

**Wistron Information Technology and Services Corp.**

**2022 ANNUAL SHAREHOLDERS MEETING MINUTES**

(Translation)

Time: 9:00 a.m., May 26, 2022

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

Shareholders meeting was held by means of physical shareholders meeting.

Total share represented by shareholders present in person or by proxy are 46,144,648 shares (including 29,234,560 shares through e-voting), which is 69.45% of the total 66,437,088 outstanding shares (excluding treasury shares 484,000 shares.)

Attended Directors:

Ching Hsiao, the Chairman of Board of Directors, Frank Lin, Philip Peng, and Marty Chiou

Attended Independent Directors:

Frank Juang, the Convener of Audit Committee, and Yen Ling Fang

Chairman: Ching Hsiao

Recorder: Yuri Lin

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

Chairman's Address: (Omitted)

## I. Report Items

1. The Business Report of 2021. (Please refer to Attachment.)
2. Audit Committee's Review Report. (Please refer to Attachment.)
3. To report distribution of employees' profit sharing bonus and directors' remuneration. (Please refer to the Company's Meeting Agenda for Shareholders Meeting)

## II. Election Items

### ITEM 1: Election of Directors (including Independent Directors) of the 14th Board.

Proposal: Submission (by the Board of Directors) of the proposal for electing Directors (including Independent Directors) of the Company's 14th Board.

Details: 1. Due to expiration of the term for the Company's 13th Board with 9 Directors (including 4 Independent Directors) on June 23, 2022, it is proposed to reelect Directors (including Independent Directors) of the Company's 14th Board. To put corporate governance into practice, it is proposed to, in accordance with regulations, establish Audit Committee, Compensation Committee, Nominating Committee, and ESG Committee.

2. In accordance with the Company's "Articles of Incorporation," it is proposed to reelect 9 Directors (including 5 Independent Directors). Term for newly-elected Directors will be 3 years, from May 26, 2022 to May 25, 2025, and may be eligible for re-election. The Audit Committee will be composed of the entire number of Independent Directors. Term of original Directors (including Independent Directors) are expired until finish of the Meeting.

3. Directors shall be elected by the candidate nomination system as specified in Article 192-1 of the Company Act. The below list of the candidates for Directors (including Independent Directors):

Title/Name	Academic Qualifications	Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
Director Ching Hsiao	Doctor of Computer, Purdue University	VP of Integrated Systems, Inc. General Manager of Dow Jones Telerate Systems, Inc.	Director of Wistron Information Technology and Services Limited Director of WITS America, Corp. Director of Wistron Information Technology and Services Inc. Chairman of Wistron Information Technology and Services (Beijing)	3,272,280

Title/Name	Academic Qualifications	Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
			Inc. Chairman of Wistron ITS (Wuhan) Co. Representative Director of Wistron Information Technology and Services (Japan) Inc. Director of Wistron ITS (Hong Kong) Limited Chariman of WITS Taiwan, Inc.	
Director Wistron Digital Technology Holding Company	Bachelor of Accounting, Feng Chia University	CFO of Acer Inc.	Chief Staff Officer of Wistron Corp. Director of Wistron NeWeb Corp. Chairman of WiseCap Ltd. Chairman of WLB Ltd. Director of Changing Information Technology Inc. Supervisor of aEnrich Technology Corp. Director of IP Fund Six Director of Wiwynn Corporation Director of Join-Link International Technology Co., Ltd. Director of Maya International Co., Ltd. Director of Wistron	15,718,837

Title/Name	Academic Qualifications	Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
Representative: Frank Lin			<p>Medical Tech Holding Company</p> <p>Director of Wistron Digital Technology Holding Company</p> <p>Director of Wistron Medical Tech Corporation</p> <p>Director of Pell Bio-Med Technology Co., Ltd.</p> <p>Chairman of WiSuccess Asset Management Corporation</p> <p>Director of Hartec Asia Pte. Ltd.</p> <p>Chairman of WiseCap (Hong Kong) Ltd.</p> <p>Director of Hukui Biotechnology Corp.</p> <p>Chairman of B-Temia Asia Pte Ltd.</p>	321,062
Director Philip Peng	Master of MBA, NCCU	Senior VP & CFO of Acer Inc.	<p>Independent Director of AU Optronics Corp.</p> <p>Independent Director of Apacer Technology Inc.</p> <p>Director of Wistron Corp.</p> <p>Director of Wistron NeWeb Corp.</p> <p>Chairman of Smart Capital Corp.</p> <p>Supervisor of Allxon Inc.</p> <p>Director of Zigong Art Sharing Co., Ltd.</p>	0
Director Marty Chiou	Master of Information Management, Pace University	<p>General Manager of SAP Taiwan</p> <p>General Manager of SAS Institute Taiwan Ltd</p> <p>General Manager of Lotus Greater China</p> <p>Sales and Marketing VP of</p>	None	241,000

Title/Name	Academic Qualifications	Major Past Positions	Current Positions (Note 1)	Shareholdings (Note 2)
		Hannstar Display Corporation Software Director of IBM Greater China Group (GCG)		
Independent Director Yen Ling Fang	Doctor of Finance, Xiamen University Master of EMBA, NCCU	Certified Public Accountant of KPMG	CEO of Peace & Grace International Attorneys at Law Representative of Legal Entity Director of Tainan Enterprises Co., Ltd. Independent Director of Pharmosa Biopharm Inc. Independent Director of TaiSol Electronics Co., Ltd.	0
Independent Director Jennifer Hwang	Master of Computer Science, NCTU	General Manager of IBM Taiwan General Manager of Administration & Chief HR Officer of Sinyi Realty Inc.	Director of Commerce Development Research Institute Director of Imperial Food Co., Ltd.	498
Independent Director Mark Fan	Doctor of Computer Science, NCTU	Head of Computer Science of Institute for Information Industry Director & CEO of International Integrated Systems, Inc.	None	0
Independent Director Allen Tsai	Doctor of Business Administration, Shanghai University of Finance & Economics	Founder & Executive Director of Taiwan Institute of Directors Managing Director of BNP Paribas	Executive Director of Taiwan Institute of Directors Adjunct Associate Professor of Institute of Business and Management, NYCU	0
Independent Director Y.K. Chu	Master of Aeronautics & Astronautics, University of Washington	Senior Partner of WI Harper Group Managing Director of WI Harper Group VP of Walden International Inc	Vice Chairman of Alpha Ring Asia Inc. Senior Partner of WI Harper Group	0

Note 1: As of the current position on March 8, 2022.

Note 2: As per the actual reported number of shares on March 28, 2022.

#### 4. Submission for election.

Directors (Including Independent Directors) ELECTED as following:

##### 1. Director :

Name	Elected Votes
Ching Hsiao	59,032,161
Wistron Digital Technology Holding Company Representative: Frank Lin	46,535,573
Philip Peng	42,246,070
Marty Chiou	42,149,469

##### 2. Independent Director :

Name	Elected Votes
Yen Ling Fang	44,710,307
Jennifer Hwang	43,684,989
Mark Fan	43,600,002
Allen Tsai	43,500,600
Y.K. Chu	43,404,675

### III. Ratification and Discussion Items

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

Proposal: Submission (by the Board of Directors) of the Company's 2021 Business Report and Financial Statements for ratification.

Details: 1. The Company's Financial Statements for 2021, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statements of Cash Flows, were audited by independent auditors, Ms. Ya-Ling Chen, and Mr. Ming-Hung Huang, of KPMG.

2. Please refer to Attachment for the Company's Business Report, and Independent Auditors' Report, and the aforementioned Financial Statements.

3. Submission for ratification.

Resolution:

Voting Result: Shares present at the time of voting: 46,144,648

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
46,109,445 (including 29,199,357 votes through e-voting)	99.92	12,324 (including 12,324 votes through e-voting)	0.03	0	0	22,879 (including 22,879 votes through e-voting)	0.05

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

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

Proposal: Submission (by the Board of Directors) of the proposal for 2021 profits distribution for ratification.

Details: 1. Net income after tax is NT\$455,633,500, after adding up remeasurements of the defined benefit obligation of NT\$1,463,000, then deducting legal reserve of NT\$45,709,650, and deducting special reserve of NT\$25,841,109, and adding up unappropriate retained earnings in prior years of NT\$483,208,729, therefore the total amount of retained earnings available for distribution is NT\$868,754,470. The dividends and bonuses proposed to be distributed to the shareholders amount to NT\$304,773,405 in cash (NT\$4.6 per share).

2. After the adoption of the resolution at the Annual Shareholders Meeting, the Chairman is authorized to carry out the matter regarding the setting of the ex-dividend record date and other relevant matters.

