

# **Wistron Information Technology and Services Corporation**

## **Meeting Agenda** For 2023 Annual Shareholders Meeting

Date: May 30, 2023

### ***DISCLAIMER***

This is a translation of the agenda (the “agenda”) for the 2023 Annual Shareholders Meeting (the “Meeting”) of Wistron Information Technology and Services Corporation (the “Company”). This translation is intended for reference only and no other purpose. The Company hereby disclaims any and all liabilities whatsoever for the translation. The Chinese text of the agenda shall govern any and all matters related to the interpretation of the subject matter stated herein.

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# Meeting Procedures

1. Declaration of the Commencement of the Meeting
2. The Chair in Position
3. Opening Remarks by the Chair
4. Report Items
5. Ratification Items

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

6. Extemporaneous Motion
7. Adjournment

# Meeting Agenda

**Time:** 9:00a.m., May 30, 2023

**Venue:** Multi-Purpose Auditorium

(1F., No.15, Ln. 168, Xingshan Rd., Neihu Dist., Taipei City)

Shareholders meeting will be held by means of physical shareholders meeting.

## 1. Report Items

- (1) The Business Report of 2022.
- (2) Audit Committee's Review Report.
- (3) To report distribution of employees' profit sharing bonus and directors' remuneration.

## 2. Ratification Items

- (1) Ratification of the Business Report and Financial Statements of 2022.
- (2) Ratification of the proposal for distribution of 2022 profits.

## 3. Extemporaneous Motions

## 4. Adjournment

## Report Items

1. The Business Report of 2022. (Please refer to Attachment 1, pages 6-7)
2. Audit Committee's Review Report. (Please refer to Attachment 2, page 8)
3. To report distribution of employees' profit sharing bonus and directors' remuneration.

### Description:

- (1) In accordance with Article 21 of the "Articles of Incorporation":

If the Company has profit (referred to the profit before tax, excluding the employees' profit sharing bonus and directors' remuneration) as a result of the yearly accounting closing, the profit shall be distributed in accordance with the following provisions provided. However, the Company's accumulated losses shall have been covered.

A. No less than 10% of the profit from current year as employees' profit sharing bonus.

The Company may distribute profit sharing bonus in the form of shares or in cash to employees, including the employees of subsidiaries of the Company meeting certain specific requirements which determined by the Board of Directors.

B. No more than 2% of the profit from current year as directors' remuneration in cash.

- (2) The Company's 2nd Compensation Committee Meeting of 2023 and 2nd Board Meeting of 2023 resolved the employees' profit sharing bonus and directors' remuneration of 2022 in accordance with the "Articles of Incorporation."

A. The employees' profit sharing bonus was NT\$83,250,000 and the appropriation rate was 12%, of which NT\$63,250,000 distributed in cash and NT\$20,000,000 distributed by shares.

B. The directors' remuneration was NT\$9,250,000 and the appropriation rate was 1.33%, distributed in cash.

- (3) The Company will distribute employees' profit sharing bonus in the amount of NT\$20,000,000 in the form of shares. The new shares issued will be 175,438 shares, which were calculated based on the closing price NT\$114 prior to the date of 2nd Board Meeting of 2023. Par value per share is NT\$10, and employees' profit sharing bonus of NT\$68, which is less than one share, shall be distributed in cash.

- (4) The newly issued shares from the capital increase possess identical obligations and rights as the original shares. The Chairman is authorized to carry out the matter regarding the setting of the record date for new shares from capital increase and other relevant matters.

## **Ratification Items**

### **ITEM 1: Ratification of the Business Report and Financial Statements of 2022.**

Proposal: Submission (by the Board of Directors) of the Company's 2022 Business Report and Financial Statements for ratification.

Details: 1. The Company's Financial Statements for 2022, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statements of Cash Flows, were audited by independent auditors, Mr. Ming-Hung Huang, and Mr. Chia-Chien Tang, of KPMG.

2. Please refer to Attachment 1, pages 6-7 for the Company's Business Report, and Attachment 3, pages 9-22 for Independent Auditors' Report, and the aforementioned Financial Statements.

3. Submission for ratification.

### **ITEM 2: Ratification of the proposal for distribution of 2022 profits.**

Proposal: Submission (by the Board of Directors) of the proposal for 2022 profits distribution for ratification.

Details: 1. Net income after tax is NT\$554,202,182, after adding up remeasurements of the defined benefit obligation of NT\$1,821,000, then deducting legal reserve of NT\$55,602,318, and adding up special reserve of NT\$29,948,418, and adding up unappropriate retained earnings in prior years of NT\$563,981,065, therefore the total amount of retained earnings available for distribution is NT\$1,094,350,347. The dividends and bonuses proposed to be distributed to the shareholders amount to NT\$333,341,505 in cash (NT\$5 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 4, page 23 for the Profit Appropriation Statement for 2022.

5. Submission for ratification.

## **Extemporary Motion**

### **Adjournment**

## **Wistron Information Technology and Services Corporation Business Report**

### **A. 2022: A Year in Review**

2022 was a year of many ups and downs. War, inflation, and COVID-19 resurgences caused major changes in global macroeconomics and international relations. Rising risks and uncertainty in the market have challenged the resilience of our Company's operations and management. However, in spite of these challenges, the Company's performance has been outstanding, with the year's revenue, profits, and earnings per share reaching record high.

In addition to steady financial growth, the Company also strives to enhance our core business competitiveness. In 2022, Wistron Information Technology and Services Corporation ("Wistron ITS") expanded our employee career enhancement program. We worked with external partners to enrich learning resources and help employees increase their service value and expertise. Meanwhile, the Company also ramped up digital innovation by developing and optimizing our employee service and business support system. This has effectively boosted the efficiency of our operations, helping us move forward with our next stage of business growth.

