

(English Translation)

Winbond Electronics Corporation

2024 Annual General Shareholders Meeting Agenda Handbook¹

Date: May 09, 2024

Time: 9:00 A.M.

Shareholders meeting will be held by means of physical shareholders meeting

**Place: 1F., No.539, Sec. 2, Wenxing Rd., Jhubei City, Hsinchu County, Taiwan,
R.O.C. (Auditorium Hall)**

¹ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Table of Contents

- I. Meeting Procedure and Agenda
- II. Attachments
 - 1. 2023 Business Report and Financial Statements
 - 2. Independent Certified Public Accountants' Audit Report
 - 3. Audit Committee's Review Report
 - 4. Shareholdings of All Directors
 - 5. The principles and methods of fundraising
 - 6. Explanations of involvement of directors in acts for themselves or others which fall into the scope of the Company's businesses
- III. Appendices
 - 1. Rules Governing the Conduct of Shareholders Meeting
 - 2. Articles of Incorporation

Procedure and Agenda for the 2024 Annual General Meeting of Shareholders

- I. Announcement of the Commencement of the Meeting
- II. Opening Speech of the Chairman
- III. Meeting Agenda
 - A. Matters to be reported
 1. Business report of fiscal year 2023.
 2. Audit Committee's review report on 2023 audited financial statements and report
 3. Other matters to be reported
 - B. Matters to be recognized and discussed
 1. To recognize business report and financial statements of fiscal year 2023
 2. To recognize the proposal for distribution of the 2023 profit
 3. To discuss the company's plan to raise long-term capital.
 4. To discuss the release of directors from the non-competition restrictions.

Voting by poll for Motions Nos. 1 to 4
- IV. Other Extemporaneous Matters and Motions
- V. Adjournment

Matters to be reported

1. Business report of fiscal year 2023
Both the Company's business report and financial statements of fiscal year 2023 are hereby presented (please refer to Attachment 1 for details). Please examine. To be reported by the President.
2. Audit Committee's review report on 2023 audited financial statements and report
The Audit Committee's review report is hereby presented (please refer to Attachment 3 for details). Please examine.
3. Other matters to be reported:
 - (1) Report on the shareholdings of all directors of the Company:
 - a. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Share Ownership Ratios of Directors and Supervisors of Public Companies, the minimum combined shareholdings of all directors of the Company should be 100,320,005 shares. The Company has set up an Audit Committee and thus the requirement on the minimum shareholdings of all supervisors is not applicable.
 - b. Please refer to Attachment 4 for the shareholding of each director and the shareholdings of all directors as of the record date for determining the shareholders eligible to attend this annual general shareholders meeting.
 - c. The aggregate shareholdings of all directors of the Company meet the minimum shareholding required by laws and regulations.
 - (2) During the period for accepting shareholders' proposals, no shareholder submitted any written proposal to the Company for the Company's 2024 annual general shareholders meeting in accordance with Article 172-1 of the Company Act.

Matters to be recognized and discussed

Motion 1: (proposed by the Board of Directors)

Proposal: The business report and financial statements of fiscal year 2023 are hereby presented. Please acknowledge and recognize the same.

Explanation:

1. Please refer to Attachment 1 for the business report and financial statements of fiscal year 2023.
2. The aforementioned financial statements had been approved by the Board of Directors. After being audited by the certified public accountants, such financial statements, together with the business report, had been submitted to and reviewed by the Audit Committee.

Motion 2: (proposed by the Board of Directors)

Proposal: The proposal for distribution of the 2023 profit is hereby presented. Please acknowledge and recognize the same.

Explanation:

1. It is conducted in accordance with Article 228 of the Company Act and Article 21 of the Company's Articles of Incorporation.
2. The Company's profit distribution table is as follows.
3. The aforementioned financial statements had been approved by the Board of Directors.

Winbond Electronics Corporation
Statement of Profit Distribution
For the year ended December 31, 2023

(Unit : NT\$)

Items	Total
Unappropriated Earnings, Beginning of Year	\$23,462,242,519
Plus : Net Loss of 2023	(\$1,146,521,899)
Plus : Gain on Disposals of investments in equity instruments designated as at fair value through other comprehensive income and the cumulative gain or loss transferred to retained earnings	270,996,930
Plus : Gains on Remeasurement of Defined Benefit Plans	116,034,768
Net Loss of 2023 and other adjustments transferred to retained earnings in 2023	(759,490,201)
Minus : 10% Legal Reserve Appropriated	0
Earnings Available for Distribution as of December 31, 2023	\$22,702,752,318
Distributable items:	
Cash Dividends to Common Shareholders (NT\$ 0 per share)	0
Unappropriated Earnings, End of Year	\$22,702,752,318

(Note: No distribution of the Company's profit or make up its losses for the end of half of 2023 nor for the full year.)

Chairman: Arthur Yu-Cheng Chiao

Manager: Pei-Ming Chen

Chief Accountant: Chin-Feng Yang

Motion 3: (proposed by the Board of Directors)

Proposal: It is proposed that the Company carry out a plan to raise its long-term capital. Please review and approve the same

Explanation:

1. It is conducted in accordance with Item 4 of Paragraph 1 of Article 17 of the Company's Articles of Incorporation.
2. To meet the Company's capital needs for its long-term strategic development and operational growth (including but not limited to, replenishment of its working capital, purchase of raw materials overseas, repayment of its bank loans, procurement of machinery and equipment, reinvestment, improvement of its financial structure, or other purposes related to the Company's long-term strategic development), considering the internationalization and diversification of capital-raising methods, it is proposed that the shareholders' meeting authorize the Board of Directors to choose the time and the fund raising tool it deems proper by conducting either a capital increase for cash through issuing new common shares to be offered in the form of global depositary shares (GDSs), or a capital increase for cash through issuing new common shares by way of competitive auction or book-building for public underwriting or a combination of the above (collectively, the "Long-Term Fund Raising") to raise long-term funds. Please refer to Attachment 5 for the fundraising methods and the principles of conducting such fundraising.
3. It is proposed that the total number of common shares authorized to be issued for the Long-Term Fund Raising (including those common shares underlying GDSs or those issued for the capital increase for cash and offered for public underwriting through competitive auction or book-building) shall not exceed 350,000,000 as a principle.
4. The common shares to be issued in the Long-Term Fund Raising, with a par value of NT\$10 per share, will have the identical rights and obligations as the existing issued common shares of the Company after the issuance. The Long-Term Fund Raising will help enhance the Company's financial structure and competitiveness for long-term development, and should have a positive impact on the shareholders' equity. Regarding the rights and interests of the existing shareholders, assuming that a maximum of 350,000,000 common shares, which account for 8.37% of the

Company's current paid-in capital of 4,180,000,193 shares, are issued for the Long-Term Fund Raising, there should be no significant impact on the existing shareholders' rights and interests.

5. It is proposed that the shareholders' meeting authorize the Board of Directors to adjust, determine, and handle any key contents of the offering plan for the Long-Term Fund Raising, including but not limited to, the actual issue price, number of shares to be issued, offering conditions, fundraising amount, record date for the capital increase, project items, expected schedule, and expected benefits, as well as all other matters relating to the offering plan, depending on the prevailing market conditions. In the case of any need to amend or adjust any of the foregoing matters, including applying for an extension or cancellation of the offering plan with the competent authority, due to changes in laws or regulations or as required by the competent authority or objective or subjective circumstances, the Board of Directors is also authorized to handle these matters with full power and authority in accordance with the law.
6. To facilitate the issuance operation under the Long-Term Fund Raising, it is proposed that the shareholders' meeting authorize the Chairman of the Board or his designated person to sign all contracts and documents relating to the Long-Term Fund Raising and handle other relevant matters for and on behalf of the Company.
7. The proposal was approved by the Board of Directors.

Motion 4: (proposed by the Board of Directors)

Proposal: It is proposed to release the directors of the Company from non-competition restrictions.

Please review and approve the same.

Explanation:

1. It is conducted in accordance with Paragraph 1 of Article 209 of the Company Act.
2. Please refer to Attachment 6 for the items of competitive conduct of the directors of the Company who act as chairman, directors or managers in other companies which engage in the same businesses as those of the Company.
3. It is proposed to release the non-competition restriction on directors who conduct activities that fall within the Company's business scope and to waive the Company's right to request disgorgement of the profits gained by such directors from the date of acting as the chairman, directors or managers of other companies in the same business.

Voting by Poll for Motion Nos. 1 to 4 :

Other Extemporary Matters and Motions:

Meeting Adjourned.

Attachment

Winbond Electronics Corporation 2023 Business Report

In 2023, Winbond demonstrated operational resilience and outlined a new era of ESG development. Despite the global semiconductor market downturn with over 10% decline in revenue, Winbond not only positivized short-term operational impacts but also focused on achieving mid- and long-term strategic objectives and sustainable development. With respect to business operations, Winbond's second 12-inch wafer fabrication plant (Kaohsiung Fab) continued to increase its production capacity. Our in-house DRAM 20nm and NOR Flash 45nm process technology have successfully entered mass production. We also continued to promote digital transformation and integrate AI technology for increasing productivity. To address climate issues, we encouraged employees to use innovative methods to reduce greenhouse gas emissions in daily operations. Additionally, we actively invested in and procured renewable energy to showcase our commitment to climate actions as we prepare for economic recovery.

Financial Performance

In 2023, our consolidated revenue amounted to NT\$75.006 billion, a decrease of 20.7% compared to 2022 mainly due to weakened end-user market demand and inventory adjustments of the electronics industry. Memory and logic IC products constituted 53% and 47% of consolidated revenue, respectively. The gross margin was 30% and the operating margin was -2%. Our net earnings after tax were NT\$34 million (net loss of NT\$1.147 billion attributed to the parent company) while -NT\$0.29 per share.

Market and Product Applications

Winbond's memory business is dedicated to the design, manufacturing, and distribution of Code Storage Flash Memory and Specialty DRAM. Our logic IC business includes microcontroller/voice applications, cloud security, image sensors, battery monitoring, IoT applications, semiconductor components, and IC foundry. The combination of our memory and logic IC businesses offers our clients a wider range of comprehensive solutions, thereby strengthening our operational stability.

In terms of product application, Winbond's memory products are evenly distributed across 4 major sectors: communication, automotive/industrial, consumer, and computing/peripheral products. In 2023, revenue from communication applications dropped to 25% of our memory business revenue due to slower inventory destocking. Automotive and industrial sectors have rectified supply-demand imbalance during the pandemic, with the combined revenue contribution remaining at 26%. Demand for consumer and computing/peripheral products gradually returned by season, accounting for 25% and 24% respectively. In the realm of logic IC business, demand for automotive and industrial applications stabilized, reaching 48% of the logic IC business revenue. Demand for consumer products and smartphones weakened, accounting for 17% and 19% while computing and peripheral products and applications remained at 16%.

Product Innovation and Technology Development

For our memory business, Winbond incorporates green design concepts into product development to fulfill our sustainability promise, leveraging our core competitive advantage. We invented ultra-low power design and smaller packaging for Flash and DRAM products, such as the Flash SON 2x3, 100BGA LPDDR4/4X. We also developed innovative CUBE structures with 3D stacking technology to strengthen bandwidth and reduce consumption during data transfers.

