



**2025 Annual General Meeting of Shareholders  
Meeting Handbook**

**Notice to readers**

*This English-version meeting handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.*

**Date and Time of the Meeting : June 20, 2025, at 9:00 a.m.**

**Venue of the Meeting : Chin-Chin Garden Restaurant (No.32, Ln. 266, Sec. 2,  
Zhishan Rd., Shilin Dist., Taipei City 111, Taiwan)**



## **Weikeng Industrial Co., Ltd.**

### **2025 Annual General Meeting of Shareholders Meeting Procedures**

- I. Announcement of the Commencement of the Meeting (Report of the number of shares represented by shareholders present at the meeting)**
- II. Chairman's Remarks**
- III. Reported Matters**
- IV. Acknowledged Matters**
- V. Discussion Matters**
- VI. Ad Hoc Motions**
- VII. Meeting Adjourned**



## Weikeng Industrial Co., Ltd.

### 2025 Annual General Meeting of Shareholders Meeting Agenda

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### **III. Reported Matters**

#### **(I) 2024 Business Report & Report to Shareholders**

##### **2024 Business Performance**

In 2024, the semiconductor industry is led by AI trends, stimulating the industry chain and its investments. The global semiconductor industry, which experienced a downturn in 2023, has recovered and reversed into double-digit growth. However, due to national policies and geopolitical factors, many governments are aiming to shift semiconductor manufacturing industries to their own countries. "Glocalization" has become an issue that companies within the semiconductor industry chain must continuously face. Although Asia remains an irreplaceable hub for semiconductor manufacturing, the uncertainties brought about by "glocalization" and U.S. tariff policies will be issues that companies across the upstream, midstream, and downstream segments of the semiconductor industry chain must address in the future.

As a professional distributor of semiconductor components, the Company continues to deepen its partnerships with upstream vendors and downstream customers, staying attentive to changes in the industry chain. The Company maintains flexibility and resilience in its logistics service range, continuously providing customer services in the Greater Chinese region (Taiwan, Hong Kong, China) and Southeast Asia (Singapore, Philippines, Malaysia, Thailand). The Company also follows up on customer responses to the "Glocalization" trend, ensuring that operations are planned and executed to offer timely logistics support in regions such as Vietnam, Indonesia, Mexico, and even the United States.

Weikeng Group continued to play the role of connecting technology and creating value in the semiconductor industry. We aim to deepen our business and maintain our competitive strength in the industry in facing different stages of economic cycle and pressure from high-interest rate environment. The Group achieved strong operating performance, consolidating sales revenue and net profit before tax that reached approximately NT\$89.674 billion and NT\$1.477 billion in 2024, equivalent to a year-on-year growth of 26.49% and 41.04%, respectively.

##### **Commitment to Sustainable Development**

Weikeng is driving sustainability and continuously responding to the United Nations (UN) Sustainable Development Goals (SDGs). We aspire that our role in the semiconductor industry chain will contribute to energy conservation, carbon reduction, the circular economy, and the promotion of power semiconductors as well as green energy-related applications, thereby moving the industry closer to achieving zero greenhouse gas (GHG) emissions. In designing product solutions, we are committed to collaborating with customers and vendors by allocating resources to develop decarbonization-focused applications. We aim to work together with upstream and downstream partners to build a green and sustainable semiconductor supply chain. Moreover, through internal risk management, we enhance our operational resilience and agility to improve corporate performance, while also paying close attention to stakeholder concerns and responding promptly.

Since our establishment, we have adhered to a steady business approach, with our operational scale growing year by year. We have created more employment opportunities for society and practiced local community involvement as well as promoting social welfare. We continue to move toward the sustainable development goals of providing a friendly workplace, a happy enterprise, and a safe working environment for our partners and employees. Weikeng has consecutively received the Middle-aged and Senior-friendly Enterprise Certification from the Taipei City Government for the past two years and has been awarded the Happiness

Enterprise Gold Award by 1111 Job Bank for two consecutive years. At the same time, we continue to implement our occupational safety and health policy of "Compliance with Laws", "Hazard Prevention", "Competency Awareness", "Continuous Improvement", and "Full Participation". In addition to obtaining the ISO 45001:2018 Occupational Health and Safety Management System certification from a third-party verification agency in February 2024, we also added verification sites in November of the same year. The management system was re-verified and recognized by the third-party verification agency (original verification sites: Taipei headquarters, Taipei Tanmei Storage Center; additional verification sites: Taoyuan Housheng Storage Center). These efforts ensure that employees contribute in a safe and healthy workplace, aligning with the United Nations SDG3 "Good Health and Well-being" and SDG8 "Decent Work and Economic Growth".

Regarding climate change issues, the Parent Company, through the ESG Implementation Office under the Sustainable Development Committee, is promoting a GHG inventory. Since 2024, we have been conducting a full-year inventory in accordance with the ISO-14064 GHG Inventory Standards. In March 2025, we commissioned a third-party verification agency to perform an external audit. The GHG inventory management team of our Subsidiaries and the internal verification team were also established in 2024, and starting in 2025, they will conduct a full-year GHG inventory following the ISO-14064 standard. In 2025, the GHG inventory quantification will be completed for all group locations, and in the first half of 2026, an external audit by a third-party verification agency will be finalized, ensuring the integrity of the Group's GHG inventory management and early compliance with the regulatory requirements.

Climate change presents both risks and opportunities for various industries. Developing response strategies is also a key issue for the Company in maintaining operational competitiveness and economic performance. In the era of AI rise and green computing, Weikeng will continue to invest more resources in demand creation for relevant application solutions, actively collaborating with upstream and downstream partners to develop decarbonization and green computing product solutions, supporting the development of green products to build a sustainable supply chain.

Over the past year, Weikeng has enhanced the attention and practice of sustainability among our employees and the Company itself. We regularly promote employee participation in community welfare and lead employees while inviting public welfare organizations to join. Through sponsoring and supporting activities for domestic social welfare organizations, universities, and research institutions, Weikeng contributes to social welfare, education, research, healthcare, and sports resources, allowing social care and the cultivation of talents in technology to be internalized in employees' participation in promoting sustainability-related social welfare activities, in alignment with the United Nations SDGs.

The company is dedicated to fulfilling its corporate social responsibilities in line with international trends. We are actively addressing the concerns of our stakeholders regarding environmental, social, and corporate governance issues. Additionally, we will conduct practical risk assessments and implement countermeasures to achieve our goals of strong corporate governance and sustainable operations.