Wistron ITS' capabilities in information technologies enabled us to obtain the "Registration of Artificial Intelligence Service Organization" from the Industrial Development Bureau, Ministry of Economic Affairs, in 2022. The Company will continue to cultivate and develop talents in the AI field to facilitate the adoption of AI technologies and expansion of our service scope. In addition, the Company followed industry trends and actively cultivated the new energy industry, which achieved significant results in 2022. Both number of clients and revenue for green energy and smart cars have doubled, becoming one of the key drivers of the Company's growth in 2022.

Wistron ITS upheld commitment to sustainable management and established the ESG Committee in 2022 to ensure that the Company can achieve our goal of long-term sustainable development. The Company strives to create a happy working environment and foster an inclusive company culture by establishing "Human Rights Policy," realizing our commitment to protecting human rights. In addition, the Company has continued to strengthen the functionality and diversity of the Board of Directors, as well as enhanced communications with stakeholders. We are making every effort to protect shareholders' rights and interests. In recognition of our efforts to ensure better governance, Wistron ITS ranked among the top 5% of TPEX listed companies in Corporate Governance Evaluation for two consecutive years.



## **B. Financial Performance**

Wistron ITS reported a consolidated revenue of NT\$7.95 billion, net profit of NT\$554 million and basic earnings per share of NT\$8.33 in 2022. In the previous year, Wistron ITS reported a consolidated revenue of NT\$6.18 billion, net profit of NT\$456 million and basic earnings per share of NT\$6.91.

The Company's consolidated revenue grew steadily in 2022, reaching new heights in each quarter. In addition to the stable contributions from the high-tech and Internet sectors, the Company took advantage of strong demand for green energy and smart car to expand our client base. The Company also made the most of opportunities created by digital transformation and smart manufacturing to enhance revenue growth, achieving a remarkable 29% growth in annual revenue. This was also effective in driving profit increases, resulting in 22% growth of net operating income and net profit, with basic earnings per share together reaching a record high.

## **C. 2023: A New Beginning**

In 2023, as a leading information services provider, Wistron ITS will respond to new challenges in information technology development by moving forward with our new five-year development blueprint, "WITS 3.0". Based on the core value of "Delivery Excellence for Client Success", the Company will focus on the three key aspects of "Talents", "Digital Transformation", and "Master Leading Technologies" for development.

To ensure Wistron ITS' sustainability, in addition to internal promotions, the Company will also externally recruit key talents for different roles, thereby creating a succession team that will be able to take the Company to new heights in our future operations. The Company will also continue to accelerate our digital innovation, leveraging digital methods to offer high-quality, reliable, innovative, and professional services. We will work with our clients to grow in step with industry trends, focusing on new mainstream technologies and investing in promising markets and professional fields.

In the future, Wistron ITS will continue to develop our technical, management, and trend insight capabilities, to enhance our service value and long-term competitiveness. We will partner with top clients across the globe to build an innovative future and make the world a better place.

Wistron ITS thanks all of our shareholders for their encouragement and support, which have enabled our continued growth and success. We will continue to strive towards creating the maximum value for all of our shareholders.

Sincerely Yours,  
and with warm regards,

Chairman: Ching Hsiao

President: Ching Hsiao

Controller: Phoebe Chang

## **Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements, and proposal for allocation of profits. The CPA firm of KPMG was retained to audit Wistron Information Technology and Services Corporation'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 Information Technology and Services Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report.

Wistron Information Technology and Services Corporation.

Convener of the Audit Committee : Yen Ling Fang

March 6, 2023

## **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, 2022 and 2021, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. 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(b) 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, 2022 and 2021, on which we have issued an unmodified opinion.

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

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

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

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

## **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 Ming-Hung Huang and Chia-Chien Tang.

KPMG

Taipei, Taiwan (The Republic of China)  
March 6, 2023

#### **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, 2022 and 2021**

(Expressed in Thousands of New Taiwan Dollars)

		<u>December 31, 2022</u>		<u>December 31, 2021</u>				<u>December 31, 2022</u>		<u>December 31, 2021</u>	
		Amount	%	Amount	%			Amount	%	Amount	%
<b>Assets</b>						<b>Liabilities and Equity</b>					
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (note 6(a))	\$ 1,184,815	26	877,245	22	2100	Short-term borrowings (note 6(g))	\$ 158,075	4	107,230	3
1140	Current contract assets (note 6(m))	7,450	-	12,215	-	2130	Current contract liabilities (notes 6(m) and 7)	15,852	-	14,665	-
1170	Notes and accounts receivable, net (notes 6(b) and (m))	2,369,028	52	2,092,900	52	2170	Accounts payable	77,865	2	94,687	3
1180	Accounts receivable-related parties, net (notes 6(b), (m) and 7)	55,725	1	38,159	1	2219	Other payables (note 6(n))	1,221,262	27	1,047,978	26
1200	Other receivables	602	-	2,186	-	2220	Other payables-related parties (note 7)	21	-	196	-
1220	Current tax assets	1,703	-	12,811	-	2230	Current tax liabilities	55,469	1	42,935	1
1410	Prepayments	19,933	1	17,205	-	2399	Other current liabilities	48,962	1	29,487	1
1470	Other current assets (note 6(f))	17,418	-	20,401	1	2280	Current lease liabilities (note 6(h))	23,867	1	26,453	1
	<b>Total current assets</b>	<u>3,656,674</u>	<u>80</u>	<u>3,073,122</u>	<u>76</u>	2322	Long-term borrowings, current portion (notes 6(c), (g) and 8)	8,814	-	8,274	-
<b>Non-current assets:</b>						<b>Total current liabilities</b>		<u>1,610,187</u>	<u>36</u>	<u>1,371,905</u>	<u>35</u>
1600	Property, plant and equipment (notes 6(c) and 8)	782,090	17	813,853	20	<b>Non-Current liabilities:</b>					
1755	Right-of-use assets (note 6(d))	37,155	1	57,740	2	2540	Long-term loans (notes 6(c), (g) and 8)	47,594	1	55,543	1
1780	Intangible assets (notes 6(e) and 7)	32,774	1	38,915	1	2570	Deferred tax liabilities (note 6(j))	81,325	2	87,247	2
1840	Deferred tax assets (note 6(j))	34,625	1	20,189	1	2580	Non-current lease liabilities (note 6(h))	9,128	-	27,417	1
1900	Other non-current assets (notes 6(f) and 8)	18,440	-	13,648	-	2640	Net defined benefit liability, non-current (note 6(i))	12,789	-	15,173	-
	<b>Total non-current assets</b>	<u>905,084</u>	<u>20</u>	<u>944,345</u>	<u>24</u>	2670	Other non-current liabilities	2,355	-	2,460	-
						<b>Total non-current liabilities</b>		<u>153,191</u>	<u>3</u>	<u>187,840</u>	<u>4</u>
						<b>Total liabilities</b>		<u>1,763,378</u>	<u>39</u>	<u>1,559,745</u>	<u>39</u>
						<b>Equity (notes 6(i) and (k)):</b>					
						3100	Capital stock	671,523	15	669,211	17
						3200	Capital surplus	791,658	17	770,877	19
						3300	Retained earnings	1,449,437	32	1,198,187	30
						3400	Other equity	(77,104)	(2)	(107,053)	(3)
						3500	Treasury shares	(37,134)	(1)	(73,500)	(2)
						<b>Total equity</b>		<u>2,798,380</u>	<u>61</u>	<u>2,457,722</u>	<u>61</u>
<b>Total assets</b>		<u>\$ 4,561,758</u>	<u>100</u>	<u>4,017,467</u>	<u>100</u>	<b>Total liabilities and equity</b>		<u>\$ 4,561,758</u>	<u>100</u>	<u>4,017,467</u>	<u>100</u>