Our logic IC business has delivered stellar performance in 4 major sectors: automotive/industrial control systems, communication, consumer, and computing products. For automotive, we launched the 4th-generation battery chip to precisely measure cell voltage, temperature, and battery pack currents. For industrial control systems, our new heterogeneous multi-core NuMicro® MA35D1 series microprocessor combines high performance, real-time control, and advanced security features, while our 32-bit microprocessor is extensively applicable in various high-performance motor and power source control. Among handheld devices, our CSP MOSFETs for lithium-ion battery protection have been integrated into new smartphone models, hearing aids, and AR glasses. Our new low-power MUG51 microprocessor caters to all types of battery-free devices. In the realm of computing applications, our eBMC (Edge Computing Base Management Controller) chip is particularly designed for edge computing platforms. Suitable for high-speed signal transmission, our USB4 re-timer IC has been successfully introduced to PC clients, propelling new momentum into future prospects of our logic IC business.

To advance our in-house memory technologies, we have initiated mass production of our latest DRAM 20nm technology in 2023 to eventually replace 25nm as the main line of the Kaohsiung Fab. The development of next-generation DRAM 16nm process is proceeding as planned. The NOR Flash 45nm has finished trial run in 2023, with mass production slated to commence in 2024.

Corporate Sustainability

Winbond actively mitigates climate risks by developing green products and technologies as well as encouraging all employees to reduce their carbon footprint, a Key Performance Indicator for innovative value that fosters a sustainable culture within Winbond. Through the Large Corporations Lead SMEs on Low-Carbon Smart Manufacturing Upgrades and Transformation Subsidy Program organized by the Industrial Development Administration of the Ministry of Economic Affairs, we collaborated with 13 suppliers and contractors on carbon reduction plans that will generate tangible benefits to the supply chain. To facilitate implementation, we adopted 2.94 hectares of state-owned forests under the Forestry and Nature Conservation Agency as part of a 30-year forestation cooperation plan that reduces CO2 emissions as well as increasing local biodiversity and natural habitats.

Winbond values employees and respects human rights. We continue to promote workplace Diversity, Equity, and Inclusion (DEI) to improve team cohesion among global talents. Each year, Winbond invests resources to jointly nurture semiconductor talents with the National Cheng Kung University through its Academy of Innovative Semiconductor and Sustainable Manufacturing. Our Education Financial Aid Raised for Impoverished Students benefiting over a thousand school children. Additionally, we actively sponsor the Happy Breakfast Program for School Children in Remote Areas for the betterment of society.

To enhance corporate governance, we are assembling a Senior Executive Development Committee to raise the ESG Committee to the level of the Board of Directors. By strengthen our senior executive training and sustainable governance, we hope to refine our organizational structure as well as expand and reinforce supervision and reviews by the Board of Directors. Our efforts have consistently placed us within the top 6%–20% of the TWSE Corporate Governance Evaluation for consecutive years.

Honors and Awards

In 2023, Winbond was recognized by numerous authorities for our product innovation, pursuit of excellence, and sustainable development. For product innovation, we were listed for the first time in Clarivate’s Top 100 Global Innovators, a testament to our proactive approach to adopting innovative thinking in the R&D process. For pursuit of excellence, we won 2 Gold and 1 Silver at the 2023 Taiwan Continuous Improvement Awards to honor our teamwork in determining the optimal criteria for reducing defect rate. Our logic IC achievement in a node management controller with both safety management and IoT functions has been approved through the High-Level Innovation Project conducted by the Industrial Development Bureau. Our NuMicro® M467 series microcontrollers also received the 2023 EE Awards Asia: Golden Selection.

Concerning sustainable development, we have long attached great importance to corporate governance and eco-sustainability. In 2023, we were praised for the first time for our Human Rights Practice and Development and Workplace Wellbeing Leadership, and were winning again including Taiwan Top 100 Sustainability Model Award, Corporate Sustainability Report Award – Platinum Level, Talent Development Leadership Award, and Innovation and Growth Leadership Awards. Noticeably, we were ranked No. 1 for CSR Platinum Award, the highest level under Category 1. Regarding global ESG ratings, Winbond was awarded Silver Medal on the EcoVadis Sustainability platform. Furthermore, our logic IC subsidiary, Nuvoton Technology, won SGS ESG Awards for Sustainability Reporting, TCSA’s Taiwan Top 100 Sustainability Model Award, Corporate Sustainability Report Award – Silver Level, and 2023 Business Weekly Carbon Competitiveness Top 100 by renowned financial magazine Business Weekly.

Future Prospects

The semiconductor industry is projected to usher in a new round of growth driven by rising global demand for AI and high-performance computing, alongside the recovery of market demand for smartphones, PCs, servers, and automotive. In alignment with our vision of becoming “a hidden champion in providing sustainable semiconductors to enrich human life,” we are committed to optimizing processes, enhancing energy efficiency, providing green solutions, and using renewable energy. These not only advance green manufacturing as a climate action but also a catalyst for customer loyalty and new business opportunities. With firm determination, we will stride toward the digital era with digital transformation, integrating a robust database for corporate sustainability and net zero by 2050.

Chairman: Arthur Yu-Cheng Chiao

President: Pei-Ming Chen

CAO: Chin-Feng Yang

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 16,962,598	9	\$ 20,402,936	11
Current financial assets at fair value through profit or loss (Notes 4 and 7)	408,987	-	223,532	-
Current financial assets at fair value through other comprehensive income (Notes 4 and 8)	12,760,052	7	14,587,832	8
Accounts receivable, net (Notes 4 and 9)	9,738,820	5	9,137,746	5
Accounts receivable due from related parties, net (Note 32)	44,707	-	735,659	-
Finance lease receivables - current (Notes 4, 10 and 32)	92,088	-	96,731	-
Other receivables (Notes 11 and 32)	710,059	-	558,836	-
Inventories (Notes 4, 5 and 12)	23,869,969	13	21,448,078	12
Other current assets	1,918,109	1	1,346,173	1
Total current assets	66,505,389	35	68,537,523	37
NON-CURRENT ASSETS				
Non-current financial assets at fair value through profit or loss (Notes 4 and 7)	76,763	-	121,775	-
Non-current financial assets at fair value through other comprehensive income (Notes 4 and 8)	3,117,125	2	3,056,829	2
Investments accounted for using equity method (Notes 4 and 13)	10,951,997	6	9,971,440	5
Property, plant and equipment (Notes 4 and 14)	102,147,688	53	93,806,639	51
Right-of-use assets (Notes 4 and 15)	2,050,173	1	2,224,481	1
Investment properties (Notes 4 and 16)	1,549,000	1	1,798,160	1
Intangible assets (Notes 4 and 17)	603,829	-	782,603	1
Deferred income tax assets (Notes 4 and 25)	2,116,898	1	1,191,547	1
Finance lease receivables - non-current (Notes 4, 10 and 32)	23,289	-	123,451	-
Other non-current assets (Notes 6 and 32)	1,645,793	1	2,550,545	1
Total non-current assets	124,282,555	65	115,627,470	63
TOTAL	\$ 190,787,944	100	\$ 184,164,993	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 1,064,280	1	\$ 1,069,040	-
Current financial liabilities at fair value through profit or loss (Notes 4 and 7)	786	-	7,412	-
Notes and accounts payable	5,983,415	3	5,202,743	3
Accounts payable due to related parties (Note 32)	1,314,474	1	1,188,928	1
Payables on machinery and equipment	9,282,165	5	3,535,586	2
Other payables (Note 32)	7,619,337	4	9,735,007	5
Current tax liabilities (Notes 4 and 25)	805,011	-	2,123,413	1
Provisions - current (Notes 4 and 20)	-	-	132,473	-
Lease liabilities - current (Notes 4 and 15)	255,282	-	276,015	-
Long-term borrowings - current portion (Note 18)	8,980,184	5	3,171,429	2
Other current liabilities	727,825	-	1,334,708	1
Total current liabilities	36,032,759	19	27,776,754	15
NON-CURRENT LIABILITIES				
Bonds payable (Note 19)	9,980,978	5	9,968,462	5
Long-term borrowings (Notes 18 and 28)	36,024,538	19	34,278,073	19
Provisions - non-current (Notes 4 and 20)	2,402,789	1	2,733,351	2
Lease liabilities - non-current (Notes 4 and 15)	1,895,615	1	2,052,762	1
Net defined benefit liabilities - non-current (Notes 4 and 21)	1,683,585	1	1,892,594	1
Other non-current liabilities (Note 32)	2,307,502	1	2,729,281	1
Total non-current liabilities	54,295,007	28	53,654,523	29
Total liabilities	90,327,766	47	81,431,277	44
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT (Notes 4 and 22)				
Share capital	41,800,002	22	39,800,002	22
Capital surplus	10,135,865	5	7,785,918	4
Retained earnings				
Legal reserve	4,772,874	3	3,434,165	2
Unappropriated earnings	22,702,753	12	28,780,952	15
Exchange differences on translation of the financial statements of foreign operations	(1,007,855)	-	(654,652)	-
Unrealized gains on financial assets measured at fair value through other comprehensive income	13,893,178	7	15,016,611	8
Total equity attributable to owners of the parent	92,296,817	49	94,162,996	51
NON-CONTROLLING INTERESTS (Note 22)	8,163,361	4	8,570,720	5
Total equity	100,460,178	53	102,733,716	56
TOTAL	\$ 190,787,944	100	\$ 184,164,993	100

The accompanying notes are an integral part of the consolidated financial statements.

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars, Except Earnings (Losses) Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 23 and 32)	\$ 75,006,078	100	\$ 94,529,790	100
OPERATING COSTS (Notes 12 and 32)	<u>52,610,352</u>	<u>70</u>	<u>51,478,707</u>	<u>54</u>
GROSS PROFIT	<u>22,395,726</u>	<u>30</u>	<u>43,051,083</u>	<u>46</u>
OPERATING EXPENSES (Note 32)				
Selling expenses	2,128,764	3	2,547,825	3
General and administrative expenses	4,915,171	6	8,301,233	9
Research and development expenses	16,957,826	23	15,818,706	17
Expected credit (gain) loss (Note 9)	<u>24,197</u>	<u>-</u>	<u>(151,262)</u>	<u>-</u>
Total operating expenses	<u>24,025,958</u>	<u>32</u>	<u>26,516,502</u>	<u>29</u>
INCOME (LOSS) FROM OPERATIONS	<u>(1,630,232)</u>	<u>(2)</u>	<u>16,534,581</u>	<u>17</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 32)	334,058	-	154,580	-
Dividend income (Note 32)	548,920	1	634,979	1
Other income (Notes 15, 28 and 32)	341,761	-	540,182	1
Share of profit (loss) of associates	456,040	1	512,295	1
Gains (losses) on disposal of property, plant and equipment (Note 32)	716,701	1	357,146	-
Gains (losses) on disposal of intangible assets (Note 32)	(591)	-	91	-
Gains (losses) on disposal of non-current assets held for sale	-	-	36,181	-
Gains (losses) on foreign exchange (Note 35)	170,900	-	968,662	1
Gains (losses) on financial instruments at fair value through profit or loss	(276,176)	-	(962,983)	(1)
Interest expense (Notes 15, 28 and 32)	(991,919)	(1)	(94,874)	-
Other expenses (Notes 14 and 32)	<u>(367,125)</u>	<u>(1)</u>	<u>(634,668)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>932,569</u>	<u>1</u>	<u>1,511,591</u>	<u>2</u>
INCOME (LOSS) BEFORE INCOME TAX	(697,663)	(1)	18,046,172	19
INCOME TAX (BENEFIT) EXPENSE (Notes 4 and 25)	<u>(732,112)</u>	<u>(1)</u>	<u>3,059,620</u>	<u>3</u>
NET INCOME (LOSS)	<u>34,449</u>	<u>-</u>	<u>14,986,552</u>	<u>16</u>