### **2025 Business Outlook**

Research institutions have anticipated that the semiconductor industry will maintain a growth trajectory in 2025, with a continued positive outlook for the automotive, AI chips, servers, and green energy and energy storage semiconductor markets in the mid to long term. However, geopolitical factors and the uncertainties stemming from tariffs and the resulting industry chain shifts remain ongoing operational challenges that Weikeng must continue to

address. In 2025, Weikeng will prioritize stable operations and risk management as its key issues. As for business expansion, we aim to continue our growth momentum steadily. In terms of the scope of operations, Weikeng will continue to examine and adjust our operational expansion strategies, providing technical support and seeking appropriate industry cooperation to understand the needs of both vendors and customers. In time of foreseeable growth and business expansion, it is hoped that the management team will lead all colleagues to strictly abide by the risk management policy, operation performance optimization and Ethical Corporate Management Best Practice Principles, together we will continue to strive towards the goal of integrity, sustainable operation and stable operation, thus creating more value for all stakeholders.

Weikeng Group has successfully won the franchises of product lines, covering many semiconductor Integrated Device Manufacturers (IDMs) or IC design companies such as AMD, Amazing, GSD, Infineon, Lattice, Microchip, Molex, NXP, Sitronix, Sinopower, Vishay, Western Digital, etc. In 2025, the Company will continue to develop and explore new products and application solutions in the semiconductor market. We will continue seeking new agency cooperation opportunities and optimize our product portfolio by deepening existing partnerships and expanding the product range within the supply chain. This aims to enhance the Group's core competitiveness, create new customer demands, and assist customers in adapting to geopolitical adjustments, showcasing the Group's logistics and support capabilities.

At present, in the application fields of industrial electronics, automotive electronics, mobile communications, consumer electronics, computer peripherals, and AI/5G, Weikeng Group's regional companies are capable of providing customers with competitive parts, technical support services, and efficient management services of supply chain to achieve a triple win value through the Group's intermediary technology connection between upstream vendors and downstream customers.

A. The annual business report for 2024

i) Business plan implementation results

Financial Figures	Amount (in Thousands of NT\$)	YoY %
Net Sales Revenue	\$ 89,674,523	26.49
Gross profit	5,142,773	14.51
Net Operating income	2,525,118	36.80
Profit before Tax	1,477,160	41.04
Profit	1,141,872	45.13

ii) Budget Execution in 2024

In 2024, the Group's execution of the operating budget was affected by the economic downturn caused by US and European inflation, and increased financial cost pressure caused by high interest rates. The Group consolidated sales revenue and net profit before tax reached approximately NT\$89.674 billion and NT\$1.477 billion in 2024, equivalent to a year-on-year growth of 26.49% and 41.04%, respectively. The overall budget execution met internal expectations.

iii) Financial Income, Costs and Profitability Analysis

Financial Ratios		%
Financial structure	Debt Ratio	74.52
	Long-term Capital to Property and Equipment Ratio	9,357.29
Solvency	Current Ratio	147.49

Financial Ratios		%
	Quick Ratio	75.21
Profitability	Return on Assets	4.92
	Return on Shareholders' Equity	11.60
	Net Profit Margin	1.27
	Basic EPS (in NT\$)	2.56

iv) Research Development Status

Although the Company plays the role of a distributor (agent/dealer) in the semiconductor component supply chain and does not participate in the manufacturing process, we actively collaborate with customers and manufacturers to develop product solutions related to clean technologies through application engineers (FAE/AE). We are committed to creating value advantages through our application technology promotion capabilities. As of the end of 2024, based on the ratio of business personnel to technical engineers, approximately every two salespeople in the Group are supported by one technical engineer to assist customers in developing related product solutions. With growing attention to sustainability and environmental issues, we aim to seize opportunities to participate in the overall high-tech industry's transition towards decarbonization, smart cities (5G, AIoT, HPC, Datacenter, EV, etc.), high-value transformation, and to service the development of renewable energy and energy technologies in response to climate change.

Market demand for green energy continues to increase, and one of our environmental policies is the promotion of green eco-designed electronics that are energy efficient. Green-design electronic products and products with higher energy efficiency will help us meet customer needs and create opportunities for market expansion. In 2024, FAE/AE assisted in developing applications for solar energy, electric vehicles, or energy-saving products for a total of 22 customers and 281 projects, an increase of 1 customer and 65 projects compared to 2023.

The Company has set up a Solution Division and a FAE Division in order to provide technical services and product solutions to customers, and enhance the value and efficiency of our sales and logistics services. The two divisions work closely with domestic and international vendors/clients towards the common goal of innovative R&D that support sustainability, particularly in the areas of low-carbon and environmentally friendly issues. The two main areas that Weikeng and our upstream vendors focus on are the automotive market and the industrial energy related, therefore, the related power semiconductor applications are extremely important. In future research and development, the Company will continue to strengthen internal R&D technology and support capabilities, building digital solutions in smart city and energy-saving products, including 5<sup>th</sup> Generation Wireless Systems (5G), Battery Electric Vehicles (BEV), Artificial Intelligence of Things (AIoT), large language model applications, digital energy conversion, and energy storage devices. In 2024, the Company's total research and development expenditure amounted to NT\$118,920 thousand, with the R&D expenditure for related green products accounting for 22.46% of the total, meeting the target value of at least 20%.

At this stage, the Group's companies are developing product solutions for AI servers/general servers/data centers, server power supplies (CRPS/MCRPS), 5G (smartphones, Customer Premise Equipment (CPE), Open Radio Access Network (O-RAN) and Small Cell Station), artificial intelligence/AIoT, WiFi 6/7, automotive electronics (including electric vehicles, electric locomotives, charging piles/stations, etc.), consumer electronics (PC, AI PC, TV, Smartphone, Tablet), industrial control, Type C-Power

Delivery (PD), and various power supply applications. We also devote our resources to the development of product solutions for motor control, battery energy storage management systems, Backup Battery Unit (BBU), In-Vehicle Infotainment system (IVI), automotive radar, Tire-Pressure Monitoring System (TPMS) and Center Information Display (CID), in order to provide customers with immediate product reference solutions. All of these solutions are now available to customers.