(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, 2022 and 2021**

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

		<u>2022</u>		<u>2021</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	<b>Net revenue (notes 6(m) and 7)</b>	\$ 7,948,886	100	6,177,820	100
5000	<b>Cost of Sales (notes 6(c), (d), (e), (h), (i) and 12)</b>	<u>(6,274,972)</u>	<u>(79)</u>	<u>(4,737,757)</u>	<u>(77)</u>
	<b>Gross profit</b>	<u>1,673,914</u>	<u>21</u>	<u>1,440,063</u>	<u>23</u>
	<b>Operating expenses (notes 6(b), (c), (d), (e), (h), (i), (k), (m), (n), 7 and 12)</b>				
6100	Selling expenses	(210,293)	(3)	(168,779)	(3)
6200	Administrative expenses	(862,659)	(11)	(794,597)	(13)
6300	Research and development expenses	(40,234)	-	(19,731)	-
6450	Reversal of expected credit loss provision	2,089	-	2,861	-
	<b>Total operating expenses</b>	<u>(1,111,097)</u>	<u>(14)</u>	<u>(980,246)</u>	<u>(16)</u>
	<b>Net operating income</b>	<u>562,817</u>	<u>7</u>	<u>459,817</u>	<u>7</u>
	<b>Non-operating income and expenses (notes 6(h) and (o)):</b>				
7100	Interest income	5,235	-	8,293	-
7010	Other income	66,632	1	53,118	1
7020	Other gains and losses	5,238	-	(1,206)	-
7050	Finance costs	(6,789)	-	(4,890)	-
	<b>Total non-operating income and expenses</b>	<u>70,316</u>	<u>1</u>	<u>55,315</u>	<u>1</u>
	<b>Profit before tax</b>	<u>633,133</u>	<u>8</u>	<u>515,132</u>	<u>8</u>
7950	Income tax expenses (note 6(j))	<u>(78,931)</u>	<u>(1)</u>	<u>(59,498)</u>	<u>(1)</u>
	<b>Net profit</b>	<u>554,202</u>	<u>7</u>	<u>455,634</u>	<u>7</u>
8300	<b>Other comprehensive income (notes 6(i), (j) and (k)):</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss</b>				
8311	Gains (losses) on remeasurements of defined benefit plans	1,821	-	1,463	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	<b>Total items that will not be reclassified subsequently to profit or loss</b>	<u>1,821</u>	<u>-</u>	<u>1,463</u>	<u>-</u>
8360	<b>Items that may be reclassified subsequently to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	29,949	-	(25,841)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	<b>Total items that may be reclassified subsequently to profit or loss</b>	<u>29,949</u>	<u>-</u>	<u>(25,841)</u>	<u>-</u>
8300	<b>Other comprehensive income (loss)</b>	<u>31,770</u>	<u>-</u>	<u>(24,378)</u>	<u>-</u>
	<b>Total comprehensive income</b>	<u>\$ 585,972</u>	<u>7</u>	<u>\$ 431,256</u>	<u>7</u>
	<b>Earnings per share (in dollars) (note 6(l))</b>				
9750	<b>Basic earnings per share</b>	<u>\$ 8.33</u>		<u>6.91</u>	
9850	<b>Diluted earnings per share</b>	<u>\$ 8.19</u>		<u>6.83</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, 2022 and 2021**  
**(Expressed in Thousands of New Taiwan Dollars)**

	Equity attributable to owners of parent								
	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	Treasury shares	Total equity
<b>Balance at January 1, 2021</b>	\$ 667,083	753,005	131,840	125,097	812,905	1,069,842	(81,212)	(73,500)	2,335,218
Net profit	-	-	-	-	455,634	455,634	-	-	455,634
Other comprehensive income	-	-	-	-	1,463	1,463	(25,841)	-	(24,378)
Total comprehensive income	-	-	-	-	457,097	457,097	(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
<b>Balance at December 31, 2021</b>	669,211	770,877	176,669	81,212	940,306	1,198,187	(107,053)	(73,500)	2,457,722
Net profit	-	-	-	-	554,202	554,202	-	-	554,202
Other comprehensive income	-	-	-	-	1,821	1,821	29,949	-	31,770
Total comprehensive income	-	-	-	-	556,023	556,023	29,949	-	585,972
Appropriation and distribution of retained earnings:									
Legal reserve	-	-	45,710	-	(45,710)	-	-	-	-
Special reserve	-	-	-	25,841	(25,841)	-	-	-	-
Cash dividends	-	-	-	-	(304,773)	(304,773)	-	-	(304,773)
Compensation cost of treasury shares transferred to employees	-	3,487	-	-	-	-	-	-	3,487
Treasury shares transferred to employees	-	(394)	-	-	-	-	-	36,366	35,972
New share issued through employees' profit sharing bonus	2,312	17,688	-	-	-	-	-	-	20,000
<b>Balance at December 31, 2022</b>	\$ 671,523	791,658	222,379	107,053	1,120,005	1,449,437	(77,104)	(37,134)	2,798,380