(Continued)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars, Except Earnings (Losses) Per Share)

	2023		2022	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
Gains on remeasurement of defined benefit plans (Note 21)	\$ 139,302	-	\$ 215,816	-
Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	(1,592,356)	(2)	2,811,664	3
Share of other comprehensive income (loss) of associates accounted for using equity method	774,469	1	(529,691)	-
Income tax expense related to remeasurement of defined benefit plans	(4,206)	-	(5,812)	-
Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>(621,874)</u>	<u>(1)</u>	<u>225,926</u>	<u>-</u>
Other comprehensive income (loss)	<u>(1,304,665)</u>	<u>(2)</u>	<u>2,717,903</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ (1,270,216)</u>	<u>(2)</u>	<u>\$ 17,704,455</u>	<u>19</u>
NET INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the parent	\$ (1,146,522)	(2)	\$ 12,927,165	14
Non-controlling interests	<u>1,180,971</u>	<u>2</u>	<u>2,059,387</u>	<u>2</u>
	<u>\$ 34,449</u>	<u>-</u>	<u>\$ 14,986,552</u>	<u>16</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the parent	\$ (2,236,126)	(3)	\$ 15,699,089	17
Non-controlling interests	<u>965,910</u>	<u>1</u>	<u>2,005,366</u>	<u>2</u>
	<u>\$ (1,270,216)</u>	<u>(2)</u>	<u>\$ 17,704,455</u>	<u>19</u>
EARNINGS (LOSSES) PER SHARE (Note 26)				
Basic	<u>\$ (0.29)</u>		<u>\$ 3.25</u>	
Diluted	<u>\$ (0.29)</u>		<u>\$ 3.23</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Parent								
	Share Capital	Capital Surplus	Retained Earnings		Other Equity		Total	Non-controlling Interests	Total Equity
			Legal Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Financial Assets Measured at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2022	\$ 39,800,002	\$ 7,786,124	\$ 2,074,570	\$ 20,733,450	\$ (861,389)	\$ 12,911,356	\$ 82,444,113	\$ 7,589,399	\$ 90,033,512
Appropriation of 2021 earnings	-	-	1,359,595	(1,359,595)	-	-	-	-	-
Legal reserve appropriated	-	-	-	(3,980,000)	-	-	(3,980,000)	-	(3,980,000)
Cash dividends	-	-	-	-	-	-	-	-	-
Total appropriations	-	-	1,359,595	(5,339,595)	-	-	(3,980,000)	-	(3,980,000)
Net income for the year ended December 31, 2022	-	-	-	12,927,165	-	-	12,927,165	2,059,387	14,986,552
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	159,408	206,737	2,405,779	2,771,924	(54,021)	2,717,903
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	13,086,573	206,737	2,405,779	15,699,089	2,005,366	17,704,455
Changes in ownership interests in subsidiaries	-	8	-	-	-	-	8	8	16
Changes in equity of associates accounted for using equity method	-	(214)	-	-	-	-	(214)	-	(214)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Note 8)	-	-	-	300,524	-	(300,524)	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	(1,024,053)	(1,024,053)
BALANCE AT DECEMBER 31, 2022	39,800,002	7,785,918	3,434,165	28,780,952	(654,652)	15,016,611	94,162,996	8,570,720	102,733,716
Appropriation of 2022 earnings	-	-	1,338,709	(1,338,709)	-	-	-	-	-
Legal reserve appropriated	-	-	-	(3,980,000)	-	-	(3,980,000)	-	(3,980,000)
Cash dividends	-	-	-	-	-	-	-	-	-
Total appropriations	-	-	1,338,709	(5,318,709)	-	-	(3,980,000)	-	(3,980,000)
Net income (loss) for the year ended December 31, 2023	-	-	-	(1,146,522)	-	-	(1,146,522)	1,180,971	34,449
Other comprehensive income (loss) for the year ended December 31, 2023	-	-	-	116,035	(353,203)	(852,436)	(1,089,604)	(215,061)	(1,304,665)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	(1,030,487)	(353,203)	(852,436)	(2,236,126)	965,910	(1,270,216)
Issuance of ordinary shares for cash	2,000,000	2,389,599	-	-	-	-	4,389,599	-	4,389,599
Share-based payment (Notes 24 and 27)	-	70,017	-	-	-	-	70,017	-	70,017
Changes in ownership interests in subsidiaries	-	(97,592)	-	-	-	-	(97,592)	60,405	(37,187)
Changes in equity of associates accounted for using equity method	-	(12,077)	-	-	-	-	(12,077)	-	(12,077)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Notes 8 and 13)	-	-	-	270,997	-	(270,997)	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	(1,433,674)	(1,433,674)
BALANCE AT DECEMBER 31, 2023	\$ 41,800,002	\$ 10,135,865	\$ 4,772,874	\$ 22,702,753	\$ (1,007,855)	\$ 13,893,178	\$ 92,296,817	\$ 8,163,361	\$ 100,460,178

The accompanying notes are an integral part of the consolidated financial statements.

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ (697,663)	\$ 18,046,172
Adjustments for:		
Depreciation expense	11,469,317	9,195,254
Amortization expense	387,093	354,103
Carbon offset	42	174
Expected credit (gain) loss recognized on accounts receivable	24,197	(151,262)
(Gains) losses on financial assets and liabilities at fair value through profit or loss	(81)	10,041
Interest expense	991,919	94,874
Interest income	(334,058)	(154,580)
Dividend income	(548,920)	(634,979)
Share-based payment	70,017	-
Share of (profit) loss of associates	(456,040)	(512,295)
(Gains) losses on disposal of property, plant and equipment	(716,701)	(357,146)
(Gains) losses on disposal of non-current assets held for sale	-	(36,181)
(Gains) losses on disposal of intangible assets	591	(91)
Impairment loss on property, plant and equipment	-	112,266
(Gains) on lease modification	(26,036)	(111,231)
Other income under government grants	(56,527)	(47,599)
Changes in operating assets and liabilities		
(Increase) decrease in financial assets and liabilities at fair value through profit or loss	(218,431)	51,928
(Increase) decrease in accounts receivable	(1,140,548)	2,452,548
(Increase) decrease in accounts receivable due from related parties	690,952	(96,397)
(Increase) decrease in other receivables	(212,685)	540,209
(Increase) decrease in inventories	(2,966,122)	(5,507,390)
(Increase) decrease in other current assets	44,861	(221,754)
(Increase) decrease in other non-current assets	(260,421)	(1,904,413)
Increase (decrease) in notes and accounts payable	1,361,016	(1,038,754)
Increase (decrease) in accounts payable due to related parties	125,546	(155,267)
Increase (decrease) in other payables	(1,982,214)	140,930
Increase (decrease) in other current liabilities	(158,514)	308,338
Increase (decrease) in other non-current liabilities	(283,693)	(917,350)
Cash flows generated by (used in) operations	<u>5,106,897</u>	<u>19,460,148</u>
Interest received	321,487	150,955
Dividends received	768,329	726,400
Interest paid	(1,126,230)	(552,169)
Income taxes paid	<u>(1,469,010)</u>	<u>(4,031,232)</u>
Net cash flows generated by (used in) operating activities	<u>3,601,473</u>	<u>15,754,102</u>

(Continued)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of investments accounted for using equity method	\$ (89,586)	\$ (568,772)
Acquisitions of financial assets at fair value through profit or loss	-	(96,958)
Proceeds from disposal of financial assets at fair value through profit or loss	26,418	-
Acquisitions of financial assets at fair value through other comprehensive income	(69,086)	(1,521,393)
Proceeds from disposal of financial assets at fair value through other comprehensive income	287,024	18,535
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	2,000	1,000
Proceeds from disposal of non-current assets held for sale	-	55,200
Acquisitions of property, plant and equipment	(13,786,982)	(42,164,653)
Proceeds from disposal of property, plant and equipment	767,554	369,674
Increase in unearned receipts - disposal of assets	95,862	-
Acquisitions of right-of-use assets	-	(2,167)
(Increase) decrease in refundable deposits	(75,799)	(29,160)
(Increase) decrease in other receivables - time deposits	48,830	128,267
Acquisitions of intangible assets	(327,194)	(380,405)
Acquisitions of intangible assets - carbon credits	(5,083)	(937)
Proceeds from disposal of intangible assets	-	356
Increase (decrease) in investment payable	-	(362,643)
(Increase) decrease in finance lease receivables	<u>94,491</u>	<u>71,848</u>
Net cash flows generated by (used in) investing activities	<u>(13,031,551)</u>	<u>(44,482,208)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	70,080	(361,377)
Proceeds from long-term borrowings	12,239,430	23,150,000
Repayments of long-term borrowings	(4,700,000)	-
Cash dividends paid	(3,980,000)	(3,980,000)
Change in non-controlling interests	(1,433,674)	(1,024,053)
Proceeds from issuance of ordinary shares	4,389,599	-
Repayments of lease liabilities	(300,051)	(339,177)
Increase (decrease) in guarantee deposits	<u>64,943</u>	<u>433,932</u>
Net cash flows generated by (used in) financing activities	<u>6,350,327</u>	<u>17,879,325</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	<u>(360,587)</u>	<u>337,290</u>

(Continued)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ (3,440,338)	\$ (10,511,491)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>20,402,936</u>	<u>30,914,427</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 16,962,598</u>	<u>\$ 20,402,936</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY BALANCE SHEETS

DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 9,436,796	6	\$ 8,684,164	6
Current financial assets at fair value through profit or loss (Notes 4 and 7)	211,551	-	48,712	-
Current financial assets at fair value through other comprehensive income (Notes 4 and 8)	12,760,052	7	14,587,832	9
Accounts receivable, net (Notes 4 and 9)	3,437,272	2	3,588,202	2
Accounts receivable due from related parties, net (Note 27)	1,121,576	1	1,179,039	1
Other receivables (Note 27)	378,761	-	256,731	-
Inventories (Notes 4, 5 and 10)	16,124,079	10	13,044,368	8
Other current assets	1,419,807	1	861,614	1
Total current assets	<u>44,889,894</u>	<u>27</u>	<u>42,250,662</u>	<u>27</u>
NON-CURRENT ASSETS				
Non-current financial assets at fair value through other comprehensive income (Notes 4 and 8)	583,885	-	579,064	-
Investments accounted for using equity method (Notes 4 and 11)	21,584,279	13	20,926,478	14
Property, plant and equipment (Notes 4 and 12)	95,830,976	57	87,575,274	56
Right-of-use assets (Notes 4 and 13)	1,466,315	1	1,562,419	1
Investment properties (Notes 4 and 14)	334,644	-	275,254	-
Intangible assets (Notes 4 and 15)	11,327	-	18,158	-
Deferred income tax assets (Notes 4 and 21)	1,723,000	1	810,000	1
Other non-current assets (Notes 6 and 27)	908,530	1	2,009,285	1
Total non-current assets	<u>122,442,956</u>	<u>73</u>	<u>113,755,932</u>	<u>73</u>
TOTAL	<u>\$ 167,332,850</u>	<u>100</u>	<u>\$ 156,006,594</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes payable	\$ -	-	\$ 102,011	-
Accounts payable	4,674,777	3	2,691,742	2
Accounts payable due to related parties (Note 27)	554,797	-	462,039	-
Payables on machinery and equipment	8,932,496	6	3,382,521	2
Other payables (Note 27)	4,047,687	3	5,423,560	4
Current tax liabilities (Notes 4 and 21)	474,609	-	1,386,821	1
Lease liabilities - current (Notes 4 and 13)	87,030	-	87,383	-
Long-term borrowings - current portion (Note 16)	8,837,327	5	3,100,000	2
Other current liabilities	187,968	-	75,372	-
Total current liabilities	<u>27,796,691</u>	<u>17</u>	<u>16,711,449</u>	<u>11</u>
NON-CURRENT LIABILITIES				
Bonds payable (Note 17)	9,980,978	6	9,968,462	7
Long-term borrowings (Notes 16 and 24)	35,167,395	21	32,849,502	21
Lease liabilities - non-current (Notes 4 and 13)	1,459,197	1	1,541,922	1
Net defined benefit liabilities - non-current (Notes 4 and 18)	302,082	-	379,105	-
Other non-current liabilities (Note 27)	329,690	-	393,158	-
Total non-current liabilities	<u>47,239,342</u>	<u>28</u>	<u>45,132,149</u>	<u>29</u>
Total liabilities	<u>75,036,033</u>	<u>45</u>	<u>61,843,598</u>	<u>40</u>
EQUITY (Note 19)				
Share capital	41,800,002	25	39,800,002	25
Capital surplus	10,135,865	6	7,785,918	5
Retained earnings				
Legal reserve	4,772,874	3	3,434,165	2
Unappropriated earnings	22,702,753	14	28,780,952	19
Exchange differences on translation of the financial statements of foreign operations	(1,007,855)	(1)	(654,652)	(1)
Unrealized gains on financial assets measured at fair value through other comprehensive income	13,893,178	8	15,016,611	10
Total equity	<u>92,296,817</u>	<u>55</u>	<u>94,162,996</u>	<u>60</u>
TOTAL	<u>\$ 167,332,850</u>	<u>100</u>	<u>\$ 156,006,594</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars, Except Earnings (Losses) Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 27)	\$ 37,561,043	100	\$ 51,139,171	100
OPERATING COSTS (Notes 10 and 27)	<u>31,740,350</u>	<u>84</u>	<u>27,181,153</u>	<u>53</u>
GROSS PROFIT	<u>5,820,693</u>	<u>16</u>	<u>23,958,018</u>	<u>47</u>
OPERATING EXPENSES (Note 27)				
Selling expenses	1,020,564	3	1,229,028	3
General and administrative expenses	1,248,332	3	4,672,592	9
Research and development expenses	7,362,127	20	6,610,718	13
Expected credit (gain) loss (Note 9)	<u>8,730</u>	<u>-</u>	<u>(39,000)</u>	<u>-</u>
Total operating expenses	<u>9,639,753</u>	<u>26</u>	<u>12,473,338</u>	<u>25</u>
INCOME (LOSS) FROM OPERATIONS	<u>(3,819,060)</u>	<u>(10)</u>	<u>11,484,680</u>	<u>22</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	127,193	-	59,527	-
Dividend income (Note 27)	473,871	1	551,906	1
Other income (Notes 24 and 27)	117,099	-	164,340	-
Share of profit (loss) of subsidiaries and associates	1,847,887	5	2,925,842	6
Gains (losses) on disposal of property, plant and equipment (Note 27)	70,878	-	53,438	-
Gains (losses) on disposal of non-current assets held for sale	-	-	36,181	-
Gains (losses) on foreign exchange (Note 30)	72,911	-	809,964	2
Gains (losses) on financial instruments at fair value through profit or loss	(172,709)	-	(822,862)	(2)
Interest expense (Notes 13, 24 and 27)	(943,182)	(2)	(59,527)	-
Other expenses	(163,633)	-	(159,052)	-
Impairment loss recognized on property, plant and equipment (Note 12)	<u>-</u>	<u>-</u>	<u>(112,266)</u>	<u>-</u>
Total non-operating income and expenses	<u>1,430,315</u>	<u>4</u>	<u>3,447,491</u>	<u>7</u>
INCOME (LOSS) BEFORE INCOME TAX	(2,388,745)	(6)	14,932,171	29
INCOME TAX (BENEFIT) EXPENSE (Notes 4 and 21)	<u>(1,242,223)</u>	<u>(3)</u>	<u>2,005,006</u>	<u>4</u>
NET INCOME (LOSS)	<u>(1,146,522)</u>	<u>(3)</u>	<u>12,927,165</u>	<u>25</u>

(Continued)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings (Losses) Per Share)

	2023		2022	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
Gains on remeasurement of defined benefit plans (Note 18)	\$ 88,031	-	\$ 92,216	-
Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	(1,535,934)	(4)	2,857,430	6
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	711,502	2	(384,459)	(1)
Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(81,549)	-	(43,322)	-
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	<u>(271,654)</u>	<u>(1)</u>	<u>250,059</u>	<u>1</u>
Other comprehensive income (loss)	<u>(1,089,604)</u>	<u>(3)</u>	<u>2,771,924</u>	<u>6</u>
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ (2,236,126)</u>	<u>(6)</u>	<u>\$ 15,699,089</u>	<u>31</u>
EARNINGS (LOSSES) PER SHARE (Note 22)				
Basic	<u>\$ (0.29)</u>		<u>\$ 3.25</u>	
Diluted	<u>\$ (0.29)</u>		<u>\$ 3.23</u>	

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	Share Capital	Capital Surplus	Retained Earnings		Other Equity		Total Equity
			Legal Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Financial Assets Measured at Fair Value Through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2022	<u>\$ 39,800,002</u>	<u>\$ 7,786,124</u>	<u>\$ 2,074,570</u>	<u>\$ 20,733,450</u>	<u>\$ (861,389)</u>	<u>\$ 12,911,356</u>	<u>\$ 82,444,113</u>
Appropriation of 2021 earnings	-	-	-	-	-	-	-
Legal reserve appropriated	-	-	1,359,595	(1,359,595)	-	-	-
Cash dividends	-	-	-	(3,980,000)	-	-	(3,980,000)
Total appropriations	-	-	<u>1,359,595</u>	<u>(5,339,595)</u>	-	-	<u>(3,980,000)</u>
Net income for the year ended December 31, 2022	-	-	-	12,927,165	-	-	12,927,165
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	159,408	206,737	2,405,779	2,771,924
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	<u>13,086,573</u>	<u>206,737</u>	<u>2,405,779</u>	<u>15,699,089</u>
Changes in ownership interests in subsidiaries	-	8	-	-	-	-	8
Changes in equity of associates accounted for using equity method	-	(214)	-	-	-	-	(214)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Notes 8 and 11)	-	-	-	300,524	-	(300,524)	-
BALANCE AT DECEMBER 31, 2022	<u>39,800,002</u>	<u>7,785,918</u>	<u>3,434,165</u>	<u>28,780,952</u>	<u>(654,652)</u>	<u>15,016,611</u>	<u>94,162,996</u>
Appropriation of 2022 earnings	-	-	-	-	-	-	-
Legal reserve appropriated	-	-	1,338,709	(1,338,709)	-	-	-
Cash dividends	-	-	-	(3,980,000)	-	-	(3,980,000)
Total appropriations	-	-	<u>1,338,709</u>	<u>(5,318,709)</u>	-	-	<u>(3,980,000)</u>
Net loss for the year ended December 31, 2023	-	-	-	(1,146,522)	-	-	(1,146,522)
Other comprehensive income (loss) for the year ended December 31, 2023	-	-	-	116,035	(353,203)	(852,436)	(1,089,604)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	<u>(1,030,487)</u>	<u>(353,203)</u>	<u>(852,436)</u>	<u>(2,236,126)</u>
Issuance of ordinary shares for cash	2,000,000	2,389,599	-	-	-	-	4,389,599
Share-based payment (Notes 20 and 23)	-	70,017	-	-	-	-	70,017
Changes in ownership interests in subsidiaries	-	(97,592)	-	-	-	-	(97,592)
Changes in equity of associates accounted for using equity method	-	(12,077)	-	-	-	-	(12,077)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Notes 8 and 11)	-	-	-	270,997	-	(270,997)	-
BALANCE AT DECEMBER 31, 2023	<u>\$ 41,800,002</u>	<u>\$ 10,135,865</u>	<u>\$ 4,772,874</u>	<u>\$ 22,702,753</u>	<u>\$ (1,007,855)</u>	<u>\$ 13,893,178</u>	<u>\$ 92,296,817</u>

The accompanying notes are an integral part of the parent company only financial statements.

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ (2,388,745)	\$ 14,932,171
Adjustments for:		
Depreciation expense	10,264,093	8,113,063
Amortization expense	38,872	52,841
Expected credit (gain) loss recognized on accounts receivable	8,730	(39,000)
(Gains) losses on financial assets and liabilities at fair value through profit or loss	3,021	7,525
Interest expense	943,182	59,527
Interest income	(127,193)	(59,527)
Dividend income	(473,871)	(551,906)
Share-based payment	66,637	-
Share of (profit) loss of subsidiaries and associates	(1,847,887)	(2,925,842)
(Gains) losses on disposal of property, plant and equipment	(70,878)	(53,438)
(Gains) losses on disposal of non-current assets held for sale	-	(36,181)
Impairment loss on property, plant and equipment	-	112,266
Unrealized profit (loss) on the transactions with subsidiaries	(35,812)	(66,340)
Carbon offset	42	174
(Gains) on lease modification	(38)	-
Other income under government grants	(56,527)	(47,599)
Changes in operating assets and liabilities		
(Increase) decrease in financial assets and liabilities at fair value through profit or loss	(192,278)	45,778
(Increase) decrease in accounts receivable	142,200	2,007,695
(Increase) decrease in accounts receivable due from related parties	57,463	765,600
(Increase) decrease in other receivables	(109,502)	30,252
(Increase) decrease in inventories	(3,079,711)	(3,848,554)
(Increase) decrease in other current assets	58,605	(136,011)
(Increase) decrease in other non-current assets	38,573	(1,806,912)
Increase (decrease) in notes payable	(102,011)	40,363
Increase (decrease) in accounts payable	2,501,697	(827,941)
Increase (decrease) in accounts payable due to related parties	92,758	(451,542)
Increase (decrease) in other payables	(1,383,773)	256,911
Increase (decrease) in other current liabilities	16,734	(18,570)
Increase (decrease) in other non-current liabilities	(63,790)	(468,882)
Cash flows generated by (used in) operations	4,300,591	15,085,921
Interest received	121,153	58,914
Dividends received	2,204,737	1,718,099
Interest paid	(1,080,160)	(518,173)
Income taxes paid	(589,477)	(3,243,031)
Net cash flows generated by (used in) operating activities	<u>4,956,844</u>	<u>13,101,730</u>

(Continued)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of investments accounted for using equity method	\$ (424,661)	\$ (400,070)
Proceeds from capital reduction of investments accounted for using equity method	171,703	-
Acquisitions of financial assets at fair value through profit or loss	-	(51,958)
Proceeds from disposal of financial assets at fair value through profit or loss	26,418	-
Acquisitions of financial assets at fair value through other comprehensive income	-	(1,321,011)
Proceeds from disposal of financial assets at fair value through other comprehensive income	287,024	18,535
Proceeds from disposal of non-current assets held for sale	-	55,200
Acquisitions of property, plant and equipment	(12,706,331)	(40,798,805)
Proceeds from disposal of property, plant and equipment	70,878	53,660
Increase in unearned receipts - disposal of assets	95,862	-
Acquisitions of right-of-use assets	-	(2,167)
(Increase) decrease in refundable deposits	(71,183)	167,545
Acquisitions of intangible assets - carbon credits	(5,083)	(937)
Acquisitions of investment properties	-	(572)
Net cash flows generated by (used in) investing activities	<u>(12,555,373)</u>	<u>(42,280,580)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	-	(1,430,417)
Proceeds from long-term borrowings	12,239,430	23,150,000
Repayments of long-term borrowings	(4,200,000)	-
Cash dividends paid	(3,980,000)	(3,980,000)
Repayments of lease liabilities	(97,988)	(102,858)
Proceeds from issuance of ordinary shares	4,389,599	-
Increase (decrease) in guarantee deposits	120	-
Net cash flows generated by (used in) financing activities	<u>8,351,161</u>	<u>17,636,725</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	752,632	(11,542,125)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>8,684,164</u>	<u>20,226,289</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 9,436,796</u>	<u>\$ 8,684,164</u>

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Winbond Electronics Corporation

Opinion

We have audited the accompanying consolidated financial statements of Winbond Electronics Corporation (the “Company”) and its subsidiaries (collectively referred as the “Group”), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

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, 2023 and 2022, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the 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 Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. 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.