B. Annual Business Plan in 2025

i) Operating Principles

- ① The Company will closely monitor the corresponding strategies of suppliers and customers due to geopolitical factors and global localization, such as the "Glocalization" layout planned by semiconductor application electronic product manufacturers and upstream wafer manufacturers, which involves transferring production bases, relocating, or adjusting production lines to meet requirements. The Company must build multinational and regional logistics capabilities and flexibility, while strictly adhering to the import and export regulations of each country, and expanding the product portfolio.
- ② To prudently face the situation of destocking in the industry chain, actively manage and evaluate the speed of purchasing and sales, carefully prevent the loss of inventory depreciation, strengthen the efficiency of working capital, and enhance control measures for the prevention of dead inventory and improvement measures for the disposal of dead inventory.
- ③ To achieve cost and expense savings, the Company will strengthen cost structure management, actively manage finances, optimize capital structure, and support digital transformation to reduce operating costs, and implementation of "Zero-Based Budgeting", where each department must review its own business and propose a budget starting from the highest priority items.
- ④ In the face of a changing market and uncertainty, to continue to pay attention to the price and demand changes of each item, master the development trends of application-end technology products, invest appropriate R&D resources, and cooperate with industry partners to continue to create added value and competitiveness.
- ⑤ To attach importance to the green economy and sustainable development in the long term, continue to provide customers with competitive components, and through technical support services and research and development projects, achieve technological link in the industry chain, support the industry chain to promote the carbon reduction operation mode, and grasp business opportunities from the green energy industry, as well as work with upstream and downstream partners to build a green and sustainable industry chain.
- ⑥ To continue to comply with the risk management system and ethical corporate management best practice principles, strengthen the operational efficiency, pay attention to the needs and feelings of employees, take a stable business model as the principle, analyze the profitability of revenue growth, and take appropriate measures to grasp market opportunities.

ii) Production and Sales Policy

- ① Pricing Strategy: In the face of the high-cost environment, to carefully evaluate the product pricing strategy and profit analysis, maintain good communication with the franchising vendors and downstream manufacturers, and through the



mechanism of negotiation with customers and on the premise of improving the quality of product services, timely adjust product pricing to ensure the maintenance of the profit of each product line.

- ② New Business Development: To continue to grasp the development trend of "Decarbonization", "Digitalization", "Green Computing", and "Glocalization" division of the industry chain, expand business cooperation opportunities, and consolidate customer structure.
- ③ Resilience: In the face of the cross-border movement of upstream and downstream manufacturers among the Asia-Pacific region, North American region, and European region, as well as the adjustment of production line planning made by the customers due to geopolitics and "Glocalization", the Group must strengthen its support, service momentum and resilience, assess its cost-effectiveness, and improve its capability of strategy establishment at any time.
- ④ Compliance with laws and regulations: To pay attention to and implement laws and regulations on the export and import of strategic high-tech products, including whether a transaction or service object is set forth in the control list of the United States' regulatory authority for export, re-export, or transfer.
- ⑤ With the continuous expansion of operation scale and franchises, to prudently review risk and profitability.

iii) Expected sales volume and its basis in 2025

The Company classifies the franchising products into chipsets/special application standard ICs, mixed signals, and discrete components according to product characteristics. Although in 2025, the external operating environment will still face many challenges, such as the ongoing geopolitical conflicts, technology wars, tariff barriers, and changes in cost structure arising from supply chain restructuring and the relocation of customer production bases, as well as the pressure from the U.S. Federal Reserve's slower interest rate cuts, the trend led by AI is stimulating AI integration within the industry chain and its investments, creating many derived demands for semiconductor components. After considering relevant institutions' forecasts for semiconductor industry sales, the targets set by upstream original manufacturers, feedback opportunities from customers, and internal business plans, the Company's management team formulated the 2025 operational sales strategy, which has been approved by the Board of Directors along with the budget target for operational growth in 2025.

The Company's management team and all colleagues hereby give thanks to all shareholders for your support and encouragement. We also look forward to all of your continuing greatest support and advice to Weikeng. Wishing all shareholders good health and all the best!

**Weikeng Industrial Co., Ltd.**  
**Chairman: Hu, Chiu-Chiang**  
**President: Chi Ting-Fang**  
**Chief Accountant: Huang Li-Hsiang**

**(II) 2024 Financial Results as examined by Audit Committee**

**Explanation:**

- (1) The Company's 2024 annual financial reports have been audited and attested by independent auditors of KPMG Taiwan, Mr. Au, Yiu-Kwan and Ms. Hsin, Yu- Ting, together with the Business Report and Surplus Earnings Distribution Plan for 2024 have been submitted to the Audit Committee for verification and prepared a written audit report as the following.

Weikeng Industrial Co., Ltd.

**2024 Audit Report of Audit Committee**

The Board of Directors hereby submits the financial reports (including individual financial report and the consolidated financial report) for the fiscal year 2024, which has been audited by KPMG Taiwan, with independent auditors Mr. Au, Yiu-Kwan and Ms. Hsin, Yu- Ting, and accompanied by an audit report. Along with the Business Report and proposals for Surplus Earnings Distribution Plan, these documents have been examined by the Audit Committee and found to be in compliance. Therefore, pursuant to the provisions of Articles 14-4 and 14-5 of the Securities and Exchange Act, as well as Article 219 of the Company Act, this report is prepared. Kindly review and verify.

To: Weikeng Industrial Co., Ltd., 2025 Shareholders' Annual General Meeting

Convener of Audit Committee : Yu, Hsueh-Ping

Date: March 6, 2025

- (2) Report on communication between members of the Audit Committee and the head of Internal Audit and Certified Public Accountants (CPAs)/ Independent Auditors:

- ① The head of the internal audit office regularly communicates the execution process and conclusions of internal audits to independent directors via email or telephone, and attends meetings of the Audit Committee and the Board of Directors to report on audit work.
- ② The head of the internal audit office and CPAs/ Independent Auditors may communicate directly with independent directors/Audit Committee members via email, telephone, or meetings as needed. In principle, the head of the internal audit office attends the Audit Committee at least once per quarter (at least four times a year) to report on work and communicate with independent directors; whereas the CPAs/ Independent Auditors communicates with independent directors (Audit Committee) at least twice a year through symposium.