3. In the event that, before the ex-dividend record date, the proposed earnings distribution plan is affected due to the revisions to relevant laws or regulations, or upon the request of the competent authorities, or the change to the Company's common shares (i.e. repurchasing the Company's shares for transfer or cancellation, issuance of new shares to its employees as a result of their exercise of stock options, unsecured convertible bonds converting into common shares, capital increase by cash, capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards, and capitalization of employees' profit sharing bonus through issuance of new shares, etc.), which results in changes in shareholder's allotment of dividend-payout ratio, the Chairman is authorized to make necessary adjustments at its full discretion.

4. Please refer to Attachment for the Profit Appropriation Statement for 2021.

5. Submission for ratification.

Resolution:

Voting Result: Shares present at the time of voting: 46,144,648

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
45,789,845 (including 28,879,757 votes through e-voting)	99.23	89,991 (including 89,991 votes through e-voting)	0.20	0	0	264,812 (including 264,812 votes through e-voting)	0.57

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

**ITEM 3: Approval of amendments to the “Articles of Incorporation.”**

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

Details: 1. To comply with regulations and the Company’s operational needs, it is proposed to make amendments to the “Articles of Incorporation.” (Please refer to Attachment for the comparison between the original and the amendments).

2. Please discuss.

Resolution:

Voting Result: Shares present at the time of voting: 46,144,648

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
46,121,337 (including 29,211,249 votes through e-voting)	99.95	12,431 (including 12,431 votes through e-voting)	0.03	0	0	10,880 (including 10,880 votes through e- voting)	0.02

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

**ITEM 4: Approval of amendments to the “Procedures for Acquisition and Disposal of Assets.”**

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

Details: 1. To comply with regulations and the Company’s operational needs, it is proposed to make amendments to the “Procedures for Acquisition and Disposal of Assets.” (Please refer to Attachment for the comparison between the original and the amendments).

2. Please discuss.

Resolution:

Voting Result: Shares present at the time of voting: 46,144,648

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
46,113,337 (including 29,203,249 votes through e-voting)	99.93	20,430 (including 20,430 votes through e-voting)	0.05	0	0	10,881 (including 10,881 votes through e- voting)	0.02

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



**ITEM 5: Approval of amendments to the “Rules of Procedure for Shareholders Meeting.”**

Proposal: Submission (by the Board of Directors) of a proposal to amend certain parts of the Company’s “Rules of Procedure for Shareholders Meeting.”

Details: 1. To comply with regulations and the Company’s operational needs, it is proposed to make amendments to the “Rules of Procedure for Shareholders Meeting.” (Please refer to Attachment for the comparison between the original and the amendments).

2. Please discuss.

Resolution:

Voting Result: Shares present at the time of voting: 46,144,648

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
46,113,335 (including 29,203,247 votes through e-voting)	99.93	20,432 (including 20,432 votes through e-voting)	0.05	0	0	10,881 (including 10,881 votes through e- voting)	0.02

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

**ITEM 6: Approval of release of the prohibition on newly-elected Directors and their legal representatives from participation in competitive business.**

Proposal: Submission (by the Board of Directors) of a proposal to release the prohibition on Directors and their legal representatives from participation in competitive business.

Details: 1. Pursuant to Article 209 of the Company Act, “A director who does anything for himself or on behalf of another person that is within the scope of the company’s business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.” In the event that, nominees of newly-elected Directors and their legal representatives participate in the operations of another company that engages in the same or similar business scope as the Company, it is hereby proposed to release the prohibition on them from participation in the competitive business.

2. Please refer to Attachment for the “List of Outside Directorships for Nominees of Directors (including Independent Directors).”

3. Please discuss.

Resolution:

Voting Result: Shares present at the time of voting: 46,144,648

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
46,098,366 (including 29,188,278 votes through e-voting)	99.90	35,403 (including 35,403 votes through e-voting)	0.08	0	0	10,879 (including 10,879 votes through e- voting)	0.02

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

**IV.Extemporary Motion:** None.

**V.Meeting Adjourned:** 09:33 a.m., May 26, 2022

Note: This document is extracted from the meeting; the details are subject to the audio and video recording.

## **Wistron Information Technology and Services Corp.**

### **Business Report**

#### **A. 2021: A Year in Review**

In 2021, Wistron ITS efficiently adapted to the pandemic and market changes, with our revenue back on track for rapid growth. Demand in the Greater China market has continued to rise and has been the driving force behind our overall revenue growth. Business in Taiwan has continued to grow at a steady pace, while in China we succeeded in making gains with key client groups. Thanks to income generated by high-quality clients, our revenue rose with each quarter, and our annual revenue reached record high.

The revenue increases did not happen by chance. In order to drive and sustain renewed business growth, we have undertaken necessary adjustments and reforms within our organization. In 2021, we began our digital transformation, developing various systems for employee services, recruitment, and business support. We have already seen some positive results as we build our digital transformation platform, and we will continue to optimize and develop the platform, in order to improve our efficiency and competitiveness for the next stage of Wistron ITS' growth.

With many years of experience in the IT service sector, Wistron ITS is equipped with product globalization service capabilities and cross-regional software development management systems. We also possess key technology service capabilities, allowing us to successfully establish a cross-regional, integrated software development system capable of global delivery. Our outstanding IT service and global software delivery capabilities allowed us to stand out among 160 businesses and be recognized by the Ministry of Economic Affairs at the 6th Taiwan Mittelstand Award in 2021. Wistron ITS was the only IT service provider among the recipients of this year's award.

In recent years, Wistron ITS has been actively practicing better corporate governance, which has included strengthening the diversity and function of Board of Directors, focusing on communication with stakeholders, and gradually improving our internal policies. We adopted these corporate governance practices to protect shareholders' right and ensure the Company's sustainable development. In the 2021 Corporate Governance Evaluation, we were ranked among the top 5% of the TPEX listed companies, as well as the top 5% of small mid-cap companies, making our corporate governance performance one of the best among 1,617 listed companies. This has also demonstrated our Company's determination to achieve the highest corporate governance goals.

#### **B. Financial Performance**

Wistron ITS reported a consolidated revenue of NT\$6.178 billion, net profit of NT\$456 million and basic earnings per share of NT\$6.91 in 2021, compared to consolidated revenue of NT\$5.101 billion, net profit of NT\$466 million and basic earnings per share of NT\$7.06 for the previous year.

Our consolidated revenue saw rapid growth in 2021, surpassing NT\$6 billion for the first time. The annual growth rate was a superb 21%, setting a new record for our Company. Although our profit performance was marginally lower than the previous year, our revenue enabled our net operating income, net profit, and basic earnings per share to hit second highest in history.

### **C. 2022: A New Beginning**

This year, Wistron ITS is marking our 30th anniversary. As a leading global IT service brand, over the years we have continued to cultivate elite technical teams. While technology trends constantly evolve, our teams are able to help our clients adapt quickly to keep up with the various challenges in information and technology development.

As we look to 2022, technology has entered the daily lives of people, with new technologies being applied on an increasingly broader scope. Globally, the information technology service industry is booming, as the demand for software development is seen in all sectors and industries. We are confident in the future of the IT service industry, and aim to continue growing both our revenues and profits.

To achieve our goals, we will be meticulous in our selection of markets and clients, concentrating on expanding, deepening, and strengthening our ties with major, high-quality clients. Meanwhile, human resources is our Company's greatest asset; therefore we will be focusing on talent recruitment and training, as well as improving employee services to ensure steady talent retainment. This will in turn allow us to deliver outstanding results and guarantee service quality, enabling us to forge vital, long-term strategic partnerships with our clients.

From Asia to the world, built on integrity and powered by information technology capabilities, Wistron ITS provides clients across the globe with reliable, innovative, high-tech services. We will continue to strengthen our technical capabilities and management, as well as work with top-tier clients around the world to achieve innovative visions and build a better future.

We thank all our shareholders for their encouragement and support, which has enabled us to continue to scale up and grow. Wistron ITS will continue to work hard to maximize profits for all shareholders.

Sincerely Yours,  
and with warm regards,

Chairman: Ching Hsiao

President: Ching Hsiao

Controller: Phoebe Chang

Attachment

## **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 ITS'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 ITS Corp. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report.

Wistron ITS Corp.

Convener of the Audit Committee : Frank Juang  
March 8, 2022

## **Independent Auditors' Report**

To the Board of Directors of Wistron Information Technology and Services Corporation:

### **Opinion**

We have audited the consolidated financial statements of Wistron Information Technology and Services 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 audit 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 Auditor’s 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

### **Valuation of notes and accounts receivable**

Please refer to Note 4(g) “Financial Instruments” for accounting policy, Note 5 for accounting assumptions, judgments and estimation uncertainty of notes and accounts receivable and Note

6(c) for the disclosure of the valuation of notes and accounts receivable to the consolidated financial statements.