(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, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	2022	2021
<b>Cash flows generated from (used in) operating activities:</b>		
Profit before tax	\$ 633,133	515,132
Adjustments:		
<b>Adjustments to reconcile profit:</b>		
Depreciation expense	83,582	80,173
Amortization expense	12,900	8,163
Reversal of expected credit loss provision	(2,089)	(2,861)
Interest expense	6,789	4,890
Interest income	(5,235)	(8,293)
Compensation cost arising from share—based payments	3,487	-
Loss on disposal of property, plant and equipment	878	1,672
Gain on disposal of investments	(2,959)	-
Loss on lease modification	-	244
Rent concession	(266)	-
Other	106	-
<b>Total adjustments to reconcile profit</b>	<u>97,193</u>	<u>83,988</u>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Decrease in current contract assets	5,045	19,342
Increase in notes and accounts receivable, net	(243,693)	(662,059)
Increase in accounts receivable—related parties	(17,564)	(21,317)
Decrease (increase) in other receivables	1,662	(285)
Increase in prepayments	(2,478)	(1,596)
Decrease (increase) in other current assets	26	(723)
<b>Total changes in operating assets</b>	<u>(257,002)</u>	<u>(666,638)</u>
<b>Changes in operating liabilities:</b>		
Increase (decrease) in contract liabilities	1,209	(4,827)
Decrease in accounts payable	(16,621)	(8,242)
Increase in other payables	165,824	224,233
Decrease in other payables—related parties	(175)	(243)
Increase in other current liabilities	19,526	5,701
(Decrease) increase in net defined benefit liability	(563)	571
<b>Total changes in operating liabilities</b>	<u>169,200</u>	<u>217,193</u>
<b>Net changes in operating assets and liabilities</b>	<u>(87,802)</u>	<u>(449,445)</u>
<b>Total changes in operating assets and liabilities</b>	<u>9,391</u>	<u>(365,457)</u>
Cash generated from operations	642,524	149,675
Interest received	5,214	8,294
Interest paid	(6,736)	(4,853)
Income taxes paid	(75,189)	(100,437)
<b>Net cash flows generated from operating activities</b>	<u>565,813</u>	<u>52,679</u>
<b>Cash flows generated from (used in) investing activities:</b>		
Acquisition of property, plant and equipment	(18,885)	(59,796)
Proceeds from disposal of property, plant and equipment	515	299
Increase in refundable deposits	(1,506)	(5,024)
Acquisition of intangible assets	(7,323)	(14,835)
<b>Net cash used in investing activities</b>	<u>(27,199)</u>	<u>(79,356)</u>
<b>Cash flows generated from (used in) financing activities:</b>		
Increase in short-term loans	2,527,501	360,299
Repayments of short-term loans	(2,477,446)	(252,965)
Repayments of long-term loans	(8,486)	(7,932)
Repayments of the principal portion of lease liabilities	(29,292)	(26,791)
Cash dividends paid	(304,773)	(328,752)
Treasury shares transferred to employees	35,972	-
<b>Net cash used in financing activities</b>	<u>(256,524)</u>	<u>(256,141)</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<u>25,480</u>	<u>(15,239)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>307,570</u>	<u>(298,057)</u>
<b>Cash and cash equivalents at beginning of year</b>	<u>877,245</u>	<u>1,175,302</u>
<b>Cash and cash equivalents at end of year</b>	<u>\$ 1,184,815</u>	<u>877,245</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, 2022 and 2021, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. 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(b) 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.

## **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 Ming-Hung Huang and Chia-Chien Tang.

KPMG

Taipei, Taiwan (The Republic of China)  
March 6, 2023

#### **Notes to Readers**

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such 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, 2022 and 2021**