- ③ The communication situation in 2023 was as the attached:

Year	Frequency of Communication ( Number of Times )	Way of Communication	Remark
2024	7	Head of Internal Audit Office attended Audit Committee	No non-independent directors and

			management were present at the time.
	2	Symposium between CPAs/ Independent Auditors and members of the audit committee	

**(III) Report on the financial and business matters between the Company and its related parties in 2024**

**Explanation:** The actual financial and business transactions between the Company and its related parties (all 100% owned subsidiaries) in 2024 were as follows (including purchase and sale transactions, acquisition of right-of-use assets, making of endorsements/guarantees, and loaning of funds), which were all handled in accordance with the “Rules Governing Financial and Business Matters Between the Company and its Related Parties” stipulated by the Company, and there were no non-arm’s length transactions or improper transfer of benefits.

In NT\$ thousand

Transaction Parties	Purchase Goods	Sales Goods	Acquisition of Right-of-Use Assets		Ending Balance of Endorsements/Guarantees	Ending Balance of Loaning of Funds
			Original Cost of Acquisition	Ending Balance		
Weikeng International Co., Ltd. (WKI)	104,222	345,245	44,324	41,862	9,994,943	---
Weikeng Technology Pte Ltd. (WTP)	15,109	109,488	---	---	1,227,187	---
Weikeng International (Shanghai ) Co., Ltd. (WKS)	---	413	---	---	2,163,942	---
Weikeng Technology Co., Ltd. (WKZ)	---	138,270	---	---		---

- (1) Since the Group's business scope covers Greater China and Southeast Asia, the purchase and sale of goods to 100% owned subsidiaries is to meet the cross-regional needs of customers, and the inter-group companies conduct goods dispatch transactions, and whose prices are based on the purchase, plus, cost. Pricing is not significantly different from general suppliers or customers; the accounts payable and accounts receivable arising from the purchase and sale of goods respectively are based on the balance of OA 30 days of mutual offset, and the payment or collection is made 30~60 days after the arrival or shipment of the goods.
- (2) The Company's main downstream customers are all major 3C electronic product manufacturers (including OEM/ODM/OBM factories) in Taiwan, and their production bases are mainly in China. Therefore, in addition to building a logistics service base in Taiwan, the Company must also advance to a region closer to the customer to set up a logistics service base to speed up delivery logistics efficiency, and based on the requirements of diversifying logistics risks and controlling the cash outflow of goods import

business tax, the overall planning is coordinated by the Parent Company (i.e., the Company) of the Group, then WKI, an important subsidiary of the Company in Hong Kong, first leases and then sub-leases the Company to acquire the right-of-use real estate for business use. This is a general and regular business activity, and the rental price conditions of the sub-lease are compared with those of WKI and the original lessor, and there is no abnormality.

- (3) The Company's group operating strategy is to continue to expand, integrate and strengthen the sales capabilities of each subsidiary's product line portfolio. With the steady growth of the performance of each subsidiary, the demand for working capital in addition to considering timely financing in the capital market, also requires the funds injection of bank financing, which is endorsed by the Parent Company of the Group (i.e., the Company) for the bank financing of each subsidiary.

**(IV) Report on the Company's implementation of the 6<sup>th</sup> and 7<sup>th</sup> domestic unsecured convertible corporate bonds**

**Explanation:**

- (1) The domestic 6<sup>th</sup> unsecured convertible corporate bonds issued by the Company had 4,801 bonds outstanding as of the book closure date for the 2025 Annual General Meeting
- (2) The domestic 7<sup>th</sup> unsecured convertible corporate bonds issued by the Company had no conversions executed by bondholders as of the book closure date for the 2025 Annual General Meeting, with 25,000 bonds remaining outstanding.

**(V) Report on the remuneration distribution of employees and directors for 2024**

**Explanation:** In accordance with Article 22 of the Articles of Incorporation of the Company, the Company appropriated the remuneration of employees and directors for 2024, of which for employees and directors were NT\$127,716,800 and NT\$31,929,200, respectively. The above remuneration had been resolved by the Board of Directors on March 6, 2025, with no less than two-thirds of directors present, and approved by more than half of directors attending the meeting. Both of which will be paid in cash after this 2025 Annual General Meeting and there will be no difference from the expense appropriated in the financial statements of 2024.

**(VI) Report on the Cash Dividends of the 2024 Surplus Earnings Distribution Plan**

**Explanation:**

- (1) The Company's 2024 surplus earnings distribution plan will be fully distributed in cash dividends, totaling NT\$1,000,000,000, which has been resolved by the Audit Committee and Board of Directors with no less than two-thirds of directors present and approved by more than half of directors attending the meeting on March 6, 2025. Board of Directors authorized the Chairman to set the ex-dividend date, the date of distribution, and other related matters, which information will be announced to shareholders thereafter.
- (2) Based on the number of outstanding ordinary shares of the Company as of the date of the Board of Directors' resolution on dividend distribution, the proposed cash dividends per share is approximately NT\$2.105043. The cash dividend will be distributed in whole dollars, with any amount less than NT\$1 being rounded down. The remaining fractional amounts of less than NT\$1 will be transferred to the Employee Welfare Committee.
- (3) Where the total number of issued and outstanding shares of the Company subsequently changes and the aforesaid cash dividends distributed to each ordinary share needs to be adjusted pursuant to actual number of the issued and outstanding ordinary shares on the ex-dividend date, the Chairman of the Board of Directors of the Company is authorized to handle it in full authority according to the actual situation, and which information will be

announced to shareholders thereafter.

**(VII) Report on Director Remuneration for 2024**

**Explanation:** The Company's Director Remuneration policy and its relationship with operational performance for 2024, as follows:

1. Remuneration to directors including directors' remuneration and business execution fees
  - (1) The Company pays the remuneration of directors, including the remuneration appropriated by the Company's Articles of Incorporation and business execution fees (only the attendance fee for attending the meeting, NT\$10,000 per person per occurrence). The total appropriated amount of directors' remuneration shall be set at a maximum of 2.5% of the net profit before tax stated in the Articles of Incorporation of the Company. However, if the Company still has accumulated losses, it shall first be offset against any deficit.
  - (2) The total remuneration of directors for 2023 was NT\$22,932,800 which was paid to all directors on July 24, 2024, in accordance with the Company's "Rules for Remuneration Management of Directors and Executive Managers" and "Rules for Board of Directors Performance Assessment".
  - (3) The 2024 director's remuneration totaling NT\$31,929,200 has been approved by the Remuneration Committee and the Board of Directors on March 6, 2025, and after reporting to the 2025 Annual General Meeting, which remuneration will be paid accordingly according to the aforementioned Rules.
2. Emoluments paid to executive officers are divided into fixed salary and variable remuneration.
  - (1) The fixed salary includes base pay, duty allowance and meal allowance, which are determined by the following factors such as education, experience, skills, degree of responsibility for risk decision-making, contribution to the Company, the typical pay levels adopted by peer companies, and professional job conditions for participating in sustainability. The annual salary adjustment is carried out in accordance with the Company's operating conditions, the domestic economic growth rate, price index, the salary adjustment status of the industry, the personal performance appraisal (including related efforts in sustainability), and the Company's annual budget target.
  - (2) The variable remuneration includes business performance incentive, year-end bonus and employee (including executive officer) remuneration.
    - ① Business performance incentives are mainly paid to business and technical application engineers, and which are paid based on product operating performance and personal performance, sustainable development should also be considered in conjunction with business opportunity acquisition and performance creation, such as digital transformation, green and energy saving, carbon reduction, etc.
    - ② The year-end bonus for employees and executive officers is the amount of accumulated reserves appropriated in the accounting entry in advance on a monthly basis based on the achievement rate of the budget profit target; prior to the distribution of the above mentioned bonus, the top management must first complete a comprehensive assessment of employees and executive officers, including personal performance appraisal (including related efforts in sustainability), education, experience, skills, degree of responsibility for risk decision-making, contribution to the Company under ethical corporate management, the typical pay levels adopted by peer companies, responsibility for promoting sustainability and its performance contribution, etc., , and then according to the approved distribution plan, distribute the foresaid bonus to

employees and executive officers. However, the distribution plan of year-end bonus belongs to executive officers must first be approved by the resolution of the Remuneration Committee and the Board of Directors.

- ③ Employees (including executive officers) remuneration is the total appropriated amount in accordance with the Company's Articles of Incorporation, which amount is first approved by the resolution of the Remuneration Committee and the Board of Directors and reported to the shareholders' meeting; the procedures for the distribution of remuneration to employees and executive officers are the same as described in the preceding subparagraph ②.

(3) Appropriation of employees (including executive officers) remuneration

- ① In accordance with the Articles of Incorporation of the Company, the earning in the Company's annual final accounts if any shall first be offset against any deficit, then, 6% to 10% of net profit before tax (before deducting remuneration to employees, executive officers, and directors) will be distributed as employees (including executive officers) remuneration. Employees and executive officers who are entitled to receive the above-mentioned remuneration, in share or cash, include the employees of the subsidiaries of the Company who meet certain specific requirements. At least 7% of the total employees' remuneration to be allocated shall be distributed as remuneration to the Company's own rank-and-file employees (including head office and branches) in the form of either stocks or cash. This provision has been explicitly stipulated in the Company's Articles of Incorporation, as approved by the Board of Directors on March 6, 2025, and will be submitted for resolution at this Annual General Meeting of Shareholders.
- ② The 2023 employees' remuneration amount NT\$91,731,200 appropriated in accordance with the Company's Articles of Incorporation has been paid in cash on August 13, 2024, based on employee's performance assessment.
- ③ The 2024 remuneration of employees (including managers) totaling NT\$127,716,800 has been approved by the Remuneration Committee and the Board of Directors on March 6, 2025, which payment will be made in cash, it will be submitted to the 2025 Annual General Meeting of Shareholder for reporting and will be distributed based on the performance appraisal of employees (including executive officers), but the payment to executive officers is subject to the approval of the Remuneration Committee and the Board of Directors.

3. Principles of relevance, rationality and avoidance of interests

The emoluments of directors and employees (including executive officers) must not only comply with relevant laws and regulations to attract outstanding talents, but also take into account the rationality of the relationship between personal performance and company financial performance, related efforts in sustainability and contribution, and risk management. The decision on the emoluments of directors and executive officers should not deviate significantly from the Company's financial performance, and should not lead them to engage in behaviors that exceed the Company's risk appetite in pursuit of emoluments; in addition, the principle of interest avoidance must be paid attention to in the procedure of approving personal salary and remuneration.

4. The breakdown of individual director remuneration is as follows:

Title	Name	Remuneration								Total Remuneration (A+B+C+D) and its ratio to Net Income (%)		Relevant Remuneration Received by Directors Who are Also Employees								Total Remuneration (A+B+C+D+E+F+G) and its ratio to Net Income (%)		Compensation Paid to Directors from an Invested Company Other than the Company's Subsidiary
		Base Compensation (A)		Severance Pay (B)		Directors Compensation(C)		Allowances (D)				Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Employee Remuneration (G)						
		The Company	All companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	Cash	Stock	Cash	Stock	The Company	Companies in the consolidated financial statements	
Chairman	Hu, Chiu-Chiang (@Douglas Hu)	---	---	---	---	3,192,920	3,192,920	160,000	160,000	3,352,920 0.29%	3,352,920 0.29%	18,902,400	63,909,986	134,208	134,208	22,000,000	---	22,000,000	18,902,400	63,857,048 5.59%	108,864,634 9.53%	---
Director	Chi, Ting-Fang (@Stan Chi)	---	---	---	---	3,192,920	3,192,920	130,000	130,000	3,322,920 0.29%	3,322,920 0.29%											
Director	Chen, Kuan-Hua (@Bill Chen)	---	---	---	---	3,192,920	3,192,920	80,000	80,000	3,272,920 0.29%	3,272,920 0.29%											
Director	Wei Investment Co., Ltd. Representative : Chen, Cheng-Fong (@Eric Chen)	---	---	---	---	12,771,680	12,771,680	100,000	100,000	12,871,680 1.13%	12,871,680 1.13%	---	---	---	---	---	---	---	---			---
Independent Director	Tsai, Yu-Ping (@Edward Tsai) (Stepped down)	---	---	---	---	1,596,460	1,596,460	130,000	130,000	1,726,460 0.15%	1,726,460 0.15%	---	---	---	---	---	---	---	---	10,378,760 0.91%	10,378,760 0.91%	---
Independent Director	Wang, Chien-Chih (@Jeffrey Wang ) (Newly elected)					1,596,460	1,596,460	150,000	150,000	1,746,460 0.15%	1,746,460 0.15%											
Independent Director	Lin, Hung (@Vincent Lin)					3,192,920	3,192,920	280,000	280,000	3,472,920 030%	3,472,920 030%											
Independent Director	Yu, Hsueh-Ping (@Peggy Yu)					3,192,920	3,192,920	240,000	240,000	3,432,920 0.30%	3,432,920 0.30%											