### **Description of key audit matter**

The Group engaged in the information technology service industry. Resulting in significant judgment being applied in the management's assessment of the recoverability of notes and accounts receivable. Consequently, the valuation of notes and accounts receivable is identified as the key matter in our audit.

### **How the matter was addressed in our audit**

Our principal audit procedures included testing the adequacy of the formula of the calculation for expected loss rate; testing the adequacy of aging report by tracing to related vouchers; evaluating the appropriateness of loss allowance and expected credit loss by testing if the loss allowance was made by expected loss rate; assessing if the evaluation document of loss allowance for notes and accounts receivable was compliance with the Group's accounting policy; evaluating the adequacy of the disclosure of loss allowance for notes and accounts receivable prepared by management.

### **Other Matter**

Wistron Information Technology and Services 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.

### **Auditor's 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 auditor's 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 the 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 auditor's 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 Ming-Hung Huang.

KPMG

Taipei, Taiwan (The Republic of China)

March 8, 2022

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and its 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' audit report and consolidated financial statements, the Chinese version shall prevail.

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

WISTRON INFORMATION TECHNOLOGY AND SERVICES 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					Liabilities and Equity				
Current assets:					Current liabilities:				
1100 Cash and cash equivalents	\$ 877,245	22	1,175,302	33	2100 Short-term borrowings	\$ 107,230	3	-	-
1140 Current contract assets	12,215	-	31,134	1	2130 Current contract liabilities	14,665	-	20,151	-
1170 Notes and accounts receivable, net	2,092,900	52	1,450,961	40	2170 Accounts payable	94,687	3	109,134	3
1180 Accounts receivable-related parties, net	38,159	1	16,964	-	2219 Other payables	1,047,978	26	850,951	23
1200 Other receivables	2,186	-	72	-	2220 Other payables-related parties	196	-	440	-
1220 Current tax assets	12,811	-	918	-	2230 Current tax liabilities	42,935	1	63,538	2
1410 Prepayments	17,205	-	15,712	-	2399 Other current liabilities	29,487	1	25,034	1
1470 Other current assets	20,401	1	17,432	-	2280 Current lease liabilities	26,453	1	23,150	1
Total current assets	3,073,122	76	2,708,495	74	2322 Long-term borrowings, current portion	8,274	-	7,984	-
Non-current assets:					Total current liabilities	1,371,905	35	1,100,382	30
1600 Property, plant and equipment	813,853	20	810,501	22	Non-Current liabilities:				
1755 Right-of-use assets	57,740	2	54,300	2	2540 Long-term loans	55,543	1	64,123	2
1780 Intangible assets	38,915	1	32,870	1	2570 Deferred tax liabilities	87,247	2	99,878	3
1840 Deferred tax assets	20,189	1	22,475	1	2580 Non-current lease liabilities	27,417	1	25,721	1
1900 Other non-current assets	13,648	-	15,536	-	2640 Net defined benefit liability, non-current	15,173	-	16,065	-
Total non-current assets	944,345	24	935,682	26	2670 Other non-current liabilities	2,460	-	2,790	-
					Total non-current liabilities	187,840	4	208,577	6
					Total liabilities	1,559,745	39	1,308,959	36
					Equity :				
					3100 Capital stock	669,211	17	667,083	18
					3200 Capital surplus	770,877	19	753,005	21
					3300 Retained earnings	1,198,187	30	1,069,842	29
					3400 Other equity	(107,053)	(3)	(81,212)	(2)
					3500 Treasury shares	(73,500)	(2)	(73,500)	(2)
					Total equity	2,457,722	61	2,335,218	64
Total assets	\$ 4,017,467	100	3,644,177	100	Total liabilities and equity	\$ 4,017,467	100	3,644,177	100

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

WISTRON INFORMATION TECHNOLOGY AND SERVICES CORPORATION AND  
SUBSIDIARIES

Consolidated 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 revenue	\$ 6,177,820	100	5,100,895	100
5000 Cost of Sales	(4,737,757)	(77)	(3,787,181)	(74)
Gross profit	<u>1,440,063</u>	<u>23</u>	<u>1,313,714</u>	<u>26</u>
Operating expenses				
6100 Selling expenses	(168,779)	(3)	(131,522)	(2)
6200 Administrative expenses	(794,597)	(13)	(660,142)	(13)
6300 Research and development expenses	(19,731)	-	(9,784)	-
6450 Expected credit gain (loss)	2,861	-	(27,691)	(1)
Total operating expenses	<u>(980,246)</u>	<u>(16)</u>	<u>(829,139)</u>	<u>(16)</u>
Net operating income	<u>459,817</u>	<u>7</u>	<u>484,575</u>	<u>10</u>
Non-operating income and expenses:				
7100 Interest income	8,293	-	5,417	-
7010 Other income	53,118	1	61,761	1
7020 Other gains and losses	(1,206)	-	3,491	-
7050 Finance costs	(4,890)	-	(5,950)	-
Total non-operating income and expenses	<u>55,315</u>	<u>1</u>	<u>64,719</u>	<u>1</u>
Profit before tax	515,132	8	549,294	11
7950 Income tax expenses	<u>(59,498)</u>	<u>(1)</u>	<u>(83,405)</u>	<u>(2)</u>
Net profit	<u>455,634</u>	<u>7</u>	<u>465,889</u>	<u>9</u>
8300 Other comprehensive income:				
8310 Items that will not be reclassified subsequently to profit or loss				
8311 Gains (losses) on remeasurements of defined benefit plans	1,463	-	(141)	-
8316 Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	-	-	4,734	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
Total items that will not be reclassified subsequently to profit or loss	<u>1,463</u>	<u>-</u>	<u>4,593</u>	<u>-</u>
8360 Items that may be reclassified subsequently to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(25,841)	-	21,697	1
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Total items that may be reclassified subsequently to profit or loss	<u>(25,841)</u>	<u>-</u>	<u>21,697</u>	<u>1</u>
8300 Other comprehensive income (loss)	<u>(24,378)</u>	<u>-</u>	<u>26,290</u>	<u>1</u>
Total comprehensive income	<u>\$ 431,256</u>	<u>7</u>	<u>492,179</u>	<u>10</u>
Earnings per share (in dollars)				
9750 Basic earnings per share	<u>\$ 6.91</u>		<u>7.06</u>	
9850 Diluted earnings per share	<u>\$ 6.83</u>		<u>6.98</u>	

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

WISTRON INFORMATION TECHNOLOGY AND SERVICES CORPORATION AND SUBSIDIARIES

Consolidated Statements 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											
	Capital stock	Retained earnings					Other equity				Treasury shares	Total equity
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total			
Balance at January 1, 2020	\$ 664,011	736,051	90,505	75,904	667,623	834,032	(102,909)	(22,188)	(125,097)	-	2,108,997	
Net profit	-	-	-	-	465,889	465,889	-	-	-	-	465,889	
Other comprehensive income	-	-	-	-	(141)	(141)	21,697	4,734	26,431	-	26,290	
Total comprehensive income	-	-	-	-	465,748	465,748	21,697	4,734	26,431	-	492,179	
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	41,335	-	(41,335)	-	-	-	-	-	-	
Special reserve	-	-	-	49,193	(49,193)	-	-	-	-	-	-	
Cash dividends	-	-	-	-	(212,484)	(212,484)	-	-	-	-	(212,484)	
Purchase of treasury shares	-	-	-	-	-	-	-	-	-	(73,500)	(73,500)	
New share issued through employees' profit sharing bonus	3,072	16,928	-	-	-	-	-	-	-	-	20,000	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(17,454)	(17,454)	-	17,454	17,454	-	-	
Due to donated assets received	-	26	-	-	-	-	-	-	-	-	26	
Balance at December 31, 2020	667,083	753,005	131,840	125,097	812,905	1,069,842	(81,212)	-	(81,212)	(73,500)	2,335,218	
Net profit	-	-	-	-	455,634	455,634	-	-	-	-	455,634	
Other comprehensive income	-	-	-	-	1,463	1,463	(25,841)	-	(25,841)	-	(24,378)	
Total comprehensive income	-	-	-	-	457,097	457,097	(25,841)	-	(25,841)	-	431,256	
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	44,829	-	(44,829)	-	-	-	-	-	-	
Cash dividends	-	-	-	-	(328,752)	(328,752)	-	-	-	-	(328,752)	
Reversal of special reserve	-	-	-	(43,885)	43,885	-	-	-	-	-	-	
New share issued through employees' profit sharing bonus	2,128	17,872	-	-	-	-	-	-	-	-	20,000	
Balance at December 31, 2021	\$ 669,211	770,877	176,669	81,212	940,306	1,198,187	(107,053)	-	(107,053)	(73,500)	2,457,722	