**(Expressed in Thousands of New Taiwan Dollars)**

		<u>December 31, 2022</u>		<u>December 31, 2021</u>				<u>December 31, 2022</u>		<u>December 31, 2021</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>			<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
<b>Assets</b>						<b>Liabilities and Equity</b>					
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (note 6(a))	\$ 136,048	4	116,631	4	2100	Short-term borrowings (note 6(h))	\$ 150,000	5	100,000	3
1140	Current contract assets (note 6(n))	522	-	4,990	-	2130	Current contract liabilities (notes 6(n) and 7)	13,115	-	4,834	-
1170	Accounts receivable, net (notes 6(b) and (n))	288,137	8	267,568	9	2170	Accounts payable	2,536	-	3,108	-
1180	Accounts receivable—related parties, net (notes 6(b), (n) and 7)	58,342	2	38,115	1	2200	Other payables (note 6(o))	408,290	12	322,604	11
1200	Other receivables	10	-	1	-	2220	Other payables—related parties (note 7)	21	-	197	-
1210	Other receivables—related parties (note 7)	3,725	-	17	-	2230	Current tax liabilities	28,642	1	37,037	1
1410	Prepayments	2,501	-	1,563	-	2280	Current lease liabilities (note 6(i))	746	-	570	-
1470	Other current assets (note 6(g))	2,380	-	3,646	-	2399	Other current liabilities	15,232	-	6,555	-
	<b>Total current assets</b>	<u>491,665</u>	<u>14</u>	<u>432,531</u>	<u>14</u>		<b>Total current liabilities</b>	<u>618,582</u>	<u>18</u>	<u>474,905</u>	<u>15</u>
<b>Non-current assets:</b>						<b>Non-Current liabilities:</b>					
1550	Investments accounted for using equity method (note 6(c))	2,481,916	71	2,050,770	68	2570	Deferred tax liabilities (note 6(k))	63,399	2	62,708	2
1600	Property, plant and equipment (notes 6(d) and 7)	500,179	15	508,687	17	2640	Net defined benefit liability, non-current (note 6(j))	12,789	-	15,173	1
1755	Right-of-use assets (note 6(e))	1,714	-	1,110	-	2580	Non-current lease liabilities (note 6(i))	920	-	498	-
1780	Intangible assets (notes 6(f) and 7)	8,362	-	11,289	1		<b>Total non-current liabilities</b>	<u>77,108</u>	<u>2</u>	<u>78,379</u>	<u>3</u>
1840	Deferred tax assets (note 6(k))	9,656	-	6,619	-		<b>Total liabilities</b>	<u>695,690</u>	<u>20</u>	<u>553,284</u>	<u>18</u>
1920	Guarantee deposits paid (note 8)	578	-	-	-		<b>Equity (notes 6(j) and (l)):</b>				
	<b>Total non-current assets</b>	<u>3,002,405</u>	<u>86</u>	<u>2,578,475</u>	<u>86</u>	3100	Capital stock	671,523	19	669,211	22
						3200	Capital surplus	791,658	23	770,877	26
						3300	Retained earnings	1,449,437	41	1,198,187	40
						3400	Other equity	(77,104)	(2)	(107,053)	(4)
						3500	Treasury shares	(37,134)	(1)	(73,500)	(2)
							<b>Total equity</b>	<u>2,798,380</u>	<u>80</u>	<u>2,457,722</u>	<u>82</u>
							<b>Total liabilities and equity</b>	<u>\$ 3,494,070</u>	<u>100</u>	<u>\$ 3,011,006</u>	<u>100</u>
	<b>Total assets</b>	<u>\$ 3,494,070</u>	<u>100</u>	<u>3,011,006</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, 2022 and 2021**

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

		<u>2022</u>		<u>2021</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	<b>Net revenue (notes 6(n) and 7)</b>	\$ 1,439,375	100	1,213,705	100
5000	<b>Cost of sales (notes 6(d), (f), (i), (j) and 12)</b>	(899,125)	(62)	(753,477)	(62)
	<b>Gross profit</b>	<u>540,250</u>	<u>38</u>	<u>460,228</u>	<u>38</u>
	<b>Operating expenses (notes (d), (e), (f), (i), (j), (l), (n), (o), 7 and 12):</b>				
6100	Selling expenses	(32,875)	(2)	(26,376)	(2)
6200	Administrative expenses	(322,353)	(22)	(263,697)	(22)
6300	Research and development expenses	(6,642)	(1)	-	-
6450	Reversal of expected credit loss provision	138	-	185	-
	<b>Total operating expenses</b>	<u>(361,732)</u>	<u>(25)</u>	<u>(289,888)</u>	<u>(24)</u>
	<b>Net operating income</b>	<u>178,518</u>	<u>13</u>	<u>170,340</u>	<u>14</u>
	<b>Non-operating income and expenses (notes 6(c), (i), (p) and 7):</b>				
7100	Interest income	55	-	100	-
7010	Other income	54	-	147	-
7020	Other gains and losses	39,090	2	37,741	3
7070	Recognized share of subsidiaries, associates and joint ventures accounted for using equity method	384,872	27	294,952	24
7050	Finance costs	(1,366)	-	(312)	-
	<b>Total non-operating income and expenses</b>	<u>422,705</u>	<u>29</u>	<u>332,628</u>	<u>27</u>
	<b>Profit before tax</b>	<u>601,223</u>	<u>42</u>	<u>502,968</u>	<u>41</u>
7951	Income tax expenses (note 6(k))	(47,021)	(3)	(47,334)	(4)
	<b>Net profit</b>	<u>554,202</u>	<u>39</u>	<u>455,634</u>	<u>37</u>
8300	<b>Other comprehensive income (notes 6(j), (k) and (l)):</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss</b>				
8311	Gains (losses) on remeasurements of defined benefit plans	1,821	-	1,463	-
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>1,821</u>	<u>-</u>	<u>1,463</u>	<u>-</u>
8360	<b>Items that may be reclassified subsequently to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	3,330	-	(18,690)	(1)
8380	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	26,619	2	(7,151)	(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>29,949</u>	<u>2</u>	<u>(25,841)</u>	<u>(2)</u>
8300	<b>Other comprehensive income (loss)</b>	<u>31,770</u>	<u>2</u>	<u>(24,378)</u>	<u>(2)</u>
	<b>Total comprehensive income</b>	<u>\$ 585,972</u>	<u>41</u>	<u>431,256</u>	<u>35</u>
	<b>Earnings per share (in dollars) (note 6(m))</b>				
9750	<b>Basic earnings per share</b>	<u>\$ 8.33</u>		<u>6.91</u>	
9850	<b>Diluted earnings per share</b>	<u>\$ 8.19</u>		<u>6.83</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, 2022 and 2021**

**(Expressed in Thousands of New Taiwan Dollars)**

	Capital stock		Retained earnings				Other equity		Total equity
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Treasury shares	
<b>Balance at January 1, 2021</b>	\$ 667,083	753,005	131,840	125,097	812,905	1,069,842	(81,212)	(73,500)	2,335,218
Net profit	-	-	-	-	455,634	455,634	-	-	455,634
Other comprehensive income	-	-	-	-	1,463	1,463	(25,841)	-	(24,378)
Total comprehensive income	-	-	-	-	457,097	457,097	(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
<b>Balance at December 31, 2021</b>	669,211	770,877	176,669	81,212	940,306	1,198,187	(107,053)	(73,500)	2,457,722
Net profit	-	-	-	-	554,202	554,202	-	-	554,202
Other comprehensive income	-	-	-	-	1,821	1,821	29,949	-	31,770
Total comprehensive income	-	-	-	-	556,023	556,023	29,949	-	585,972
Appropriation and distribution of retained earnings:									
Legal reserve	-	-	45,710	-	(45,710)	-	-	-	-
Special reserve	-	-	-	25,841	(25,841)	-	-	-	-
Cash dividends	-	-	-	-	(304,773)	(304,773)	-	-	(304,773)
Compensation cost of treasury shares transferred to employees	-	3,487	-	-	-	-	-	-	3,487
Treasury shares transferred to employees	-	(394)	-	-	-	-	-	36,366	35,972
New share issued through employee's profit sharing bonus	2,312	17,688	-	-	-	-	-	-	20,000
<b>Balance at December 31, 2022</b>	\$ 671,523	791,658	222,379	107,053	1,120,005	1,449,437	(77,104)	(37,134)	2,798,380