1. Please describe the independent director's remuneration payment policy, system, standards and structure, and describe the relationship with the amount of remuneration according to the responsibilities, risks, investment time and other factors:
- (1) The Company pays the remuneration of directors, including the remuneration appropriated by the Company's Articles of Incorporation and business execution fees (only the attendance fee for attending the meeting). The total appropriated amount of directors' remuneration shall be set at a maximum of 2.5% of the net profit before tax stated in the Articles of Incorporation of the Company. However, if the Company still has accumulated losses, it shall first be offset against any deficit, and in accordance with the Company's "Rules for Remuneration Management of Directors and Executive Managers" and "Rules for Board of Directors Performance Assessment" and after reporting to the annual shareholders' meeting, directors' remuneration will be paid accordingly. The Company's functional committees include: Audit Committee, Remuneration Committee, Nominating Committee and Sustainable Development Committee. All independent directors participate in all committees and perform their duties in accordance with the charts of relevant committees. In addition, the conveners of each committee shall convene a meeting at least once every quarter during the year to make effective resolutions on improving the Company's corporate governance and sustainability governance, which will be used as the basis for the promotion and implementation of the management team, and the implementation results will be submitted to the relevant committees for acknowledgement or reporting. For related matters, please refer to the functional committees in the corporate governance section of the Company's official website. Directors' remuneration appropriated in accordance with the Company's Articles of Incorporation is linked to the Company's financial performance, and the director's personal performance and the accountabilities of corporate governance, sustainability and risk management have been taken into account when distributing remuneration, and the rationality of the connection has been established. At the same time, in terms of operating conditions, directors were not guided to engage in decision-making behaviors that exceeded the Company's risk appetite in pursuit of remuneration. In addition, the principle of interest avoidance was also paid attention to in the procedures for approving personal remuneration.
- (2) With regard to the payment of remuneration for independent directors, the business execution fees are based on the attendance fee for attending the meeting (Board meeting and Functional Committee meeting) in each meeting, and each independent director is paid NT\$10,000 each meeting. In addition, the total amount of remuneration appropriated according to the Company's Articles of Incorporation shall be distributed to 3 independent directors at 30% of the total amount appropriated.
2. Except as disclosed in the above table, the remuneration received by the directors of the Company in the most recent year(2023) for providing services (such as serving as a consultant to non-employees of the parent company / all companies listed in the financial report / reinvestment enterprises, etc.): None.

#### IV. Acknowledged Matters

##### Agenda 1. Acknowledgement on the 2024 Business Report and the Independent Auditors' audited financial reports (Proposed by the Board of Directors)

###### Explanation:

1. The Company's business report and financial reports for the fiscal year 2024 have been duly approved by the board of directors. The financial reports (including individual and consolidated) have been audited and attested by the Independent Auditors of KPMG Taiwan, Mr. Au, Yiu-Kwan and Ms. Hsin, Yu- Ting. The aforementioned financial statements, along with the business report, have been submitted to the Audit Committee for review, and a written review report has been issued and filed.
2. Please refer to the attached Appendix I of this handbook for the Independent Auditors' audit report and financial statements of the preceding financial reports (including individual and consolidated).
3. Acknowledgement is respectfully requested.

###### RESOLVED :

##### Agenda 2. Acknowledgement on the 2024 Surplus Earnings Distribution Plan. (Proposed by the Board of Directors)

###### Explanation:

1. The Company proposed the Surplus Earnings Distribution Plan for 2024 pursuant to Articles of Incorporation of the Company, that plan as the below has been approved by the resolution of Board of Directors of the Company through discussion and has been submitted to the Audit Committee for review, with a written review report on file.
2. Acknowledgement is respectfully requested.

##### Weikeng Industrial Co., Ltd 2024 Surplus Earnings Distribution Plan

Expressed in NT\$		
Net Income after Tax for 2024	1,141,872,336	
Plus: Remeasurements of Defined Benefit Plans	15,980,800	
Sub-Total	1,157,853,136	
Less : 10% Legal Reserve	(115,785,314)	
Pluss: Reverse of Special Reserve	12,354,562	
Total Distributable Earnings for 2024		1,054,422,384
Plus: Beginning Undistributed Surplus Earnings		705,816,370
Surplus Earnings Available for Distribution		1,760,238,754
Distribution Items:		
Cash Dividends on Ordinary Shares		1,000,000,000
Ending Undistributed Surplus Earnings		760,238,754
Chairman: Hu, Chiu-Chiang    President: Chi, Ting-Fang    Accounting Manager: Huang, Li-Hsiang		

###### RESOLVED :



## V. Discussion Matters

### Agenda 1. Discussion on the amendment of some articles to the Company's Articles of Incorporation (Proposed by the Board of Directors)

#### Explanation:

1. In order to comply with the amendments to the laws and the actual operational needs, some of the articles of the Company's Articles of Incorporation will be amended as below. Please refer to the comparison table of some amendments to the Company's Articles of Incorporation.
2. Approval is respectfully requested.

#### Comparison Table of Amendments to Certain Articles of the Company's Articles of Incorporation

Article Item	Current Article	Amended Article	Reason of Amendment
Article 3.	The Company may provide guarantees to meet business requirements. When the Company is a limited liability shareholder of another company, the total amount of investment in other companies is not subject to the limit of 40% of paid-in capital under <del>Article 13 of</del> the Company Act.	The Company may provide guarantees to meet business requirements. When the Company is a limited liability shareholder of another company, the total amount of investment in other companies is not subject to the limit of 40% of paid-in capital under the Company Act.	To delete the specific provisions according to the laws and increase the flexibility of compliance with laws and regulations.
Article 5.	The Company's registered capital is NT\$6,000,000,000, divided into 600,000,000 shares, <u>all as ordinary shares</u> at NT\$10 per share. The Board of Directors is authorized to issue the shares in several times through resolutions. Among the aforementioned registered capital amount, NT\$200,000,000, divided into 20,000,000 shares, is reserved for issuance of employee stock options, preferred shares with warrants attached or corporate bonds with warrants attached. These shares may be issued pursuant to board resolutions in several times.	The Company's registered capital is NT\$ <u>9,000,000,000</u> , divided into <u>900,000,000</u> shares, <u>with each share valued at NT\$10</u> . The Board of Directors is authorized to issue the shares in several times through resolutions, <u>with some shares being preferred shares in addition to ordinary shares</u> . Among the aforementioned registered capital amount, NT\$200,000,000, divided into 20,000,000 shares, is reserved for issuance of employee stock options, preferred shares with warrants attached or corporate bonds with warrants attached. These shares may be issued pursuant to board resolutions in several times.	To increase diversified financing instruments.
Article 5-2	Newly added Article.	<u>The rights and obligations of the Company's preferred shares, as well as other key issuance terms, are as follows:</u> 1. <u>The dividend on the preferred shares is capped at an annual rate of 8%, calculated based on the issue price per share. The dividend may be paid annually in cash, following the approval of the financial report at the annual shareholders' meeting. The Board of Directors, or the Chairman authorized by the Board, will determine the record date for the payment of dividends for the previous year. The issuance and redemption of</u>	Added in conjunction with the revision of Article 5.