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

**WISTRON INFORMATION TECHNOLOGY AND SERVICES CORPORATION AND  
SUBSIDIARIES**

**Consolidated Statements of Cash Flows  
For the years ended December 31, 2021 and 2020**

(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows generated from (used in) operating activities:		
Profit before tax	\$ 515,132	549,294
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	80,173	97,548
Amortization expense	8,163	5,843
Expected credit (gain) loss	(2,861)	27,691
Interest expense	4,890	5,950
Interest income	(8,293)	(5,417)
Dividend income	-	(260)
Loss on disposal of property, plant and equipment	1,672	1,357
Loss on lease modification	244	267
Rent concession	-	(729)
Total adjustments to reconcile profit	<u>83,988</u>	<u>132,250</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in current contract assets	19,342	23,167
Increase in notes and accounts receivable, net	(662,059)	(93,514)
(Increase) decrease in accounts receivable—related parties	(21,317)	2,212
(Increase) decrease in other receivables	(285)	31
Increase in prepayments	(1,596)	(954)
(Increase) decrease in other current assets	<u>(723)</u>	<u>325</u>
Total changes in operating assets	<u>(666,638)</u>	<u>(68,733)</u>
Changes in operating liabilities:		
(Decrease) increase in contract liabilities	(4,827)	5,615
Decrease in accounts payable	(8,242)	(56,795)
Decrease in accounts payable—related parties	-	(5,972)
Increase in other payables	224,233	171,217
(Decrease) increase in other payables—related parties	(243)	314
Increase (decrease) in other current liabilities	5,701	(1,552)
Increase in net defined benefit liability	571	549
Total changes in operating liabilities	<u>217,193</u>	<u>113,376</u>
Net changes in operating assets and liabilities	<u>(449,445)</u>	<u>44,643</u>
Total changes in operating assets and liabilities	<u>(365,457)</u>	<u>176,893</u>
Cash generated from operations	149,675	726,187
Interest received	8,294	5,491
Interest paid	(4,853)	(5,986)
Income taxes paid	<u>(100,437)</u>	<u>(72,254)</u>
Net cash flows generated from operating activities	<u>52,679</u>	<u>653,438</u>
Cash flows generated from (used in) investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	17,946
Acquisition of property, plant and equipment	(59,796)	(12,733)
Proceeds from disposal of property, plant and equipment	299	220
(Increase) decrease in refundable deposits	(5,024)	7,334
Acquisition of intangible assets	(14,835)	(5,539)
Increase in other non-current assets	-	(3,818)
Dividends received	-	260
Net cash flows (used in) generated from investing activities	<u>(79,356)</u>	<u>3,670</u>
Cash flows generated from (used in) financing activities:		
Increase in short-term loans	360,299	452,233
Repayments of short-term loans	(252,965)	(452,233)
Repayments of long-term loans	(7,932)	(45,794)
Repayments of the principal portion of lease liabilities	(26,791)	(39,410)
Cash dividends paid	(328,752)	(212,484)
Payments to acquire treasury shares	-	(73,500)
Due to donated assets received	-	26
Net cash flows used in financing activities	<u>(256,141)</u>	<u>(371,162)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(15,239)</u>	<u>14,243</u>
Net increase (decrease) in cash and cash equivalents	(298,057)	300,189
Cash and cash equivalents at beginning of year	<u>1,175,302</u>	<u>875,113</u>
Cash and cash equivalents at end of year	<u>\$ 877,245</u>	<u>1,175,302</u>

## **Independent Auditors' Report**

To the Board of Directors of Wistron Information Technology and Services Corporation:

### **Opinion**

We have audited the financial statements of Wistron Information Technology And Services 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 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 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 of our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

#### **Valuation of accounts receivable**

Please refer to Note 4(f) “Financial Instruments” for accounting policy, Note 5 for accounting assumptions, judgments and estimation uncertainty of accounts receivable and Note 6(c) for the disclosure of the valuation of accounts receivable to the parent company only financial statements.

#### **Description of key audit matters**

The Company engaged in the information technology service industry. Resulting in significant judgment being applied in the management's assessment of the recoverability of accounts receivable. Consequently, the valuation of accounts receivable is identified as the key matter in our audit.

#### **How the matter was addressed in our audit**

Our principal audit procedures included testing the adequacy of the formula of the calculation for expected loss rate; testing the adequacy of aging report by tracing to related vouchers; evaluating the appropriateness of loss allowance and expected credit loss by testing if the loss

allowance was made by expected loss rate; assessing if the evaluation document of loss allowance for accounts receivable was compliance with the Company's accounting policy; evaluating the adequacy of the disclosure of loss allowance for accounts receivable prepared by management.

### **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.

### **Auditor's 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 auditor's 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 the 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 auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 Ming-Hung Huang.

KPMG

Taipei, Taiwan (The Republic of China)

March 8, 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' audit 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' audit 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 INFORMATION TECHNOLOGY AND SERVICES 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	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents	\$ 116,631	4	167,356	6	2100	Short-term borrowings	\$ 100,000	3	-	-
1140	Current contract assets	4,990	-	10,970	1	2130	Current contract liabilities	4,834	-	4,848	-
1170	Accounts receivable, net	267,568	9	214,537	8	2170	Accounts payable	3,108	-	2,435	-
1180	Accounts receivable-related parties, net	38,115	1	27,724	1	2200	Other payables	322,604	11	269,291	10
1200	Other receivables	1	-	62	-	2220	Other payables-related parties	197	-	440	-
1210	Other receivables-related parties	17	-	3,151	-	2230	Current tax liabilities	37,037	1	16,554	1
1410	Prepayments	1,563	-	1,292	-	2280	Current lease liabilities	570	-	449	-
1470	Other current assets	<u>3,646</u>	-	<u>6,662</u>	-	2399	Other current liabilities	<u>6,555</u>	-	<u>5,545</u>	-
	Total current assets	<u>432,531</u>	<u>14</u>	<u>431,754</u>	<u>16</u>		Total current liabilities	<u>474,905</u>	<u>15</u>	<u>299,562</u>	<u>11</u>
Non-current assets:						Non-Current liabilities:					
1550	Investments accounted for using equity method	2,050,770	68	1,763,445	65	2570	Deferred tax liabilities	62,708	2	61,976	2
1600	Property, plant and equipment	508,687	17	502,975	19	2640	Net defined benefit liability, non-current	15,173	1	16,065	1
1755	Right-of-use assets	1,110	-	735	-	2580	Non-current lease liabilities	<u>498</u>	-	<u>274</u>	-
1780	Intangible assets	11,289	1	8,254	-		Total non-current liabilities	<u>78,379</u>	<u>3</u>	<u>78,315</u>	<u>3</u>
1840	Deferred tax assets	<u>6,619</u>	-	<u>5,932</u>	-		Total liabilities	<u>553,284</u>	<u>18</u>	<u>377,877</u>	<u>14</u>
	Total non-current assets	<u>2,578,475</u>	<u>86</u>	<u>2,281,341</u>	<u>84</u>	3100	Equity:				
						3200	Capital stock	669,211	22	667,083	25
						3300	Capital surplus	770,877	26	753,005	28
						3400	Retained earnings	1,198,187	40	1,069,842	39
						3500	Other equity	(107,053)	(4)	(81,212)	(3)
							Treasury shares	<u>(73,500)</u>	<u>(2)</u>	<u>(73,500)</u>	<u>(3)</u>
							Total equity	<u>2,457,722</u>	<u>82</u>	<u>2,335,218</u>	<u>86</u>
							Total liabilities and equity	<u>\$ 3,011,006</u>	<u>100</u>	<u>2,713,095</u>	<u>100</u>
	Total assets	<u>\$ 3,011,006</u>	<u>100</u>	<u>2,713,095</u>	<u>100</u>						