(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, 2022 and 2021**

(Expressed in Thousands of New Taiwan Dollars)

	2022	2021
<b>Cash flows generated from (used in) operating activities:</b>		
Profit before tax	\$ 601,223	502,968
<b>Adjustments:</b>		
<b>Adjustments to reconcile loss:</b>		
Depreciation expense	20,711	19,207
Amortization expense	7,676	5,228
Reversal of expected credit loss provision	(138)	(185)
Interest expense	1,366	312
Interest income	(55)	(100)
Compensation cost arising from share-based payments	2,162	-
Recognized share of subsidiaries, associates and joint ventures accounted for using equity method	(384,872)	(294,952)
Gain on disposal of property, plant and equipment	(14)	(115)
Other	-	1,786
<b>Total adjustments to reconcile loss</b>	<b>(353,164)</b>	<b>(268,819)</b>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Decrease in current contract assets	4,606	6,165
Increase in accounts receivable, net	(20,569)	(53,031)
Increase in accounts receivable—related parties	(20,227)	(10,391)
Decrease in other receivable	-	60
(Increase) decrease in other receivables—related parties	(3,708)	3,134
Increase in prepayments	(938)	(271)
Increase in other current assets	(13)	(567)
<b>Total changes in operating assets</b>	<b>(40,849)</b>	<b>(54,901)</b>
<b>Changes in operating liabilities:</b>		
Increase (decrease) in contract liabilities	8,281	(14)
(Decrease) increase in accounts payable	(572)	673
Increase in other payables	90,623	58,301
Decrease in other payables—related parties	(176)	(243)
Increase in other current liabilities	8,677	1,010
(Decrease) increase in net defined benefit liability	(563)	571
<b>Total changes in operating liabilities</b>	<b>106,270</b>	<b>60,298</b>
<b>Net changes in operating assets and liabilities</b>	<b>65,421</b>	<b>5,397</b>
<b>Total changes in operating assets and liabilities</b>	<b>(287,743)</b>	<b>(263,422)</b>
Cash generated from operations	313,480	239,546
Interest received	46	101
Interest paid	(1,303)	(300)
Income taxes paid	(57,762)	(26,806)
<b>Net cash flows generated from operating activities</b>	<b>254,461</b>	<b>212,541</b>
<b>Cash flows generated from (used in) investing activities:</b>		
Acquisition of investments accounted for using equity method	-	(5,000)
Acquisition of property, plant and equipment	(11,652)	(24,479)
Proceeds from disposal of property, plant and equipment	214	218
Decrease in refundable deposits	701	3,583
Acquisition of intangible assets	(4,749)	(8,263)
<b>Net cash used in investing activities</b>	<b>(15,486)</b>	<b>(33,941)</b>
<b>Cash flows generated from (used in) financing activities:</b>		
Increase in short-term loans	1,480,000	303,241
Repayments of short-term loans	(1,430,000)	(203,241)
Repayments of the principal portion of lease liabilities	(757)	(573)
Cash dividends paid	(304,773)	(328,752)
Treasury shares transferred to employees	35,972	-
<b>Net cash used in financing activities</b>	<b>(219,558)</b>	<b>(229,325)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>19,417</b>	<b>(50,725)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>116,631</b>	<b>167,356</b>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 136,048</b>	<b>116,631</b>



**Wistron Information Technology and Services Corporation**  
**Profit Appropriation Statement for 2022**

Unit: NT\$

Item	Amount
<b>Net Income After Tax of 2022</b>	<b>554,202,182</b>
Plus (Less):	
Remeasurements of the defined benefit obligation	1,821,000
Legal Reserve	(55,602,318)
Special Reserve	29,948,418
<b>Unappropriated retained earnings of 2022</b>	<b>530,369,282</b>
Plus (Less):	
Unappropriated retained earnings in prior years	563,981,065
<b>Retained Earnings Available for Distribution</b>	<b>1,094,350,347</b>
Distribution Items:	
Cash Dividends to Common Shareholders (Note)	(333,341,505)
<b>Unappropriated retained earnings at the end of the year</b>	<b>761,008,842</b>

Note: 1. Cash dividend: NT\$5 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 Information Technology and Services Corporation.

2. Dividend is calculated by outstanding shares 66,668,301 shares deducting treasury stock of 484,000 shares.

Chairman: Ching Hsiao

President: Ching Hsiao

Controller: Phoebe Chang

## **Wistron Information Technology and Services Corporation**

### **Rules of Procedure for Shareholders Meeting**

- 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.
- Article 2 The Company shall specify in its Shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.
- The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the Meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.
- Shareholders attending the Meeting shall sign in. The sign-in procedure is performed by submitting a sign-in cards. The number of shares in attendance shall be calculated according to sign-in cards handed plus the number of shares whose voting rights are exercised by correspondence or electronically.
- Shareholders and their proxies (collectively, "shareholders") shall attend the Meeting based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- Article 3 Attendance and voting at the Meeting shall be calculated based on the number of shares.
- Article 4 The venue for the Meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for the Meeting. The Meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
- Article 5 The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met 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.
- 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 6 If the Meeting is convened by the Board of Directors, the Meeting shall be chaired by the Chairman of the Board of Directors. In case the Chairman is on leave or absent or unable to exercise his power and authority for any cause, the Chairman shall appoint one of the directors to act as chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair. When a director serves as chair, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair. If the Meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the Meeting.
- 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.
- Article 8 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the Meeting, and the voting and vote counting procedures. The recorded materials shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
- 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.
- Article 10 Before speaking, an attending shareholder must 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.
- Article 11 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the Meeting. When a juristic person shareholder appoints two or more representatives to attend the Meeting, only one of the representatives so appointed may speak on the same proposal.