Article Item	Current Article	Amended Article	Reason of Amendment
		<p><u>dividends for the issuance year and redemption year will be calculated based on the actual number of days the shares were issued during the year.</u></p> <p>2. <u>The Company has discretionary authority over the distribution of dividends on preferred shares. If the Company's annual financial results show no profit or insufficient profit to distribute dividends on the preferred shares, or for other necessary considerations, the Board of Directors may resolve not to distribute preferred share dividends, which will not constitute a breach of contract. If the issued preferred shares are non-cumulative, any resolution not to distribute or to distribute insufficient dividends will not accumulate for deferred payment in future years with profits.</u></p> <p>3. <u>Preferred shareholders, apart from receiving the dividends specified in subparagraph 1 of this paragraph, shall not participate in the distribution of earnings or capital reserves in cash or the allocation of capital related to ordinary shares.</u></p> <p>4. <u>Preferred shareholders have priority over common shareholders in the distribution of the Company's remaining assets. Their repayment rank is equal to that of other preferred shareholders issued by the Company but subordinate to that of general creditors. However, the distribution shall not exceed the total amount calculated based on the issue price of the outstanding preferred shares at the time of distribution.</u></p> <p>5. <u>Preferred shareholders have no voting rights or election rights at the common shareholders' meeting, but they do have voting rights at the preferred shareholders' meeting and at any shareholders' meeting that involves matters detrimental to the rights and obligations of the preferred shareholders.</u></p> <p>6. <u>If the issued preferred shares are</u></p>	

Article Item	Current Article	Amended Article	Reason of Amendment
		<p><u>non-convertible into ordinary shares, preferred shareholders shall also have no right to request the Company to redeem their preferred shares.</u></p> <p>7. <u>If the issued preferred shares are convertible into ordinary shares, they may not be converted within three years from the issuance date. The convertible period shall be determined by the Board of Directors as part of the actual issuance terms. Holders of convertible preferred shares may, in accordance with the issuance terms, apply to convert some or all of their preferred shares into ordinary shares at a conversion ratio of one preferred share to one common share (1:1). Once converted into ordinary shares, the rights and obligations of the converted shares will be the same as those of ordinary shares. Preferred shares converted into ordinary shares before the ex-dividend or ex-rights record date of the conversion year shall participate in the distribution of earnings and capital surplus for ordinary shares in that year but shall not be entitled to the preferred share dividends for that year. Preferred shares converted into ordinary shares after the ex-dividend or ex-rights record date of the conversion year shall be entitled to the preferred share dividends for that year but shall not participate in the distribution of earnings and capital surplus for ordinary shares in that year. In principle, dividends and earnings distributions for preferred shares and ordinary shares shall not be duplicated in the same year.</u></p> <p>8. <u>If the issued preferred shares have no maturity date, preferred shareholders shall not have the right to request the Company to redeem their preferred shares. However, the Company may, at any time from the day following the fifth anniversary of issuance, redeem all or part of the issued preferred shares at the original</u></p>	

Article Item	Current Article	Amended Article	Reason of Amendment
		<p><u>actual issuance price.</u>  <u>Unredeemed preferred shares shall continue to retain the rights and obligations set forth in the issuance terms. If the Company resolves to distribute dividends for the year, the dividends payable up to the redemption date shall be calculated based on the actual number of days of issuance during the year.</u></p> <p>9. <u>If the issued preferred shares have a specified issuance period, the issuance period of the preferred shares shall not be less than five years. Preferred shareholders do not have the right to request the Company to redeem their preferred shares. Upon expiration or from the date specified in the issuance terms for early redemption, the Company may redeem the preferred shares at the original actual issuance price and in accordance with the relevant issuance methods by cash, mandatory conversion into new shares (conversion ratio of 1:1), or other methods permitted by law. If, upon expiration, the Company is unable to redeem all or part of the preferred shares due to objective factors or force majeure, the rights of the unredeemed preferred shares shall continue in accordance with the issuance terms until the Company has fully redeemed them.</u></p> <p>10. <u>The capital surplus from the premium issuance of preferred shares shall not be used to increase capital during the issuance period of the preferred shares, except for offsetting losses.</u></p> <p>11. <u>When distributing dividends for preferred shares, the distribution order shall be determined based on the issuance order of the preferred shares.</u></p> <p><u>The name, issuance date, and specific issuance conditions of the preferred shares are authorized to be determined by the Board of Directors at the time of actual issuance, based</u></p>	