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)  
**WISTRON INFORMATION TECHNOLOGY AND SERVICES 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 revenue	\$ 1,213,705	100	1,006,451	100
5000 Cost of sales	(753,477)	(62)	(666,159)	(66)
Gross profit	<u>460,228</u>	<u>38</u>	<u>340,292</u>	<u>34</u>
Operating expenses:				
6100 Selling expenses	(26,376)	(2)	(24,270)	(2)
6200 Administrative expenses	(263,697)	(22)	(240,348)	(24)
6450 Reversal of expected credit loss provision	185	-	93	-
6300 Total operating expenses	<u>(289,888)</u>	<u>(24)</u>	<u>(264,525)</u>	<u>(26)</u>
Net operating income	<u>170,340</u>	<u>14</u>	<u>75,767</u>	<u>8</u>
Non-operating income and expenses:				
7100 Interest income	100	-	473	-
7010 Other income	147	-	278	-
7020 Other gains and losses	37,741	3	32,756	3
7070 Recognized share of subsidiaries, associates and joint ventures accounted for using equity method	294,952	24	385,679	38
7050 Finance costs	(312)	-	(218)	-
Total non-operating income and expenses	<u>332,628</u>	<u>27</u>	<u>418,968</u>	<u>41</u>
Profit before tax	502,968	41	494,735	49
7951 Income tax expenses	(47,334)	(4)	(28,846)	(3)
Net profit	<u>455,634</u>	<u>37</u>	<u>465,889</u>	<u>46</u>
8300 Other comprehensive income:				
8310 Items that will not be reclassified subsequently to profit or loss				
8311 Gains (losses) on remeasurements of defined benefit plans	1,463	-	(141)	-
8312 Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	-	-	4,734	1
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
Total items that will not be reclassified subsequently to profit or loss	<u>1,463</u>	<u>-</u>	<u>4,593</u>	<u>1</u>
8360 Items that may be reclassified subsequently to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(18,690)	(1)	(2,808)	-
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	(7,151)	(1)	24,505	2
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Total items that may be reclassified subsequently to profit or loss	<u>(25,841)</u>	<u>(2)</u>	<u>21,697</u>	<u>2</u>
8300 Other comprehensive income (loss)	<u>(24,378)</u>	<u>(2)</u>	<u>26,290</u>	<u>3</u>
Total comprehensive income	<u>\$ 431,256</u>	<u>35</u>	<u>492,179</u>	<u>49</u>
Earnings per share (in dollars)				
9750 Basic earnings per share	<u>\$ 6.91</u>		<u>7.06</u>	
9850 Diluted earnings per share	<u>\$ 6.83</u>		<u>6.98</u>	

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)  
**WISTRON INFORMATION TECHNOLOGY AND SERVICES CORPORATION**

**Parent Company Only Statements of Changes in Equity**  
**For the years ended December 31, 2021 and 2020**

(Expressed in Thousands of New Taiwan Dollars)

	Capital stock		Retained earnings				Other equity				
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total	Treasury shares	Total equity
Balance at January 1, 2020	\$ 664,011	736,051	90,505	75,904	667,623	834,032	(102,909)	(22,188)	(125,097)	-	2,108,997
Net profit	-	-	-	-	465,889	465,889	-	-	-	-	465,889
Other comprehensive income	-	-	-	-	(141)	(141)	21,697	4,734	26,431	-	26,290
Total comprehensive income	-	-	-	-	465,748	465,748	21,697	4,734	26,431	-	492,179
Appropriation and distribution of retained earnings:											
Legal reserve	-	-	41,335	-	(41,335)	-	-	-	-	-	-
Special reserve	-	-	-	49,193	(49,193)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(212,484)	(212,484)	-	-	-	-	(212,484)
Purchase of treasury shares	-	-	-	-	-	-	-	-	-	(73,500)	(73,500)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(17,454)	(17,454)	-	17,454	17,454	-	-
New share issued through employee's profit sharing bonus	3,072	16,928	-	-	-	-	-	-	-	-	20,000
Due to donated assets received	-	26	-	-	-	-	-	-	-	-	26
Balance at December 31, 2020	667,083	753,005	131,840	125,097	812,905	1,069,842	(81,212)	-	(81,212)	(73,500)	2,335,218
Net profit	-	-	-	-	455,634	455,634	-	-	-	-	455,634
Other comprehensive income	-	-	-	-	1,463	1,463	(25,841)	-	(25,841)	-	(24,378)
Total comprehensive income	-	-	-	-	457,097	457,097	(25,841)	-	(25,841)	-	431,256
Appropriation and distribution of retained earnings:											
Legal reserve	-	-	44,829	-	(44,829)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(328,752)	(328,752)	-	-	-	-	(328,752)
Reversal of special reserve	-	-	-	(43,885)	43,885	-	-	-	-	-	-
New share issued through employee's profit sharing bonus	2,128	17,872	-	-	-	-	-	-	-	-	20,000
Balance at December 31, 2021	\$ 669,211	770,877	176,669	81,212	940,306	1,198,187	(107,053)	-	(107,053)	(73,500)	2,457,722

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)  
**WISTRON INFORMATION TECHNOLOGY AND SERVICES 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 generated from (used in) operating activities:		
Profit before tax	\$ 502,968	494,735
Adjustments:		
Adjustments to reconcile loss:		
Depreciation expense	19,207	18,729
Amortization expense	5,228	3,063
Reversal of expected credit loss provision	(185)	(93)
Interest expense	312	218
Interest income	(100)	(473)
Dividend income	-	(260)
Recognized share of subsidiaries, associates and joint ventures accounted for using equity method	(294,952)	(385,679)
Gain on disposal of property, plant and equipment	(115)	(41)
Other	1,786	-
Total adjustments to reconcile loss	(268,819)	(364,536)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in current contract assets	6,165	2,108
Increase in accounts receivable, net	(53,031)	(4,899)
(Increase) decrease in accounts receivable—related parties	(10,391)	4,978
Decrease (increase) in other receivable	60	(61)
Decrease in other receivables—related parties	3,134	5,898
(Increase) decrease in prepayments	(271)	105
(Increase) decrease in other current assets	(567)	337
Total changes in operating assets	(54,901)	8,466
Changes in operating liabilities:		
(Decrease) increase in contract liabilities	(14)	1,924
Increase (decrease) in accounts payable	673	(5,633)
Decrease in accounts payable—related parties	-	(1,518)
Increase in other payables	58,301	41,671
(Decrease) increase in other payables—related parties	(243)	314
Increase (decrease) in other current liabilities	1,010	(909)
Increase in net defined benefit liability	571	549
Total changes in operating liabilities	60,298	36,398
Net changes in operating assets and liabilities	5,397	44,864
Total changes in operating assets and liabilities	(263,422)	(319,672)
Cash generated from operations	239,546	175,063
Interest received	101	547
Interest paid	(300)	(218)
Income taxes paid	(26,806)	(29,283)
Net cash flows generated from operating activities	212,541	146,109
Cash flows generated from (used in) investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	17,946
Acquisition of investments accounted for using equity method	(5,000)	-
Acquisition of property, plant and equipment	(24,479)	(1,278)
Proceeds from disposal of property, plant and equipment	218	41
Decrease in refundable deposits	3,583	3,322
Acquisition of intangible assets	(8,263)	(4,107)
Dividends received	-	260
Net cash flows (used in) generated from investing activities	(33,941)	16,184
Cash flows generated from (used in) financing activities:		
Increase in short-term loans	303,241	166,276
Repayments of short-term loans	(203,241)	(166,276)
Repayments of the principle portion of lease liabilities	(573)	(424)
Cash dividends paid	(328,752)	(212,484)
Payments to acquire treasury shares	-	(73,500)
Due to donated assets received	-	26
Net cash flows used in financing activities	(229,325)	(286,382)
Net decrease in cash and cash equivalents	(50,725)	(124,089)
Cash and cash equivalents at beginning of year	167,356	291,445
Cash and cash equivalents at end of year	\$ 116,631	167,356

## Wistron Information Technology and Services Corp.

### Profit Appropriation Statement for 2021

Unit: NT\$

Item	Amount
<b>Net Income After Tax of 2021</b>	<b>455,633,500</b>
Plus (Less):	
Remeasurements of the defined benefit obligation	1,463,000
Legal Reserve	(45,709,650)
Special Reserve	(25,841,109)
<b>Unappropriated retained earnings of 2021</b>	<b>385,545,741</b>
Plus (Less):	
Unappropriated retained earnings in prior years	483,208,729
<b>Retained Earnings Available for Distribution</b>	<b>868,754,470</b>
Distribution Items:	
Cash Dividends to Common Shareholders (Note)	(304,773,405)
<b>Unappropriated retained earnings at the end of the year</b>	<b>563,981,065</b>

Note: 1. Cash dividend: NT\$4.6 per share, and the cash dividend is rounded down to the nearest NT dollars; the amount rounded off will be credited to other income of Wistron ITS.

2. Dividend is calculated by outstanding shares deducting shares not be entitled to exercise the rights of a shareholder in accordance with the Company Act.

Chairman: Ching Hsiao

President: Ching Hsiao

Controller: Phoebe Chang

**Wistron Information Technology and Services Corp.**  
**Comparison between Original and Amendments to**  
**“Articles of Incorporation”**

Items	Original Version	Amended Version	Reason
Article 9-1	(New)	<u>The Company’s 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>	Add to comply with the Regulation
Article 23	(omitting) The 36th amendment was made on June 22, 2020.	(omitting) The 36th amendment was made on June 22, 2020. <u>The 37th amendment was made on May 26, 2022.</u>	Correspondence to the amendment date.

