies decreases and the companies' shareholders' meeting has made a resolution and authorized the Board of Directors the right for modification, the Company is exempt from convening the shareholders' meeting for another resolution.

Article 27 If the companies participating in the merger, split, acquisition or share transference are categorized as non-public companies, the Company shall enter into an agreement with them in accordance to provisions provided by the Articles 22, 23 and 26.

Article 28 Other Items

1. Matters not provided herein shall be governed by the relevant laws and regulations and the relevant regulations of the Company. If the Procedures of Acquisition or Disposition of Assets in the original order are amended by the competent authority, the Company shall apply the provisions in the new order.
2. When the Procedures are submitted to the Board of Directors for discussion, the board shall fully take each independent director's opinions into consideration and record each director's opinions and reasons for the pros and cons in the minutes.
3. The Procedures shall be approved by the Audit Committee pursuant to related regulations, and submitted to the Board of Directors for resolution and later be effective after approved by the shareholders meeting. If a director holds dissenting opinions and there were records for it or in written stating, the Company shall submit materials of the director's dissenting opinions to Audit Committee.
4. The Company's matters shall be approved by the Board of Directors pursuant to the Procedures or other laws. If a director holds a dissenting opinion of the Company's matters and there were records for them or they were stated in writing, the Company shall submit evidence of the director's dissenting opinions to Audit Committee.
5. When the Company reports the transaction for the acquisition or disposition of assets pursuant to the preceding paragraph to the Board of Directors for discussion, the board shall fully take each independent director's opinions into consideration and record each director's opinions and reasons for the pros and cons in the minutes.
6. If the Company plans to engage in assets or the transaction of derivative products, the plan shall be approved by more than half the members of all the Audit Committee and submitted to Board of Directors for resolution.
7. If the above plan that has not been approved by the Audit Committee, the plan shall be approved by the Board of Directors with two-thirds of all directors and the resolution of Audit Committee shall be recorded in the Board of Directors meeting minutes.
8. The Audit Committee members in paragraph 6 and the Board of Directors members in preceding paragraph will only calculate the members in present person.

Article 29 The Procedures were enacted on May 7, 2002.
The 1st amendment was made on June 17, 2003.
The 2nd amendment was made on June 21, 2007.
The 3rd amendment was made on June 25, 2008.
The 4th amendment was made on June 23, 2009.
The 5th amendment was made on June 18, 2010.
The 6th amendment was made on June 21, 2012.
The 7th amendment was made on June 14, 2013.
The 8th amendment was made on June 11, 2014.
The 9th amendment was made on June 14, 2017.
The 10th amendment was made on June 14, 2018.
The 11th amendment was made on June 12, 2019.

Appendix 8**Wistron Corporation
Shareholdings of Directors**

(As of April 19, 2022)

Title	Name	Number of Shares
Chairman	Simon Lin (Hsien-Ming Lin)	40,599,252
Vice Chairman	Robert Huang (Po-Tuan Huang)	9,757,628
Director	Wistron NeWeb Corp. Representative: Haydn Hsieh (Hong-Po Hsieh)	28,796,209
Director	Philip Peng (Chin-Bing Peng)	808,870
Independent Director	Jack Chen (YuLiang Chen)	0
Independent Director	S. J. Paul Chien (Shyur-Jen Chien)	0
Independent Director	Christopher Chang (Liang-Chi Chang)	0
Independent Director	Sam Lee (Ming-Shan Lee)	0
Independent Director	Peipei Yu (Pei-Pei Yu)	0
Total		<u>79,961,959</u>

The total issued common shares of Wistron are 2,903,252,050 shares. Pursuant to Article 2 of the “Examination and Implementation Rules for Shareholding Percentage of Directors and Supervisors of Public Offering Companies,” elected independent directors of the Company (5 seats) are more than half of all directors (9 seats), and in accordance with the law regarding establishment of the Audit Committee, the shareholding of the directors and supervisors does not need to follow the minimum holding requirement.



wistron