If the shareholder's speech violates the rules in the preceding 2 paragraphs, exceeds the scope of the agenda item, or is out of order, the chair may stop or terminate the speech. After an attending shareholder has spoken, the chair may respond in person or designate relevant personnel to respond.

Article 12 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 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, call for a vote, and schedule sufficient time for voting.

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, 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.

Article 14 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.

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, 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.

Article 15 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. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of the Meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to 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.

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.

Article 16 Staff handling administrative affairs of the Meeting shall wear identification cards or arm bands.

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."

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.

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

Article 17 When a Meeting is in progress, the chair may announce a break based on time considerations. 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 defer or resume the Meeting within 5 days in accordance with Article 182 of the Company Act.

Article 18 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

The Rules were enacted on June 28, 2002

The 1st amendment was made on April 26, 2010

The 2nd amendment was made on October 8, 2010

The 3th amendment was made on June 25, 2013

The 4th amendment was made on June 22, 2020.

The 5th amendment was made on May 26, 2022.

## **Wistron Information Technology and Services Corporation**

### **Articles of Incorporation**

#### **Chapter I General Provisions**

- Article 1 The Company is incorporated in accordance with the provisions under the Company Law by the name of Wistron Information Technology and Services Corporation.
- Article 2 Our Company engages in the following businesses:  
I301010 Software Design Services  
I301030 Digital Information Supply Services  
I301020 Data Processing Services  
E605010 Computing Equipments Installation Construction  
F118010 Wholesale of Computer Software  
F218010 Retail Sale of Computer Software  
I199990 Other Consultancy  
ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Company is not subject to Article 13 of the Company Act pertaining to the restrictions for re-investment amount.
- Article 2-2 The Company may engage in external endorsements and guarantees to meet business and investment needs.
- Article 3 The head office of the Company is located in New Taipei City. Subject to the approval by Board of Directors, the Company may set up branch offices at home and abroad when necessary.
- Article 4 (Delete)

#### **Chapter II Share Capital**

- Article 5 The total capital amount of the Company is 1,200 Million New Taiwan Dollars (NTD1,200,000,000), which is divided into 120 Million (120,000,000) shares with a par value of Ten New Taiwan Dollars (NTD10) each and will be issued as common shares or preferred shares by installments by Board of Directors. An amount of 120 Million New Taiwan Dollars (NTD120,000,000) from the above total capital amount divided into 12 Million (12,000,000) shares with a par value of Ten New Taiwan Dollars each (NTD10) are reserved for the issuance of employee stock options.
- Article 5-1 The employees entitled to receive shares, which bought back by the Company, or share subscription warrants, or restricted stock for employees, or reserved for subscription by employees when the Company issues new shares, may including the employees of subsidiaries of the Company meeting certain specific requirements which will be determined by the Board of Directors.

- Article 6 (Delete)
- Article 7 The issued shares of the Company are exempt from printing stocks, but the registration at the centralized securities depository enterprise is necessary; the same rule also applies to other securities.
- Article 8 All matters concerning shares of the Company shall be handled in accordance with the Company Act and “Regulations Governing Administration of Shareholder Services of Public Companies”, except for those regulated by legal or securities authorities.

### **Chapter III Shareholders Meeting**

- Article 9 Shareholders meetings of the Company are divided into Regular meetings and Special meetings. The Regular meetings will be duly convened within six months following the close of each fiscal year by Board of Directors in accordance with laws and regulations. Special meetings shall be convened, whenever deemed necessary in accordance with the laws and regulations.
- Article 9-1 The Company’s Shareholders meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.
- 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.
- Article 10 A shareholder unable to personally attend the Shareholders meeting for whatever cause may vote by proxy with a duly executed appointment form issued by the Company specifying the authorized powers. All matters concerning proxies for attendance at Shareholders meetings shall be handled in accordance with “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” issued by the authority, except for those regulated by Article 177 of the Company Act.
- Article 11 Except in the circumstances otherwise provided in Article 179 of the Company Act, a shareholder shall have one voting power in respect of each share in his/her/its possession. The Company’s shareholders may exercise their voting power in writing or by way of electronic transmission in a Shareholders meeting, and the method of exercising voting power shall be described in the Shareholders meeting notice.
- Article 12 Resolutions at a Shareholders meeting shall, unless otherwise provided in the relevant laws or regulations, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.



Article 12-1 Resolutions adopted at a Shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the Chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of Shareholders meeting may be effected by means of electronic transmission. The Company may distribute the minutes of Shareholders meeting by means of a public notice in accordance with the laws and regulations.

#### **Chapter IV Directors and Audit Committee**

Article 13 The Company will have a Board of Directors consisting of five to nine Directors, who will be elected by the Shareholders meeting from among the director candidate list via the candidate nomination system. Each Director will serve an office term of three years and may be re-elected. The Company shall purchase liability insurance for the Directors to protect them against potential liabilities arising from their exercising of director duties.

Article 13-1 The Board of Directors shall be composed of at least 3 Independent Directors, who will be elected by the Shareholders meeting from among the independent director candidate list. With respect to the Independent Director's professional qualifications, restrictions on shareholdings and concurrent positions held, nomination and election method and other matters shall be implemented in compliance with relevant regulations issued by the securities authority.

Article 13-2 In accordance with Article 14-4 of "Securities and Exchange Act", the Company shall establish an Audit Committee, which shall be composed of the entire number of Independent Directors. The authority of the Audit Committee and the other compliance issues shall be implemented in compliance with the Company Act, the Securities and Exchange Act, other relevant laws and regulations, and the company by laws.