**Wistron Information Technology and Services Corp.**  
**Comparison Between Original and Amendments to**  
**“Procedures for Acquisition and Disposal of Assets”**

Items	Original Version	Amended Version	Reason
Article 3-1	(New)	<p><u>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant’s opinions, attorney’s opinions, or underwriter’s opinions shall meet the following requirements:</u></p> <p><u>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</u></p> <p><u>2. May not be a related party or de facto related party of any party to the transaction.</u></p> <p><u>3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or</u></p>	Add to comply with the Regulation.

Items	Original Version	Amended Version	Reason
		<p><u>appraisal officers may not be related parties or de facto related parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with code of practice of the association they belong to and the following:</u></p> <ol style="list-style-type: none"> <li><u>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></li> <li><u>2. When executing a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</u></li> <li><u>3. They shall undertake an item-by-item evaluation of adequacy and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</u></li> <li><u>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is adequate and reasonable, and that they have complied with applicable laws and regulations.</u></li> </ol>	



Items	Original Version	Amended Version	Reason
Article 5	<p>Procedures for Ratification and Decision of Acquisition or Disposal of Assets</p> <p>1. (omitting)</p> <p>2. Level of Delegation/Authorization: Acquisition or disposal of assets of the Company, except for those regulated by Article 158 of the Company Act shall be submitted to shareholder's meeting for approval, is authorized to the in-charge department for implementation, and the authorization level is as following:</p> <p>(1) Acquisition or disposal of securities: unless otherwise provided below, it shall be approved by Board of Directors:</p> <p>A. Chairman is authorized to decide and execute by Board of Directors for securities <del>under</del> NT\$100 million (NT\$100,000,000) and the transaction shall be reported to Board of Directors thereafter.</p> <p><del>B. For the securities acquired or disposed on a centralized securities exchange market or OTC venue, chairman is authorized to decide and execute by Board of Directors for securities under NT\$100 million (NT\$100,000,000) and the transaction shall be</del></p>	<p>Procedures for Ratification and Decision of Acquisition or Disposal of Assets</p> <p>1. (omitting)</p> <p>2. Level of Delegation/Authorization: Acquisition or disposal of assets of the Company, except for those regulated by Article 158 of the Company Act shall be submitted to shareholder's meeting for approval, is authorized to the in-charge department for implementation, and the authorization level is as following:</p> <p>(1) Acquisition or disposal of securities: unless otherwise provided below, it shall be approved by Board of Directors:</p> <p>A. Chairman is authorized to decide and execute by Board of Directors for securities <u>within</u> NT\$100 million (NT\$100,000,000) and the transaction shall be reported to Board of Directors thereafter.</p>	To comply with the Company's operational needs and adjust wording.

Items	Original Version	Amended Version	Reason
	<p><del>reported to Board of Directors thereafter. However, for related party transactions subject to the Article 12 of the Procedures, the provisions of Article 12 shall prevail.</del></p> <p>C. For short-term idle funds invested in government bonds, domestic bond funds, financial bonds, U.S. Treasury Securities, overseas bond funds of good credit rating, and domestic money market funds, the chief financial officer is authorized to decide and execute when each transaction or daily total amount <del>under</del> NT\$100 million (NT\$100,000,000); and approval of chairman is required when the amount exceeding NT\$100 million (NT\$100,000,000).</p> <p>(2) For acquisition or disposal of real property or right-of-use assets thereof, unless that chairman is authorized to decide and execute by Board of Directors for amount <del>under</del> NT\$100 million (NT\$100,000,000) and the transaction shall be reported to Board of Directors thereafter, it shall be approved by Board of Directors. <del>However, acquisition or disposal of real property or right of use</del></p>	<p><u>B.</u> For short-term idle funds invested in government bonds, domestic bond funds, financial bonds, U.S. Treasury Securities, overseas bond funds of good credit rating, and domestic money market funds, the chief financial officer is authorized to decide and execute when each transaction or daily total amount <u>not more than</u> NT\$100 million (NT\$100,000,000); and approval of chairman is required when the amount exceeding NT\$100 million (NT\$100,000,000).</p> <p>(2) For acquisition or disposal of real property or right-of-use assets thereof, unless that chairman is authorized to decide and execute by Board of Directors for amount <u>within</u> NT\$100 million (NT\$100,000,000) and the transaction shall be reported to Board of Directors thereafter, it shall be approved by Board of Directors.</p>	

Items	Original Version	Amended Version	Reason
	<p><del>assets thereof to related parties are not in the scope of this authorization, and shall be subject to the provisions of Article 12, Paragraph 2 of the Procedures.</del></p> <p>(3) <del>For acquisition or disposal of the equipment or right-of-use assets thereof and real property right-of-use assets for business use 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, chairman or the authorized personnel are authorized to decide and execute by Board of Directors for amount under NT\$100 million (NT\$100,000,000) and the transaction shall be submitted to and ratified by the most recent Board of Directors thereafter.</del></p> <p>Acquisition or disposal of equipment or right-of-use assets thereof <del>other than those mentioned in preceding part of this subparagraph, unless the transaction whose amount exceeding NT\$100 million (NT\$100,000,000) shall be approved by Board of Directors, chairman or the authorized personnel are authorized to decide and</del></p>	<p>(3) <u>For acquisition or disposal of equipment or right-of-use assets thereof, <u>memberships, patents, copyrights, trademarks, franchise rights, and other intangible assets or right-of-use assets thereof,</u> chairman or the authorized personnel shall decide and execute within NT\$100 million (NT\$100,000,000), and approval of Board of Directors is required when the amount exceeding <u>NT\$100 million (NT\$100,000,000).</u></u></p>	

Items	Original Version	Amended Version	Reason
	<p>execute <del>by Board of Directors</del> for amount under NT\$100 million (NT\$100,000,000) and <del>the transaction shall be reported to Board of Directors thereafter.</del></p> <p>(4) The acquisition and disposal of derivatives shall be authorized to the authorized personnel in accordance with “Rules and Procedures for Derivatives Transactions” of the Company, and be reported to the most recent Board of Directors.</p> <p>3. (omitting)</p>	<p><u>(4) For related party transactions subject to the Article 12 of the Procedures, the provisions of Article 12 shall prevail.</u></p> <p>(5) The acquisition and disposal of derivatives shall be authorized to the authorized personnel in accordance with “Rules and Procedures for Derivatives Transactions” of the Company, and be reported to the most recent Board of Directors.</p> <p>3. (omitting)</p>	
Article 6	<p>Procedures for Public Announcement and Filing</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC’s designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more</p>	<p>Procedures for Public Announcement and Filing</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC’s designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more</p>	To comply with the Regulation.

Items	Original Version	Amended Version	Reason
	<p>of the Company's total assets, or NT\$300 million (NT\$300,000,000) or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2)~(5) (omitting)</p> <p>(6) Where an asset transaction other than any of those referred to in the preceding 5 subparagraphs or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million (NT\$300,000,000) or more; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds.</p> <p>B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2~7. (omitting)</p>	<p>of the Company's total assets, or NT\$300 million (NT\$300,000,000) or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2)~(5) (omitting)</p> <p>(6) Where an asset transaction other than any of those referred to in the preceding 5 subparagraphs or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million (NT\$300,000,000) or more; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds <u>or foreign government bonds with a credit rating not lower than the sovereign rating of the ROC.</u></p> <p>B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2~7. (omitting)</p>	

Items	Original Version	Amended Version	Reason
Article 8	<p>Control Procedures for the Acquisition and Disposal of Assets by Subsidiaries.</p> <p>1. For the acquisition and disposal of assets by subsidiaries <del>invested by the Company, the “Procedures for Acquisition and Disposal of Assets” shall be enacted, and any amendments hereto, in accordance with regulations, approved by the Board of Directors of the subsidiaries, and submitted to Audit Committee or each supervisor and reported to shareholders’ meeting of the subsidiaries for approval. After approved by shareholders’ meeting of the subsidiaries, it shall be reported to the Board of Directors of the Company for filing.</del></p> <p>2. When the transaction amount of acquisition or disposal of assets by any subsidiaries of the Company that are not domestic public companies reaches the standards of announcement and filing set forth herein, it shall be announced and filed by the Company with copies to relevant authorities as prescribed in the Procedures.</p> <p>3. The paid-in capital or total assets of the Company audited or reviewed by CPA shall be the standard applicable to the subsidiaries in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 6, Paragraph 1 of the Procedures.</p>	<p>Control Procedures for the Acquisition and Disposal of Assets by Subsidiaries.</p> <p>1. For the acquisition and disposal of assets by subsidiaries <u>of the Company, the “Procedures for Acquisition and Disposal of Assets” shall be enacted, and any amendments hereto, shall be in accordance with Article 6 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, and it shall be reported to the Board of Directors of the Company for filing.</u></p> <p>2. When the transaction amount of acquisition or disposal of assets by any subsidiaries of the Company that are not domestic public companies reaches the standards of announcement and filing set forth herein, it shall be announced and filed by the Company with copies to relevant authorities as prescribed in the Procedures.</p> <p>3. The paid-in capital or total assets of the Company audited or reviewed by CPA shall be the standard applicable to the subsidiaries in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 6, Paragraph 1 of the Procedures.</p>	<p>To comply with the Company’s operational needs and adjust Chinese wording.</p>