Occurrence of Sales Revenue from Specific Series of Flash Memory Products

The sales revenue of Winbond Electronics Corporation and its subsidiaries is mainly from the sale of DRAM IC products, Flash Memory products and Logic IC products.

As the gross profit margin and the proportion of sales revenue from the specific series of flash memory products are higher than those of other product series, and given that the gross profit of the specific series is significant to the net income for the year ended December 31, 2023, we considered the occurrence of sales revenue from the specific series of products as a key audit matter of the Company's consolidated financial statements for the year ended December 31, 2023.

The audit procedures that we performed in response to the abovementioned key audit matter included understanding the design and implementation of the key internal controls and testing the effectiveness of the relevant controls over sales revenue and selecting samples of revenue items to verify the occurrence of the transactions.

Other Matter

We have also audited the parent company only financial statements of Winbond Electronics Corporation as of and for the years ended December 31, 2023 and 2022, 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 IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

We also provide those charged with governance with statements 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 for the year ended December 31, 2023 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 audits resulting in this independent auditors' report are Kuo-Tyan Hong and Wen-Yea Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 6, 2024

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Winbond Electronics Corporation

Opinion

We have audited the accompanying parent company only financial statements of Winbond Electronics Corporation (the "Company"), which comprise the parent company only balance sheets as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the "parent company only financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2023 and 2022, and its parent company only financial performance and its parent company only 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the 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 Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Occurrence of Sales Revenue from Specific Series of Flash Memory Products

The sales revenue of Winbond Electronics Corporation is mainly from the sale of DRAM IC products and Flash Memory products.

As the gross profit margin and the proportion of sales revenue from the specific series of flash memory products are higher than those of other product series, and given that the gross profit of the specific series is significant to the net income for the year ended December 31, 2023, we considered the occurrence of sales revenue from the specific series of products as a key audit matter of the parent company only financial statements for the year ended December 31, 2023.

The audit procedures that we performed in response to the abovementioned key audit matter included understanding the design and implementation of the key internal controls and testing the effectiveness of the relevant controls over sales revenue and selecting samples of revenue items to verify the occurrence of the transactions.

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

Management is responsible for the preparation and fair presentation of the parent company only 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 parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only 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 Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of 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 parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only 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 Company to express an opinion on the parent company only 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 parent company only financial statements for the year ended December 31, 2023 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 audits resulting in this independent auditors' report are Kuo-Tyan Hong and Wen-Yea Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 6, 2024

Notice 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 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

Audit Committee's Review Report

To: The 2024 Annual General Meeting of Shareholders

The Board of Directors has prepared the Company's 2023 Business Report, the financial statements (including the consolidated financial statements) and proposal for distribution of earnings. The financial statements have been audited by Kuo-Tyan Hong and Wen-Yea Shyu from Deloitte & Touche, which has been retained by the Board of Directors as independent auditors. The independent auditors have issued an unmodified opinion. The Audit Committee has reviewed and determined the above Business Report, the financial statements, and proposal for distribution of earnings to be correct and accurate. According to relevant requirements of the Securities and Exchange Act and the Company Law, it is hereby submitted for your review and perusal.

Winbond Electronics Corporation

Chairman of the Audit Committee : Allen Hsu

Date: February 6 ,2024

Winbond Electronics Corporation
Shareholdings of All Directors

Book closure date: March 11, 2024

Position	Name	Current shareholding (Shares)	Shareholding ratio (%)
Chairman	Arthur Yu-Cheng Chiao	68,506,673	1.64%
Vice Chairman	Chin-Xin Investment Co., Ltd (Representative: Tung-Yi Chan)	260,003,436	6.22%
Independent Director	Allen Hsu	0	0.00%
Independent Director	Stephen T. Tso	0	0.00%
Independent Director	Chung-Ming Kuan	0	0.00%
Independent Director	LI -JONG PEIR	0	0.00%
Director	Yung Chin	13,002,316	0.31%
Director	Walsin Lihwa Corporation (Representative: Fred Pan)	919,380,016	21.99%
Director	Jamie Lin	0	0.00%
Director	Wei-Hsin Ma	0	0.00%
Director	ELAINE SHIHLAN CHANG	0	0.00%
Shareholdings of All Directors		1,260,892,441	30.16%

Note: This Company had a total of 4,180,000,193 issued shares as of March 11, 2024

I. Capital Increase by Cash through Issuing New Common Shares to be offered in the form of Global Depositary Shares ("GDS"):

- (I) Under this capital increase by cash through issuing new shares (this "Capital Increase"), 10% of the total new shares to be issued will be reserved for subscription by the employees of the Company and those of its controlling or affiliated companies who meet certain conditions pursuant to Article 267 of the Company Act. It is proposed that the shareholders' meeting approve that shareholders of the Company waive their preemptive right in accordance with Article 28-1 of the Securities and Exchange Act and all the remaining shares should be offered to the public as the underlying shares of the GDSs. It is further proposed that the shareholders' meeting authorize the Chairman of the Board to arrange for specific persons to subscribe the shares left unsubscribed by the Company's employees at the issue price, or to set aside such unsubscribed shares as the underlying shares of GDSs to be offered depending on market demand.
- (II) The issue price of the GDSs shall not be less than 80% of (i) the closing price of the Company's common stock on the pricing date; or (ii) the simple average closing price of the Company's common stock on either one, three, or five business days prior to the pricing date after taking into consideration any stock dividends (or any stocks decreased due to any capital decrease) and any cash dividends (the "Reference Price"), in accordance with the Self-Regulatory Rules for Assistance Offered by Member Underwriters of the Taiwan Securities Association to Issuers for Offering and Issuance of Securities (the "Self-Regulatory Rules"). If the actual issue price is less than 90% of the Reference Price, the GDSs holders shall not request for withdrawal of their GDSs within three months after the issue date, which the Company will specify in the offering plan and the deposit agreement. Notwithstanding the foregoing, if there is any change to the relevant local laws and regulations, the pricing method may be adjusted accordingly. It is proposed to authorize the Chairman of the Board to negotiate with the securities underwriters and determine the actual issue price within the aforementioned scope in accordance with international practices, taking into account the international capital markets, domestic stock prices and the result of the book-building process. The issue price of the common shares to be issued under this Capital Increase is determined in accordance with the relevant laws and regulations and primary market practice. Therefore, the method for determining the issue price of such shares should be reasonable.

II. Capital Increase for Cash through Issuing New Common Shares Locally:

(I) By Competitive Auction

1. 10% of the new shares to be issued will be reserved for subscription by the employees of the Company and those of its controlling or affiliated companies who meet certain conditions pursuant to Article 267 of the Company Act. It is proposed that the shareholders' meeting approve that shareholders of the Company waive their preemptive right in accordance with Article 28-1 of the Securities and Exchange Act and all the remaining shares should be underwritten and offered to the public through a competitive auction. It is further proposed to

authorize the Chairman of the Board to arrange for specific persons to subscribe the shares left unsubscribed by the Company's employees at the issue price.

2. The issue price shall be determined in accordance with Article 7 of the Self-Regulatory Rules: When this Capital Increase is filed with the Financial Supervisory Commission (the "FSC") and the announcement on the competitive auction is filed with the Taiwan Securities Association, the issue price shall not be less than 90% of the simple average closing price of the Company's common stock on either one, three, or five business days prior to both the time when this Capital Increase is filed with the FSC and when the announcement on the competitive auction is filed with the Taiwan Securities Association, after taking into account any stock dividends (or any stocks decreased due to any capital decrease) and any cash dividends. Notwithstanding the foregoing, if there is any change to the relevant local laws and regulations, the pricing method may be adjusted accordingly. It is proposed to authorize the Chairman of the Board to negotiate with the securities underwriters and determine the actual issue price by reference to the conditions of the primary market and the result of competitive auction in accordance with the Self-Regulatory Rules and relevant laws and regulations, after this Capital Increase has been filed with the FSC and takes effect. The issue price of the common shares to be issued under this Capital Increase is determined in accordance with the relevant laws and regulations and primary market practice. Therefore, the method for determining the issue price of such shares should be reasonable.

(II) By Book-Building

1. 10% of the new shares to be issued will be reserved for subscription by the employees of the Company and those of its controlling or affiliated companies who meet certain conditions pursuant to Article 267 of the Company Act. It is proposed that the shareholders' meeting approve that shareholders of the Company waive their preemptive right in accordance with Article 28-1 of the Securities and Exchange Act and all the remaining shares should be offered to the public and underwritten by book-building. It is further proposed to the shareholders' meeting that the Chairman of the Board be authorized to arrange for specific persons to subscribe the remaining shares left unsubscribed by such employees.
2. The issue price shall be determined in accordance with Article 7 of the Self-Regulatory Rules: When this Capital Increase is filed with the FSC and the book-building agreement and the underwriting agreement are filed with the Taiwan Securities Association, the issue price shall not be less than 90% of the simple average closing price of the Company's common stock on either one, three or five business days prior to both the time when this Capital Increase is filed with the FSC and when the announcement on the competitive auction is filed with the Taiwan Securities Association, after taking into account any stock dividends (or any stocks decreased due to any capital decrease) and any cash dividends. Notwithstanding the foregoing, if there is any change to the relevant local laws and regulations, the pricing method may be adjusted accordingly. It is proposed to authorize the Chairman of the Board to negotiate with the securities underwriters and determine the actual issue price by reference to the conditions of the primary market and the result of competitive auction in accordance with

the Self-Regulatory Rules and relevant laws and regulations, after this Capital Increase has been filed with the FSC and takes effect. The issue price of the common shares to be issued under this Capital Increase has been determined in accordance with the relevant laws and regulations and primary market practice. Therefore, the method for determining the issue price of such shares should be reasonable.