Article 14 In calling a meeting of the Board of Directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and shall be given to each Director no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time. The aforesaid meeting notice may be prepared in writing or by way of electronic transmission.

Article 15 The Board of Directors shall be composed of Directors and the Directors shall elect a Chairman of the Board of Directors from among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors, and may also elect in the same manner a Vice Chairman of the Board. The Chairman internally presides the Shareholders meeting and the meeting of the Board of Directors, and externally represent the Company.

The company may set up functional committees for any functions.

Article 16 (Delete)

Article 17 In case the Chairman is on leave or absent or unable to exercise his power and authority for any cause, the proxy shall act on his/her behalf in accordance with Article 208 of the Company Act. If a Director is on leave or absent for a Board meeting, may consign another Director to be his/her proxy with an appointment form. Only one proxy could be consigned.

Article 17-1 (Delete)

Article 18 Compensation and transportation allowances paid to the Company's Directors shall be reported by Compensation Committee to the Board of Directors based on the overall standards among the industry, and determined by the Board of Directors' resolution. The compensation and transportation allowances will be paid whether the Company has profit or suffered loss.

### **Chapter V Managerial Officers**

Article 19 The company may have one or more managerial officers, whose appointment, discharge and compensation will be determined in accordance with Article 29 of the Company Act. Subject to the authority prescribed by the Board of Directors, the officers shall be empowered to manage the operation of the Company and to sign relevant business documents for the Company.

### **Chapter VI Accounting**

Article 20 The Board of Directors shall prepare the following statements and records after the end of the fiscal year:

1. Business report;
2. Financial statements;
3. Surplus earning distribution or loss off-setting proposals,

which shall be submitted to Regular Shareholders meeting for approval in accordance with the laws and regulations.

Article 21 If the Company has profit (referred to the profit before tax, excluding the employees' profit sharing bonus and directors' remuneration) as a result of the yearly accounting closing, the profit shall be distributed in accordance with the following provisions provided. However, the Company's accumulated losses shall have been covered.

No less than 10% of the profit from current year as employees' profit sharing bonus. The Company may distribute profit sharing bonus in the form of shares or in cash to employees, including the employees of subsidiaries of the Company meeting certain specific requirements which determined by the Board of Directors;

No more than 2% of the profit from current year as directors' remuneration in cash.

Article 21-1 If the Company has surplus profit, shall first pay all taxes and dues and cover accumulated losses, and then set aside ten percent of such profits as a legal reserve (not applied if the legal reserve amounts to the paid-in capital). Afterwards, set aside

or reverse special reserve in accordance with laws and regulations enacted by authorities. The remaining balance will combine with unappropriated retained earnings at beginning and serve as distributable earnings. No less than 5% of the distributable earnings shall be appropriated as shareholders' dividends and bonuses. Proposal for distribution of earnings shall be proposed by Board of Directors and submit to Shareholders meeting for ratification.

In consideration that the development of the Company is in its stable growing phase, the Company adopts residual dividend policy to meet its long-term investment plan for sustainable business and continuous growth. Dividend distributed by cash shall be no less than 10% of the sum of cash dividends and stock dividends.

### **Chapter VII Supplementary Provisions**

Article 22 Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Act and the relevant rules and regulations.

Article 22-1 (Delete)

Article 23 The Article of Incorporation was enacted on May 20, 1992

The 1st amendment was made on May 28, 1992

The 2nd amendment was made on August 1, 1992

The 3rd amendment was made on August 16, 1993

The 4th amendment was made on December 15, 1996

The 5th amendment was made on September 25, 1997

The 6th amendment was made on January 6, 1998

The 7th amendment was made on February 15, 1998

The 8th amendment was made on October 1, 1998

The 9th amendment was made on November 10, 1998

The 10th amendment was made on November 11, 1998

The 11st amendment was made on January 7, 1999

The 12nd amendment was made on August 17, 1999

The 13rd amendment was made on April 13, 2000

The 14th amendment was made on April 18, 2001

The 15th amendment was made on March 4, 2002

The 16th amendment was made on June 28, 2002

The 17th amendment was made on July 18, 2002

The 18th amendment was made on September 20, 2002

The 19th amendment was made on February 5, 2004

The 20th amendment was made on June 30, 2004

The 21st amendment was made on June 30, 2004

The 22nd amendment was made on June 14, 2005

The 23rd amendment was made on May 30, 2006

The 24th amendment was made on June 11, 2007

The 25th amendment was made on June 30, 2008

The 26th amendment was made on June 25, 2009  
The 27th amendment was made on December 24, 2009  
The 28th amendment was made on April 26, 2010  
The 29th amendment was made on June 28, 2011  
The 30th amendment was made on June 28, 2012  
The 31st amendment was made on June 25, 2013  
The 32nd amendment was made on June 18, 2014  
The 33rd amendment was made on June 24, 2016.  
The 34th amendment was made on June 21, 2018.  
The 35th amendment was made on June 24, 2019.  
The 36th amendment was made on June 22, 2020.  
The 37th amendment was made on May 26, 2022.

Appendix 3

**Wistron Information Technology and Services Corporation**  
**Shareholdings of Directors**  
(As of April 1, 2023)

Title	Name	Number of Shares
Chairman	Ching Hsiao	3,272,280
Director	Wistron Digital Technology Holding Company Representative : Frank Lin	15,718,837
Director	Philip Peng	0
Director	Marty Chiou	171,000
Independent Director	Yen Ling Fang	0
Independent Director	Jennifer Hwang	498
Independent Director	Mark Fan	0
Independent Director	Allen Tsai	0
Independent Director	Y.K. Chu	0
Total		19,162,615

Note:

- (1) The common shares of Wistron Information Technology and Services Corporation are 67,152,301 shares.
- (2) In accordance with Article 2 of “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies,” Independent Directors of the Company exceed one-half of the total director seats, and an Audit Committee has been established in accordance with the Act, the provisions on the minimum percentage requirements for the shareholding respectively of all directors and supervisors shall not apply.