Items	Original Version	Amended Version	Reason
	4. The Company shall supervise that subsidiaries adopt and implement its “Procedures for Acquisition and Disposal of Assets”, and audit their implementation.	4. The Company shall supervise that subsidiaries adopt and implement its “Procedures for Acquisition and Disposal of Assets”, and audit their implementation.	
Article 10	<p>Appraisal Report from a Professional Institution</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million (NT\$300,000,000) or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p>	<p>Appraisal Report from a Professional Institution</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million (NT\$300,000,000) or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p>	To comply with the Regulation.

Items	Original Version	Amended Version	Reason
	<p>2. Where the transaction amount is NT\$1 billion (NT\$1,000,000,000) or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, 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, a CPA shall be engaged to perform the appraisal <del>in accordance with the provisions of "Statement of Auditing Standards No. 20" published by the ROC Accounting Research and Development Foundation ("ARDF")</del> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>(2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date;</p>	<p>2. Where the transaction amount is NT\$1 billion (NT\$1,000,000,000) or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, 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, a CPA shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>(2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date;</p>	



Items	Original Version	Amended Version	Reason
	<p>provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	<p>provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	
Article 11	<p>CPA’s Opinion</p> <p>1. When the transaction amount of acquisition and disposal of securities is 20 percent of the Company’s paid-in capital or NT\$300 million (NT\$300,000,000) or more, the Company shall additionally engage a CPA prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <del>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of “Statement of Auditing Standards No. 20” published by the ARDF.</del> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the FSC.</p> <p>In accordance with FSC letter No. 1070331908 and the exception rule provided in the Article 10 of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, the following circumstances are exempt from the preceding provisions herein: (1)~(9) (omitting)</p>	<p>CPA’s Opinion</p> <p>1. When the transaction amount of acquisition and disposal of securities is 20 percent of the Company’s paid-in capital or NT\$300 million (NT\$300,000,000) or more, the Company shall additionally engage a CPA prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the FSC.</p> <p>In accordance with FSC letter No. 1070331908 and the exception rule provided in the Article 10 of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, the following circumstances are exempt from the preceding provisions herein: (1)~(9) (omitting)</p>	To comply with the Regulation.

Items	Original Version	Amended Version	Reason
	<p>2. Where the Company acquires or disposes of memberships or intangible assets or right-of-use assets thereof and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million (NT\$300,000,000) or more, except in transactions with a domestic government agency, the Company shall engage a CPA prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <del>the CPA shall comply with the provisions of “Statement of Auditing Standards No. 20” published by the ARDF.</del></p> <p>3. (omitting)</p>	<p>2. Where the Company acquires or disposes of memberships or intangible assets or right-of-use assets thereof and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million (NT\$300,000,000) or more, except in transactions with a domestic government agency, the Company shall engage a CPA prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p> <p>3. (omitting)</p>	
Article 11-1	<p>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 a CPA’s opinion has been obtained need not be counted toward the transaction amount.</p>	<p>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 a CPA’s opinion has been obtained need not be counted toward the transaction amount.</p>	Adjust Chinese wording.
Article 12	<p>When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with the Procedures, if</p>	<p>When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with the Procedures, if</p>	To comply with the Regulaion and adjust wording.

Items	Original Version	Amended Version	Reason
	<p>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 a CPA's opinion in accordance with regulations.</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million (NT\$300,000,000) or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Board of Directors <del>and ratified by the Audit Committee:</del></p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</li> <li>2. The reason for choosing the related party as a transaction counterparty.</li> </ol>	<p>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 a CPA's opinion in accordance with regulations.</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million (NT\$300,000,000) or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by <u>one-half or more of all Audit Committee members and then submitted to the Board of Directors for a resolution:</u></p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</li> <li>2. The reason for choosing the related party as a transaction counterparty.</li> </ol>	

Items	Original Version	Amended Version	Reason
	<p>3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 13 and Article 14.</p> <p>4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with this article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p><del>The calculation of the transaction amounts referred to in this paragraph 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 Board of Directors and ratified by the Audit Committee need not be counted toward the transaction amount.</del></p>	<p>3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 13 and Article 14.</p> <p>4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with this article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p>	

Items	Original Version	Amended Version	Reason
	<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, Chairman are authorized to decide and execute within a certain amount by Board of Directors pursuant to Article 5, Paragraph 2, Subparagraph 3, and the transaction shall be submitted to and ratified by the most recent Board of Directors thereafter.</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</li> <li>2. Acquisition or disposal of real property right-of-use assets held for business use.</li> </ol>	<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, Chairman <u>or the authorized personnel</u> are authorized to decide and execute within <u>NT\$100 million (NT\$100,000,000)</u> by Board of Directors, and the transaction shall be submitted to and ratified by the most recent Board of Directors thereafter.</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</li> <li>2. Acquisition or disposal of real property right-of-use assets held for business use.</li> </ol> <p><u>If the Company and any subsidiaries that are not domestic public companies have any transaction referred to in the paragraph 2 and the transaction amount reaches 10 percent or more of the Company's total assets, the Company may not proceed to enter into a transaction contract or make a payment until the matters referred to in the paragraph 2 have been submitted and approved by Shareholders meeting. However, this shall not apply to transactions when to be conducted between the Company and its subsidiaries, or between its subsidiaries. The calculation of the transaction amounts referred to in this paragraph shall be made in</u></p>	

Items	Original Version	Amended Version	Reason
		<u>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 Shareholders meeting, and approved by one-half or more of all Audit Committee members and then submitted to the Board of Directors for a resolution need not be counted toward the transaction amount.</u>	
Article 29	<p>The Procedures were enacted on June 10, 2003</p> <p>The 1st amendment was made on February 5, 2004</p> <p>The 2nd amendment was made on December 24, 2009</p> <p>The 3rd amendment was made on June 28, 2012.</p> <p>The 4th amendment was made on June 25, 2013.</p> <p>The 5th amendment was made on June 18, 2014.</p> <p>The 6th amendment was made on June 22, 2017.</p> <p>The 7th amendment was made on June 24, 2019.</p> <p>The 8th amendment was made on June 22, 2020.</p>	<p>The Procedures were enacted on June 10, 2003</p> <p>The 1st amendment was made on February 5, 2004</p> <p>The 2nd amendment was made on December 24, 2009</p> <p>The 3rd amendment was made on June 28, 2012.</p> <p>The 4th amendment was made on June 25, 2013.</p> <p>The 5th amendment was made on June 18, 2014.</p> <p>The 6th amendment was made on June 22, 2017.</p> <p>The 7th amendment was made on June 24, 2019.</p> <p>The 8th amendment was made on June 22, 2020.</p> <p><u>The 9th amendment was made on May 26, 2022.</u></p>	Correspondence to the amendment date.

**Wistron Information Technology and Services Corp.**  
**Comparison Between Original and Amendments to**  
**“Rules of Procedure for Shareholders Meeting”**

Items	Original Version	Amended Version	Reason
Article 1	The procedures for the Company’s Shareholders meeting (The “Meeting”), except as otherwise provided by law, regulation, or the Company’s Articles of Incorporation, shall be implemented in accordance with these Rules.	The procedures for the Company’s Shareholders meeting (The “Meeting”), except as otherwise provided by law, regulation, or the Company’s Articles of Incorporation, shall be implemented in accordance with these Rules.	Adjust Chinese wording.
Article 5	The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met but the attending shareholders represent one third or more of the total number of issued shares, pursuant to Article 175, paragraph 1 of the Company Act, a tentative resolution may be adopted <del>by agreement of a majority of the votes represented by the attending shareholders</del> . All shareholders shall be notified of the tentative resolution and another meeting shall be convened within 1 month.	The chair shall call the meeting to order at the appointed meeting time <u>and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting</u> . However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met but the attending shareholders represent one third or more of the total number of issued shares, pursuant to Article 175, paragraph 1 of the Company Act, a tentative resolution may be adopted. All shareholders shall be notified of the tentative resolution and another meeting shall be convened within 1 month.	To comply with the Regulation and adjust Chinese wording.