Attachment 6

Explanations of involvement of directors in acts for themselves or others which fall into the field of the Company's business

(1) Vice Chairman : Chin-Xin Investment Co., Ltd (Representative: Tung-Yi Chan)

Names of other companies Where he served	Title	Business items same or similar to the Company's
Marketplace Management Limited	Director	Investment

(2) Independent Director : Chung-Ming Kuan

Names of other companies Where he served	Title	Business items same or similar to the Company's
Vpon Holdings Inc.	Independent Director	I301010 Information Software Services I301020 Data Processing Services

(3) Independent Director : LI -JONG PEIR

Names of other companies Where he served	Title	Business items same or similar to the Company's
KKCompany Technologies Inc.	Independent Director	I301010 Information Software Services I301020 Data Processing Services F401010 International Trade

(4) Director : Jamie Lin

Names of other companies Where he served	Title	Business items same or similar to the Company's
TWM Power CO., LTD.	Chairman	F401010 International Trade I301010 Information Software Services I301020 Data Processing Services
FullSynergy New Retail CO., LTD.	Chairman	F401010 International Trade I301010 Information Software Services I301020 Data Processing Services I501010 Product Designing

(5) Director : Wei-Hsin Ma

Names of other companies Where he served	Title	Business items same or similar to the Company's
HannsTouch Holdings Company	President	CC01080 Electronics Components Manufacturing F401010 International Trade

Appendix

Appendix 1

**Winbond Electronics Corporation (hereinafter the "Company")
"Rules Governing the Conduct of Shareholders Meeting"**

The eleventh amendment was adopted by
the Shareholders' Meeting of May 31, 2022

Article 1

Unless otherwise provided by laws and regulations, all shareholders meetings of the Company shall be conducted in accordance with these Rules.

Article 2

The shareholders meetings of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations. The method as to how a shareholders meeting will be convened and any changes to how the Company convenes its shareholders meeting shall be resolved by the Board of Directors, and shall be made no later than mailing the convention notice of the shareholders meeting.

All shareholders shall be served with the convention notice of an annual shareholders meeting at least 30 days prior to the meeting, except for those shareholders each holding less than 1,000 registered shares that may be notified by means of an announcement on the Market Observation Post System at least 30 days prior to the meeting. All shareholders shall be served with the convention notice of a special shareholders meeting at least 15 days prior to the meeting, except for those shareholders each holding less than 1,000 registered shares that may be notified by means of an announcement on the Market Observation Post System at least 15 days prior to the meeting.

Convention notices and announcements shall state the reasons for the meeting and the time and location for shareholders, solicitors and proxies (collectively "shareholders") to register for attendance, and other matters that should be noted. The convention notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the shareholders.

The matters specified in Paragraph 5 of Article 172 of the Company Act, or Article 26-1 or Article 43-6 of the Securities and Exchange Act and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed among the reasons and explained in the notice for the meeting, and may not be proposed as extemporary motions. The essential contents of the matters specified in Paragraph 5 of Article 172 of the Company Act may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

The reasons for convening the shareholders meeting have been stated for re-election of all directors as well as their inauguration date. After the completion of re-election in said shareholders meeting, such inauguration date may not be altered by ad hoc motion or other means in the same meeting.

The Company shall prepare the shareholders' meeting agenda handbook or make it available for shareholders' review in accordance with the deadline and method stipulated in Article 6 of the "Regulations Governing Content and Compliance Requirements for Shareholders Meeting Agenda Handbooks of Public Companies".

When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures to shareholders who have difficulties in attending the virtual shareholders' meeting online.

Article 3

The shareholders holding one percent or more of the total number of issued shares of the Company may propose in writing to the Company a proposal for discussion at an annual shareholders meeting; provided that only one matter shall be allowed in each single proposal. In case a proposal submitted by shareholder(s) contains more than one matter, such proposal shall not be included in the agenda of the shareholders meeting. The number of words of a proposal submitted by a shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders meeting. The "300 words" includes the reasons and punctuation marks. If any of the circumstances listed in Paragraph 4 of Article 172-1 of the Company Act occurs to the proposal submitted by any shareholder, the Board of Directors of the Company may ignore that proposal. Shareholders may submit proposals to urge the Company to promote public interests or fulfill its social responsibilities. Such proposals are each limited to one item in accordance with Article 172-1 of the Company Act. No proposal containing more than one item will be included in the meeting agenda.

The Company shall announce the acceptance of shareholders' proposal, the place and the period for shareholders to submit proposals to be discussed at the shareholders meeting prior to the commencement of the close period for share transfer. The period for accepting such proposals shall not be less than 10 days.

Shareholders submit proposals to be discussed at the shareholders meeting shall attend the shareholders meeting in person or by proxy, and participate in discussion of those proposals.

The Company shall, prior to the delivery of the convention notice, notify all the shareholders who had submitted the proposals of the proposal screening results, and shall incorporate in the convention notice the proposals conforming to the requirements set out in this article. With regard to the proposals submitted by shareholders but not included in the agenda of the shareholders meeting, the Board of Directors shall explain reasons why such proposals are not included in the agenda of the shareholders meeting.

Article 4

Prior to any shareholders meeting, a shareholder may appoint a proxy to attend the meeting by issuing a power of attorney in the form provided by the Company stating the scope of authorization.

Each shareholder may issue one power of attorney only, and may appoint one person only to serve as a proxy. The written proxy must be delivered to the Company at least five days prior to each shareholders meeting. If two or more written proxies forms are received from a shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the Company receives the written proxy, in case the shareholder issuing the said proxy intends to attend the shareholders meeting in person or to exercise his/her/its voting power in writing or by way of electronic transmission, a proxy rescission notice in writing shall be delivered to the Company two days prior to the date of the shareholders meeting; otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

Except that the "shareholder" referred to in Articles 2, 3 and 4 of these Rules means the shareholders in person, the "shareholder" referred to in these Rules means the shareholder himself/herself/itself and the proxy appointed by the shareholder in accordance with the laws

and regulations.

Article 6

The time for accepting shareholder attendance registrations shall be at least 30 minutes prior to the commencement of the meeting. The place for accepting shareholder attendance registrations shall be clearly marked and sufficient and competent personnel shall be assigned to handle the registrations. The Company shall prepare an attendance book for attending shareholders to sign in, or shareholder present may hand in an attendance card in lieu of signing on the attendance book. For virtual shareholders' meetings, accepting shareholder attendance registration shall begin at least 30 minutes before the meeting starts and shareholders shall register their attendance on the virtual meeting platform for the shareholders' meeting. Shareholders completing attendance registration will be deemed attending the shareholders' meeting in person.

The number of shares representing shareholders present at the meeting shall be calculated in accordance with those indicated in the attendance book or the attendance card and those checked in on the virtual meeting platform, plus the number of shares whose voting right exercised in writing or by way of electronic transmission. Each shareholder attending the shareholders meeting in person (or proxy) shall wear an attendance pass and submit the attendance card in lieu of sign-in.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and such information shall continue to be disclosed until the end of the meeting.

Article 6-1

To convene a virtual shareholders' meeting, the Company shall include the following particulars in the convention notice of the shareholders' meeting:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected virtual shareholders' meeting previously shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, satisfies the quorum for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
 - D. Actions to be taken if the outcome of all proposals have been announced and extemporary motion has not been carried out.
3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders who have difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7

Attendance and voting at the shareholders meeting shall be determined based on the number of shares.

Article 8

Unless otherwise restricted by, or subject to evasion in accordance with, the laws and regulations, and shares having no voting right in accordance with Paragraph 2 of Article 179 of the Company Law, a shareholder shall have one voting right in respect of each share.

The method for exercising the voting right shall be described in the convention notice of the shareholders meeting if the voting right will be exercised in writing or by way of electronic transmission. A shareholder who exercises his/her/its voting right at a shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders meeting in person, but shall be deemed to have waived his/her/its voting right with respect to any extemporaneous motions and any amendments or replacements to the original proposals at the said shareholders meeting.

In case a shareholder elects to exercise his/her/its voting right in writing or by way of electronic transmission, his/her/its declaration of intention shall be delivered to the Company no later than two days prior to the scheduled shareholders meeting. If two or more declarations of intention are delivered to the Company, the first declaration of intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In case a shareholder who has exercised his/her/its voting right in writing or by way of electronic transmission intends to attend the shareholders meeting in person or online, the shareholder shall, two days prior to the shareholders meeting and in the same manner previously used in exercising his/her/its voting right, deliver a separate declaration of intention to revoke his/her/its previous declaration of intention made in exercising the voting right under the preceding paragraph. In the absence of a timely revocation of the previous declaration of intention, the voting right exercised in writing or by way of electronic transmission shall prevail. In case a shareholder has exercised his/her/its voting right in writing or by way of electronic transmission and has also authorized a proxy to attend the shareholders meeting on his/her/its behalf, then the voting right exercised by the authorized proxy for the said shareholder shall prevail.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with this Article decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn their votes and attended the shareholders' meeting online, they shall not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal, except for extraordinary motions.

If the Company allows its shareholders to exercise their voting rights in writing or by way of electronic transmission, the Company shall finish the counting and verification of the votes cast in writing or by way of electronic transmission before the shareholders meeting.

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and disclose the

same in accordance with the time limit specified in Article 44-5 of the Guidelines for the Handling of Share Affairs of Companies Publicly Issuing Shares. In the event of a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and such information shall continue to be disclosed until the end of the meeting.

Article 9

Shareholders meetings shall be held at the Company's premises or at another place that is convenient for shareholders to attend and suitable for such meetings. Shareholders meetings shall not start earlier than 9:00 AM or later than 3:00 PM.

The restrictions on the place of the meeting set forth in the preceding paragraph shall not apply when the Company convenes a virtual shareholders' meeting.

When the Company convenes a virtual-only shareholders' meeting, both the chairman and the minutes taker shall be at the same location in Taiwan, and the chairman shall announce the address of their location when the meeting is called to order.

Article 10

If a shareholders meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the chairman presiding at the meeting. If the Chairman of the Board of Directors is on leave or cannot perform his duties for some reason, the Vice-Chairman shall preside at the meeting on the Chairman's behalf. If the Company does not have a Vice-Chairman or the Vice-Chairman is on leave or cannot perform his duties for some reason, the Chairman of the Board of Directors shall appoint a managing director to serve on his behalf. If there are no managing directors, the Chairman of the Board of Directors shall appoint a director to serve on his behalf. If the Chairman of the Board of Directors has not appointed any representative, the managing directors or directors shall nominate a person among themselves to preside at the shareholders meeting.

If a shareholders meeting is convened by any person entitled to convene the meeting other than the Board of Directors, such person shall be the meeting's chairman; provided that if this meeting is convened by two or more persons, the chairman of the meeting shall be elected from among themselves.

Article 11

The Company may appoint lawyer(s) or certified public accountant(s) engaged by the Company, or relevant persons, to attend a shareholders meeting.

Persons handling affairs of the shareholders meeting shall wear identification cards or arm badges.

Article 12

The chairman of the shareholders meeting may order disciplinary officers (or security guards) to assist in keeping order at the meeting place. Such disciplinary officers (or security guards) shall wear arm badges marked "Disciplinary Personnel" when assisting in keeping order at the meeting place.

Article 13

Persons attending the shareholders meeting shall not bring anything that is harmful to the safety of others' life, body, freedom or property.

Article 14

During the shareholders meeting, the chairman may request the police present at the meeting place to keep order.

Article 15

The process of the shareholders meeting shall be audio recorded or video recorded in its entirety and these records shall be preserved for at least one year. If the Company allows shareholders to exercise their voting right in writing or by way of electronic transmission, the related written and media data shall also be preserved for at least one year. However, if a lawsuit has been instituted by any shareholder pursuant to Article 189 of the Company Act, the records and data involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

When the Company convenes a virtual shareholders' meeting, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of vote counting by the Company, and make continuous and uninterrupted audio and video recording of the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, the Company is advised to make audio and video recording of the back-end operation interface of the virtual meeting platform.