Items	Original Version	Amended Version	Reason
	When, prior to conclusion of the Meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the Meeting pursuant to Article 174 of the Company Act.	When, prior to conclusion of the Meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the Meeting pursuant to Article 174 of the Company Act.	
Article 7	The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend the Meeting in a non-voting capacity. <del>Staff handling administrative affairs of the Meeting shall wear identification cards or arm bands.</del>	The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend the Meeting in a non-voting capacity.	Delete partial and combine to Article 16.
Article 9	If the Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The Meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Meeting. The provisions of the preceding paragraph apply the same to the Meeting convened by a party with the power to convene that is not the Board of Directors. The chair may not declare the Meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Meeting. If the chair declares the Meeting adjourned in violation of the Rules of procedure, may elect a new chair by agreement of a majority of the votes represented by the attending shareholders, and then continue the Meeting.	If the Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The Meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Meeting. The provisions of the preceding paragraph apply the same to the Meeting convened by a party with the power to convene that is not the Board of Directors. The chair may not declare the Meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Meeting. If the chair declares the Meeting adjourned in violation of the Rules of procedure, may elect a new chair by agreement of a majority of the votes represented by the attending shareholders, and then continue the Meeting.	Delete parital and combine to Article 17.



Items	Original Version	Amended Version	Reason
	<p><del>When the Meeting is in progress, the chair may announce a break based on time considerations. In case of no conclusion reached at the Meeting, a resolution may be adopted at the Meeting to defer or resume the Meeting within 5 days, and no service of notice or public announcement is required.</del></p> <p><del>After the Meeting adjourned, shareholders shall not elect other chair to resume the Meeting at the same or other venue.</del></p>		
Article 10	<p>Before speaking, <del>the chair or staff shall ask</del> an attending shareholder specify on a speaker's slip the subject of the speech, his/her shareholder account number, and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p>	<p>Before speaking, an attending shareholder <u>must</u> specify on a speaker's slip the subject of the speech, his/her shareholder account number, and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p>	To comply with the Company's operational needs.
Article 12	<p>When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed <del>and</del> call for a vote.</p>	<p><u>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</u></p>	To comply with the Regulation.

Items	Original Version	Amended Version	Reason
		chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, <u>call for a vote, and</u> <u>schedule sufficient time for voting.</u>	
Article 13	Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for meeting proposals or elections shall be conducted in public at the place of the Meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the Meeting, and a record made of the vote. For the election of directors and independent directors, the voting results shall be announced on-site immediately, including the names of those elected as directors and independent directors and the numbers of votes with which they were elected.	Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for meeting proposals or elections shall be conducted in public at the place of the Meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the Meeting, and a record made of the vote. For the election of directors and independent directors, the voting results shall be announced on-site immediately, including the names of those elected as directors and independent directors and the numbers of votes with which they were elected, <u>and the names of directors and independent directors not elected and number of votes they received. The ballots for the election shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</u>	To comply with the Regulation.

Items	Original Version	Amended Version	Reason
Article 14	<p>Except as otherwise provided by the Company Act or the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, each proposal (<del>including extraordinary motions and amendments to original proposals</del>) shall be called <del>for a vote by the shareholders</del> <del>case by case.</del></p>	<p><u>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.</u></p> <p>Except as otherwise provided by the Company Act or the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, <u>for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</u></p>	To comply with the Regulation.
Article 15	<p><del>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and</del></p>	<p><u>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.</u> A shareholder exercising voting rights by correspondence or electronic means <u>will be deemed to have</u></p>	<ol style="list-style-type: none"> <li>1. Delete partial and combine to Article 14.</li> <li>2. To comply with the Regulation.</li> </ol>

Items	Original Version	Amended Version	Reason
	<p><del>no further voting shall be required.</del>  A shareholder exercising voting rights by correspondence or electronic means, <del>whose rights</del> with respect to the extraordinary motions and amendments to original proposals of the Meeting <del>will be deemed to be abstentions.</del></p>	<p><u>attended the meeting in person, but to have waived his/her rights</u> with respect to the extraordinary motions and amendments to original proposals of the Meeting.</p> <p><u>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two 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 the Company, by the same means by which the voting rights were exercised, before two 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.</u></p>	

Items	Original Version	Amended Version	Reason
		<u>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.</u>	
Article 16	<p>The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an armband bearing the word “Proctor.”</p>	<p><u>Staff handling administrative affairs of the Meeting shall wear identification cards or arm bands.</u></p> <p>The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an armband bearing the word “Proctor.”</p> <p><u>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 the Company, the chair may prevent the shareholder from so doing.</u></p> <p><u>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.</u></p>	To comply with the Regulation.
Article 17	<p>If a force majeure event occurs, the chair may rule the Meeting temporarily suspended and announce a time when, in view of the circumstances, to resume the Meeting; or a resolution may be adopted at the Meeting to resume the Meeting within 5 days <del>without</del></p>	<p><u>When a Meeting is in progress, the chair may announce a break based on time considerations.</u> If a force majeure event occurs, the chair may rule the Meeting temporarily suspended and announce a time when, in view of the circumstances, to resume the</p>	To comply with the Regulation.

Items	Original Version	Amended Version	Reason
	<del>notice and public announcement.</del>	Meeting; or a resolution may be adopted at the Meeting to <u>defer or resume the Meeting within 5 days in accordance with Article 182 of the Company Act.</u>	
Article 18	<p>These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.</p> <p>The Rules were enacted on June 28, 2002</p> <p>The 1st amendment was made on April 26, 2010</p> <p>The 2nd amendment was made on October 8, 2010</p> <p>The 3th amendment was made on June 25, 2013</p> <p>The 4th amendment was made on June 22, 2020.</p>	<p>These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.</p> <p>The Rules were enacted on June 28, 2002</p> <p>The 1st amendment was made on April 26, 2010</p> <p>The 2nd amendment was made on October 8, 2010</p> <p>The 3th amendment was made on June 25, 2013</p> <p>The 4th amendment was made on June 22, 2020.</p> <p><u>The 5th amendment was made on May 26, 2022.</u></p>	Correspondence to the amendment date.

**List of Outside Directorships for Nominees of Directors  
(including Independent Directors)**

Title	Name	Current Positions
Director	Ching Hsiao	Director of Wistron Information Technology and Services Limited Director of WITS America, Corp. Director of Wistron Information Technology and Services Inc. Chairman of Wistron Information Technology and Services (Beijing) Inc. Chairman of Wistron ITS (Wuhan) Co. Representative Director of Wistron Information Technology and Services (Japan) Inc. Director of Wistron ITS (Hong Kong) Limited Chariman of WITS Taiwan, Inc.
Director	Wistron Digital Technology Holding Company Representative: Frank Lin	Chief Staff Officer of Wistron Corp. Director of Wistron NeWeb Corp. Chairman of WiseCap Ltd. Chairman of WLB Ltd. Director of Changing Information Technology Inc. Supervisor of aEnrich Technology Corp. Director of IP Fund Six Director of Wiwynn Corporation Director of Join-Link International Technology Co., Ltd. Director of Maya International Co., Ltd. Director of Wistron Medical Tech Holding Company Director of Wistron Digital Technology Holding Company Director of Wistron Medical Tech Corporation Director of Pell Bio-Med Technology Co., Ltd. Chariman of WiSuccess Asset Management Corporation Director of Hartec Asia Pte. Ltd. Chairman of WiseCap (Hong Kong) Ltd. Director of Hukui Biotechnology Corp. Chairman of B-Temia Asia Pte Ltd.
Director	Philip Peng	Independent Director of AU Optronics Corp. Independent Director of Apacer Technology Inc. Director of Wistron Corp. Director of Wistron NeWeb Corp. Chairman of Smart Capital Corp. Supervisor of Allxon Inc. Director of Zigong Art Sharing Co., Ltd.
Independent Director	Yen Ling Fang	CEO of Peace & Grace International Attorneys at Law Representative of Legal Entity Director of Tainan Enterprises Co., Ltd. Independent Director of Pharmosa Biopharm Inc. Independent Director of TaiSol Electronics Co., Ltd.
Independent Director	Jennifer Hwang	Director of Commerce Development Research Institute Director of Imperial Food Co., Ltd.
Independent Director	Allen Tsai	Executive Director of Taiwan Institute of Directors Adjunct Associate Professor of Institute of Business and Management, NYCU
Independent Director	Y.K. Chu	Vice Chairman of Alpha Ring Asia Inc. Senior Partner of WI Harper Group