Article 16

The chairman shall announce the commencement of the shareholders meeting and relevant information such as the number of non-voting rights and the number of shares present at the time scheduled for the meeting; During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented by shareholders present at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented by shareholders present at the meeting and a new tally of votes is released during the meeting. But if the number of shares represented by the shareholders present at the meeting is less than one-half of all issued shares of the Company at the time scheduled for the meeting, the chairman may announce the postponement of the meeting. The shareholders meeting can only be postponed twice and the time of the postponement shall not be more than one hour in aggregate. After the second postponement, if there are not enough shareholders representing one-third or more of the total issued shares, the chairman shall declare the meeting aborted. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting aborted on the virtual meeting platform.

If after two postponements as set forth in the preceding paragraph, the number of shares represented by the shareholders present at the meeting is still less than one-half of all issued shares of the Company but the shareholders present at the meeting represent more than one-third of all issued shares, provisional resolutions may be made in accordance with Paragraph 1 of Article 175 of the Company Act, and be notified to each shareholder to convene another shareholders meeting within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register with the Company in accordance with Article 8.

If the number of the shares represented by the shareholders present at the shareholders meeting reaches one-half of all issued shares of the Company prior to the end of the meeting, the chairman may submit the foregoing provisional resolutions to the shareholders meeting for approval in accordance with Article 174 of the Company Act.

Article 17

The agenda of the meeting shall be set by the Board of Directors if the meeting is convened

by the Board of Directors. The shareholders meeting shall be conducted according to the agenda, and unless otherwise provided by these Rules or laws and regulations, the agenda shall not be changed without the resolution of the shareholders meeting.

The above provision also applies to the shareholders meeting convened by any person entitled to convene such meeting other than the Board of Directors.

Unless otherwise resolved at the meeting, the chairman cannot announce adjournment of the meeting before all the items (including extemporaneous motions) listed in the agenda made according to the preceding two paragraphs are completed.

After the meeting is adjourned, shareholders cannot designate another person as chairman and continue the meeting at the same or other place.

Article 18

When a shareholder present at the meeting wishes to speak, he/she shall fill in a speech note specifying the summary of his/her speech, the shareholder's account number (or the number of attendance pass) and the account name of the shareholder. The chairman shall determine the sequence of shareholders' speeches.

If any shareholder present at the meeting submits a speech note but does not speak, no speech should be deemed to have been made by the shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the speech note submitted by such shareholder, the contents of the actual speech shall prevail. The proxy's speech shall be complied with the written proxy, documents of public solicitation and advertisement. Unless otherwise provided by laws and regulations, the shareholders appointing a proxy to attend the shareholders meeting shall agree with any speeches and voting made by the proxy in the shareholders meeting.

When a shareholder speaks at the meeting, unless otherwise permitted by the chairman and the speaking shareholder, no other shareholders shall interrupt the speech of the speaking shareholder; otherwise the chairman shall stop such interruption.

Article 19

The same shareholder may not speak more than twice for the same motion without the chairman's permission, and each speech time may not exceed 5 minutes.

The chairman may stop the speech of any shareholder who violates the above provision or when such speech is out of the scope of the motion.

Article 20

A legal entity serving as proxy to attend a shareholders meeting may designate only one representative to attend such meeting.

The number of representatives that a legal-entity shareholder appointed to attend the shareholders meeting should not exceed the number of directors to be elected at a shareholders meeting if there is an election of directors at that shareholders meeting, or the number of directors elected for a term of office if there is no election of directors at that shareholders meeting, and only one representative can speak for each motion.

Article 21

After the speech of the shareholder(s) present at the shareholders meeting, the chairman may respond in person or designate relevant person(s) to respond to the speech.

Article 21-1

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing on the virtual meeting platform during the period from the chairman calling the meeting to order until the chairman declaring the meeting adjourned.

No more than two questions on the same proposal may be raised. Each question shall contain no more than 200 words. The provisions in Articles 18 to 20 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, the company may disclose the questions to the public on the virtual meeting platform.

Article 22

When the chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.

Article 23

Unless otherwise provided by the Company Act or the Company's Articles of Incorporation, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the meeting. The voting right of shareholders shall be calculated according to the voting right that shareholders may exercise in accordance with the Company Act or the Company's Articles of Incorporation.

A motion is adopted by vote.

When the Company convenes a virtual shareholders' meeting, after the chairman calls the meeting to order, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairman announces the voting session ends or will be deemed abstained from voting if they fail to cast votes during the voting session.

Article 24

The chairman shall appoint persons responsible for checking and counting ballots during votes on motions. The results of resolution shall be announced at the place and recorded in the minutes of the meeting. The persons responsible for checking ballots must be shareholders and shall monitor the voting procedure, prevent from inappropriate voting behaviors, examine ballots and monitor the records of the persons responsible for counting ballots. A ballot shall be invalid and shall not be calculated under any of the following conditions:

1. a ballot is not in the form provided by the Company;
2. a ballot is not thrown in the ballot box;
3. a blank ballot without writing words or expressing opinion regarding the motions;
4. a ballot with other words thereon other than those required to be filled in;
5. the handwriting on a ballot is too blurred or indistinct to be readable or is altered;
6. a ballot is used by the proxy who violates the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies"; or
7. any violation of laws or regulations or voting guidelines made by the Company.

The standard for recognition of invalid ballots in case the exercise of voting right in writing by shareholders is carried out in conformity mutatis mutandis with the Subparagraphs 1, 3, 4, 5 and 7 of the proceeding paragraph. If there is any doubt or disputes, the shareholders agree to authorize the Company's verification section to decide.

In addition, the standard for recognition of invalid ballots in case the exercise of voting right by electronic transmission by shareholders is carried out in conformity mutatis mutandis with Subparagraph 7 of the proceeding paragraph, as well as in compliance with the relevant regulations of the authority.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chairman announces the voting session ends, and results of votes and elections shall be announced immediately. In the event of a virtual shareholders' meeting, the Company shall disclose results of votes and election on the virtual meeting platform according to the

regulations, and this disclosure shall continue at least 15 minutes after the chairman has announced the meeting adjourned.

Article 25

During the meeting, the chairman may, at his discretion, set time for intermission.

Article 26

In case of an air-raid alarm, an earthquake or other force majeure event, the chairman shall immediately announce to suspend the meeting and evacuate respectively. Once the reason of suspending the meeting is eliminated, the chairman shall decide if the meeting will resume.

Article 26-1

In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to assist with communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall separately declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, that if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairman has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph above, the number of shares represented by, and voting rights and election rights exercised at the affected shareholders' meeting by, the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postponed or resumed session, shall be counted towards the total number of shares, number of voting rights and number of election rights presented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held in accordance with the second paragraph above, no further discussion or resolution is required for proposals on which votes have been cast and counted and results have been announced, or a list of elected directors has been announced.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in the second paragraph above, if the total number of shares represented by shareholders present at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still satisfies the quorum for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as set forth in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in

accordance with the requirements listed under Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the second half of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph above.

Article 27

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 minutes of the meeting may be made and distributed by electronic way.

With regard to the distribution of the minutes in the foregoing paragraph, the minutes may be distributed by way of an announcement on the Market Observation Post System, instead of actual distribution of the minutes.

The minutes must faithfully record the meeting's date (year, month, day), place, chairman's name, resolution method, summary of proceedings, and results of resolutions. The minutes of shareholders' meeting shall be preserved for as long as the Company exists.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the names of the chairman and the minutes taker, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convene a virtual-only shareholders' meeting, in addition to compliance with the requirements set forth in the preceding paragraph, the Company shall also specify alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online in the meeting minutes.

Article 28

Any matter concerned that is not provided in these Rules shall be handled in accordance with the Company Law and the related laws and regulations, and the relevant provisions of the Articles of Incorporation of the Company.

Article 29

These Rules shall be effective from the date they are approved by the shareholders' meeting. The same applies in the case of amendments.

**ARTICLES OF INCORPORATION
Winbond Electronics Corporation**

The thirty first amendment was adopted by
the Shareholders' Meeting of May 31, 2022

Section 1: General Principles

Article 1: The Company is incorporated as a company limited by shares in accordance with the Company Act (the "Company Act") and its name shall be 華邦電子股份有限公司 in Chinese language and Winbond Electronics Corporation in English language (the "Company").

Article 2: The business scope of the Company is as follows:
Research and development, ODM, production and manufacture, repair, and sale of the following products:

- (i) Integrated circuits.
- (ii) Semiconductor memory parts and components and their systems products.
- (iii) Semiconductor components and system products for use in computer systems.
- (iv) Semiconductor components and system products for use in digital communications.
- (v) Semiconductor components and system products for use in peripherals.
- (vi) Other semiconductor components.
- (vii) Design of computer software programs and data processing.
- (viii) Import and export trade related to the business of the Company.

Business categories and codes of the aforementioned products are as follows:

- (i) CC01080 Electronics Components Manufacturing
- (ii) CC01110 Computer and Peripheral Equipment Manufacturing
- (iii) CC01120 Data Storage Media Manufacturing and Duplicating
- (iv) F401010 International Trade
- (v) I301010 Information Software Services
- (vi) I301020 Data Processing Services
- (vii) I501010 Product Designing

Article 2-1: The Company may act as a guarantor as required by its business operation.

Article 2-2: Total investment by the Company shall not be subject to the ceiling of an amount equivalent to 40 percent of its paid-in capital.

Article 3: The Company has its head-office in Central Taiwan Science Park. Subject to the approval of the Board of Directors and government authority, the Company may, if necessary, set up branches or business offices within and outside of the Republic of China.

Article 4: Public notices by the Company shall be made in accordance with Article 28 of the Company Act.

Section 2: Shares

Article 5: The total capital of the Company is sixty-seven billion New Taiwan Dollars

(NT\$67,000,000,000) divided into six billion seven hundred million (6,700,000,000) shares, at ten New Taiwan Dollars per share and may be issued in a series of issuance. The un-issued shares may be issued by a resolution of the Board of Directors if the Board deems necessary. A maximum of five billion New Taiwan Dollars may be used to be divided into five hundred million shares at ten New Taiwan Dollars per share may be used for issuance, in installments, of stock/subsorption warrants, preferred shares with subsorption rights, or corporate bonds with subsorption rights. The quota each for the issuance of stock/subsorption warrants, preferred shares with subsorption rights or corporate bonds with subsorption rights may be adjusted by the Board of Directors in consideration of factors concerning capital market and operation needs.

Article 6: (Deleted)

Article 7: Where the shares issued by the Company are in scripless form and without physical certificates, the Company shall register the shares with the central securities depository institution.

Article 8: The transfer, registration, loss or destruction of share certificates shall be handled in accordance with the Company Act and relevant regulations.

Section 3: Shareholders Meetings

Article 9: Shareholders meetings shall be of two types, general meetings and special meetings. General meetings shall be convened by the Board of Directors once a year, within six months from the end of each fiscal year in accordance with law. Special meetings shall be convened in accordance with the law, whenever necessary.

Article 9-1: The shareholders meeting of the Company may be convened by video conferencing or other methods announced by the central competent authority.
In the event that the shareholders meeting is to be held by video conferencing according to the preceding paragraph, a board resolution is required in advance.

Article 10: Shareholders may designate a proxy to attend a shareholders meeting with a power of attorney stating the scope of authority in accordance with the Company Act and the "Regulations for the Use of Proxies for the Attendance at Stockholders Meetings of Public Companies," promulgated by the competent governmental authority.

Article 11: Unless otherwise provided by the laws and regulations, each share has one voting right.

Article 12: Except otherwise provided by the laws and regulations, a resolution of the shareholders meeting shall be adopted by the majority of the votes represented by the attending shareholders who hold the majority of the Company's issued shares.

Section 4: Directors and Audit Committee

Article 13: The Company shall have nine to eleven directors, among whom there should be not less than three independent directors making up not less than one-fifth of the total number of directors whose term of office is three years. Election of directors shall adopt the candidate nomination system prescribed in Article 192-1 of the Company Act. All of the directors are elected by the shareholders' meeting from the candidate list of directors, and are eligible for re-election. Independent and non-independent directors shall be elected at the same time, but

the quota shall be calculated separately.

The method of candidate nomination and election of directors shall conform to the Company Act, the Securities and Exchange Act, and other relevant rules and regulations. The professional qualifications for, requirements relating to shareholdings of, restrictions on concurrent positions held by, and other compliance matters with respect to independent directors shall conform to relevant rules and regulations.

The aggregate number of shares of nominal stock held by all the directors shall not be less than the percentage stipulated by the competent authority in accordance with law.

The Company shall establish an audit committee and the audit committee or its members shall be responsible for performing the functions and duties of supervisors provided under the Company Act, Securities and Exchange Act and other laws and regulations. The composition, convention, duties and meeting rules of the audit committee shall comply with relevant laws and regulations and the Company's rules.

The Board of Directors may additionally establish a compensation committee. The professional qualifications of the members, exercise of their duties, organizational rules and relevant matters of the compensation committee shall comply with relevant laws and regulations and the Company's rules. The Board of Directors may also establish other committees with different functions. The organizational rules of those committees shall be stipulated by the Board of Directors.

Article 13-1: The Company may, after the approval of the Board of Directors, in view of the international and local industry standards, purchase liability insurance for directors with respect to the indemnification liabilities that the directors shall be liable resulting from exercising their duties during their terms of office according to law.

Article 14: The Board of Directors shall be formed by directors. The directors shall elect a Chairman of the Board of Directors from among themselves by a majority vote at a meeting attended by two-thirds or more of the directors. The Chairman of the Board of Directors represents the Company. A Vice Chairman may also be elected to assist the Chairman.

Article 14-1: Unless otherwise provided for by law, meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. When convening a meeting of the Board of Directors, a meeting notice specifying the reasons for convening such meeting shall be sent to each director within the period prescribed by the competent authority in charge of securities law; provided that a meeting may be convened at any time in case of emergency.

The meeting notice set forth in the preceding paragraph may be in writing or by electronic means.

Unless otherwise provided by law, resolutions adopted at a meeting of the Board of Directors must be approved by a majority vote of the directors being present, who shall represent no less than half of the total number of directors.

Directors may designate other directors as their proxies to attend the meetings of the Boards of Directors; provided that each director may act as proxy for one other director only. The Board of Directors shall meet at least once every three months.

Article 15: In the case where the Chairman of the Board is on leave or otherwise unable to perform his/her duties, matters conducted on behalf of the Chairman shall be handled in accordance with Article 208 of the Company Act.

Article 16: Remuneration of directors shall be decided by the Board of Directors based on their

contribution and involvement in the operations of the Company and by reference to remuneration for similar roles at comparable companies domestically and internationally.

- Article 17: The functions and responsibilities of the Board of Directors shall be as follows:
1. Review operating policies and short- and long- term development plans;
 2. Review annual business plans and supervise its implementation;
 3. Approve budget and review the results at year-end;
 4. Propose capital increase or decrease;
 5. Propose profit distribution or loss make-up plans;
 6. Review, approve, amend and terminate material contracts and contracts relating to procurement, transfer, licensing of important technology and patents and of important technical cooperation;
 7. Propose and review plans in connection with using transfer as security, sale, lease, pledge, mortgage, or other disposal of all or a substantial portion of assets of the Company;
 8. Propose and review amendments to the Articles of Incorporation;
 9. Approve organizational by-laws and important operation rules;
 10. Decide the establishment, reorganization, or removal of branches or business offices;
 11. Approve major capital expenditures of NT\$500 Million or more (capital expenditures not exceeding the above amount shall be approved by the Chairman of the Board of Directors);
 12. Appoint or remove corporate officials at the level of vice presidents and higher;
 13. Convene shareholders meetings (include without limitation to the date, place, and method of convening the meeting) and make business reports;
 14. Examine and approve investment in other enterprises and purchase/sale of stocks of NT\$ 500 Million or more (The Chairman is authorized to approve the investment or purchase/sale if the transaction amount is less than NT\$500 Million);
 15. Appoint or dismiss auditing certified public accountant of the Company;
 16. Examine and approve the application to financial institutions or third parties for financing, guarantees, providing acceptance of commercial paper, any other extension of credit, and credit lines for derivatives products in an amount of NT\$500 Million or more. The Chairman of the Board of Directors is authorized to approve any of the above applications that is in an amount no more than NT\$500 Million.
 17. Examine and approve the amount of endorsements, guarantees, and acceptance of commercial paper to be made in the name of the Company;
 18. Acquire or dispose of real property.
 19. Examine and approve major business transactions between related parties (including affiliated enterprises);
 20. Perform such other duties and responsibilities prescribed by law or authorized by shareholders meetings.

Where it is necessary and legally permissible, actions listed above may first be approved or conducted by the Chairman of the Board of Directors and later reported to the Board of Directors for recognition. Actions covered by items 11, 14 and 16 above intending for the same purpose shall not be separately contracted, applied for or spent without prior approval.

Article 18: (Deleted)

Section 5: Management

Article 19: The Company may have chief executive officer, vice executive officer, president and several vice presidents according to the resolution of the Board of Directors. Appointment, removal, and remuneration of the chief executive officer, vice executive officer, president and vice presidents shall be handled in accordance with Article 29 of the Company Act. The Board of Directors is authorized to determine the duties and function of the said managers or the Board of Directors may authorize the Chairman of the Board of Directors to determine the duties and functions of the said managers.

Section 6: Accounting

Article 20: The Company's fiscal year shall be from January 1 to December 31 of each calendar year. Final accounting shall be prepared after the end of each fiscal year.

Article 21: After the end of each fiscal year, the Board of Directors shall have the following documents prepared: (1) the business report; (2) the financial statements; and (3) the proposal for distribution of earnings or making up loss, and submit the same for recognition at the annual general shareholders' meeting in accordance with statutory procedures.

Article 22: From the pre-tax net profit of the current year, before deducting remuneration of employees and remuneration of directors, no more than 1% shall be allocated as remuneration of directors and no less than 1% as remuneration of employees. The remuneration of employees may be distributed in stock or cash upon resolution of the Board of Directors. The distribution of employee and director remuneration shall be reported to the shareholders' meeting. However, if the Company has accumulated losses, the Company shall first set aside an amount for making up losses, and then allocate remuneration of employees and remuneration of directors according to the percentage set forth in the preceding paragraph. The Company purchases its stock for transferring such treasury shares, issues employee options, provides pre-emptive right for employees' subscription upon issuing new shares, issues new restricted employee shares, and distributes employee remuneration, to employees of the Company's controlling or subordinated companies who meet certain criteria, which shall be determined and resolved by the Board of Directors.

Article 23: If the Company has pre-tax profits at the end of the current fiscal year, after paying all taxes and covering all accumulated losses, the Company shall set aside 10% of said earnings as legal reserve. However, legal reserve need not be made when the accumulated legal reserve equals the paid-in capital of the Company. After setting aside or reversing special reserve pursuant to applicable laws and regulations and orders of competent authorities or based on the business needs of the Company, if there is any balance, the Board of Directors may submit a proposal for allocation of the remaining balance and the accumulated undistributed earnings to the shareholders meeting for resolution of distributing bonus and dividends to shareholders.

The Board of Directors shall be authorized to distribute the profit, the legal reserve and the capital reserve mentioned in the preceding paragraph in cash upon resolution by a majority vote at a board meeting attended by two-thirds or more of the directors, and shall report the same to the shareholders' meeting.

The Company's dividend distribution policy is made in accordance with the Company Act and the Articles of Incorporation in consideration of factors including capital and financial structure, operating status, retained earnings, industry characteristics and economic cycle. The dividends shall be distributed in a steady manner. With respect to distribution of dividends, in consideration of future operation scale and cash flow needs, no less than 30% of the remaining amount of the net profit after tax of the current year, after covering the accumulative losses and setting aside the legal reserve and the special reserve, shall be distributed to shareholders as dividends, which may be distributed in stock dividend or cash dividend (provided, however, that the Company may choose not to pay dividend when the dividend per share does not reach NT\$0.1), and the distribution of cash dividend shall not be less than 50% of total dividends, so as to maintain continuous growth.

Article 24: The Company may distribute its profit or make up its losses at the end of each half of a fiscal year. The statements and proposals set forth in Article 21 hereof shall be prepared by and then resolved by the Board of Directors.

The Company, in distributing its profit according to the preceding paragraph, shall estimate and reserve employee and director remuneration and any taxes payable as well as cover any losses and set aside the legal reserve in accordance with to law; provided, however, that where the legal reserve amounts to the total paid-in capital, the legal reserve needs not setting aside. Where the Company distributes the profit in cash, such distribution shall be resolved by the Board of Directors, but where the profit is distributed in the form of newly issued share, such distribution shall be resolved by the shareholders' meeting.

Section 7: Supplementary Regulations

Article 25: In case of any matters not covered herein, the Company Act shall govern.

Article 26: The organizational rules of the Company shall be separately stipulated.

Article 27: These Articles of Incorporation were enacted on September 1, 1987, and were first amended on November 20, 1987. The second amendment was made on May 23, 1988; the third amendment was made on August 23, 1988; the fourth amendment was made on May 5, 1989; the fifth amendment was made on October 21, 1989; the sixth amendment was made on March 30, 1990; the seventh amendment was made on April 30, 1991; the eighth amendment was made on March 26, 1992; the ninth amendment was made on March 25, 1993; the tenth amendment was made on March 30, 1994; the eleventh amendment was made on March 17, 1995; the twelfth amendment was made on April 9; the thirteenth amendment was made on April 22, 1997; the fourteenth amendment was made on 17 April, 1998; the fifteenth amendment was made on April 23, 1999; the sixteenth amendment was made on April 27, 2000; the seventeenth amendment was made on April 16, 2001; the eighteenth amendment was made on May 17, 2002; the nineteenth amendment was made on May 6, 2003; the twentieth amendment was made on June 10, 2005; the twenty-first amendment on June 9, 2006; the twenty-second amendment was made on April 30, 2008; the twenty-third amendment was made on June 18, 2010. The twenty-fourth amendment was made on June 22, 2011; and the twenty-fifth amendment was made on June 19, 2013; and the twenty-sixth amendment was made on June 16, 2016; the twenty-seventh amendment was made on June 13 2017 ; the twenty-eighth amendment was made on June 11, 2018; the twenty-ninth amendment was made on June 14, 2019 ; the thirtieth amendment was made on Aug. 12, 2021 and the thirty first amendment was made on

May 31, 2022 and shall become effective after approval by a resolution of the shareholders meeting. Any subsequent amendments to these Articles of Incorporation shall follow the same procedure.