Article Item	Current Article	Amended Article	Reason of Amendment
		<u>on the capital market conditions and investors' subscription willingness, in accordance with the Company's Articles of Incorporation and relevant laws.</u>	
Article 8.	The shareholders' meetings of the Company are divided into general meetings and special meetings. General meetings are held once a year within 6 months from the end of each accounting year. Special meetings are convened in accordance with law as required. When the Company's shareholders' meeting is held, it can be held by video conference or other methods announced by <u>the Ministry of Economic Affairs, R.O.C.</u>	The shareholders' meetings of the Company are divided into general meetings and special meetings. General meetings are held once a year within 6 months from the end of each accounting year. Special meetings are convened in accordance with law as required. <u>A meeting of the preferred shareholders may be convened in accordance with relevant laws when necessary.</u> When the Company's shareholders' meeting is held, it can be held by video conference or other methods announced by the <u>competent authority.</u>	Added in conjunction with the revision of Article 5.
Article 8-1	In convening a general shareholders' meeting, shareholders with entitlement under <del>Article 172-1 of the Company Act</del> may make agenda proposals in writing for the general shareholders' meeting, provided that no more than one agenda shall be proposed. Excessive proposals will not be included in the agenda. The relevant procedures shall be in accordance with the Company Act and applicable regulations.	In convening a general shareholders' meeting, shareholders with entitlement under Company Act may make agenda proposals in writing for the general shareholders' meeting, provided that no more than one agenda shall be proposed. Excessive proposals will not be included in the agenda. The relevant procedures shall be in accordance with the Company Act and applicable regulations.	To delete the specific provisions according to the laws and increase the flexibility of compliance with laws and regulations.
Article 9.	Any shareholder who cannot attend a shareholders' meeting in person due to any reason may issue a proxy printed by the Company, specifying the scope of authorization, to appoint one representative to attend the meeting. In addition to <del>Article 177 of the Company Act</del> , the proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies promulgated by the competent authority.	Any shareholder who cannot attend a shareholders' meeting in person due to any reason may issue a proxy printed by the Company, specifying the scope of authorization, to appoint one representative to attend the meeting. In addition to the Company Act, the proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies promulgated by the competent authority.	To delete the specific provisions according to the laws and increase the flexibility of compliance with laws and regulations.
Article 12.	The Company has 5 to 9 directors, adopting the candidates nomination system, who will be selected by the shareholders' meeting with the list of candidates for a three-year term and the same person may be re-elected upon expiry of the term, however, the candidates shall not violate <del>Article 30 of the Company Act</del> and	The Company has 5 to 9 directors, adopting the candidates nomination system, who will be selected by the shareholders' meeting with the list of candidates for a three-year term and the same person may be re-elected upon expiry of the term, however, the candidates shall not violate <u>the Company Act, the Securities and</u>	To delete the specific provisions according to the laws and increase the flexibility of compliance with laws and regulations.

Article Item	Current Article	Amended Article	Reason of Amendment
	<p><del>Article 26-3</del> of the Securities and Exchange Act. The above number of Board of Directors shall include 3 independent directors at least. The regulations, relevant norms and other compliance matters in relation to independent directors shall be in accordance with the Company Act, Securities and Exchange Act, and other applicable regulations of the securities competent authority.</p> <p>Board of Directors shall be elected in accordance with <del>Article 198</del> of the Company Act. Independent directors shall be elected at the same time as the non-independent directors, with the number of elected persons calculated separately. The persons receiving more voting ballots shall be elected to be independent directors and non-independent directors. After election, the Company may, through board resolution, purchase liability insurance for directors of the Company covering compensation liability that shall be borne in accordance with law within the scope of business operation during their terms. The total number of registered shares held by all directors shall not be less than the certain percentage of total outstanding shares stipulated by the competent authority.</p>	<p><u>Exchange Act, and other regulations of the competent authority.</u></p> <p>The above number of Board of Directors shall include 3 independent directors at least. The regulations, relevant norms and other compliance matters in relation to independent directors shall be in accordance with the Company Act, Securities and Exchange Act, and other applicable regulations of the securities competent authority.</p> <p>Board of Directors shall be elected in accordance with <u>the Company Act.</u> Independent directors shall be elected at the same time as the non-independent directors, with the number of elected persons calculated separately. The persons receiving more voting ballots shall be elected to be independent directors and non-independent directors. After election, the Company may, through board resolution, purchase liability insurance for directors of the Company covering compensation liability that shall be borne in accordance with law within the scope of business operation during their terms. The total number of registered shares held by all directors shall not be less than the certain percentage of total outstanding shares stipulated by the competent authority.</p>	
Article 13.	<p>The Board of Directors is composed of directors and has the following duties:</p> <ol style="list-style-type: none"> <li>1. Preparation of the business plan.</li> <li>2. Proposal of profit distribution or loss compensation.</li> <li>3. Proposal of capital increase or decrease.</li> <li>4. Review of important charters and contracts.</li> <li>5. Election and dismissal of president and executive officers of the Company.</li> <li>6. Establishment and closure of representative, branch, and subsidiary.</li> <li>7. Approval of budget and closing.</li> <li>8. Other duties granted by the Company Act or shareholders' resolution.</li> </ol>	<p>The Board of Directors is composed of directors and has the following duties:</p> <ol style="list-style-type: none"> <li>1. <u>Decisions on business policies or business plans.</u></li> <li>2. <u>Review of the annual budget.</u></li> <li>3. <u>Preparation or review of financial reports.</u></li> <li>4. <u>Formulation of profit distribution or loss compensation plans.</u></li> <li>5. <u>Proposals for capital increase or decrease.</u></li> <li>6. <u>Formulation of important rules and company organizational regulations.</u></li> <li>7. <u>Appointment and dismissal of president, finance, accounting, internal audit, corporate governance officers, and executive officers; performance evaluation standards and</u></li> </ol>	To comply with laws and meet actual operational needs.

Article Item	Current Article	Amended Article	Reason of Amendment
		<u>remuneration standards for executive officers.</u> 8. <u>Appointment, dismissal, and remuneration of certifying Certified Public Accountant.</u> 9. <u>Appointment of directors and supervisors of subsidiaries.</u> 10. <u>Decisions on major investment projects.</u> 11. <u>Formulation of plans for the raising, issuance, or private placement of equity securities.</u> 12. <u>Review of major asset transactions.</u> 13. <u>Approval or amendment of the internal control system.</u> 14. <u>Structure and system of directors' remuneration.</u> 15. <u>Approval of the organizational charters of the audit committee and various functional committees.</u> 16. <u>Other matters that should be resolved by the Board of Directors in accordance with laws or the articles of incorporation; major matters stipulated by the competent authorities or authorized by the shareholders' meeting.</u>	
Article 14.	The Board of Directors is composed of directors. One chairman shall be elected by the majority of directors attending a meeting that is attended by two-thirds or more directors. The chairman represents the Company.	The Board of Directors is composed of directors. One chairman shall be elected by the majority of directors attending a meeting that is attended by two-thirds or more directors. The chairman represents the Company. <u>The Company's directors may concurrently serve as directors or supervisors of subsidiaries.</u>	To meet actual operational needs.
Article 16.	The chairman shall chair board meetings. If the chairman is on leave or cannot exercise his duties due to any reason, the chairman shall appoint one director to act on his behalf. If the chairman does not make such appointment, one director shall be elected from among themselves. Any director who cannot attend a board meeting due to any reason may ask another director to act on his behalf.	The chairman shall chair board meetings. If the chairman is on leave or cannot exercise his duties due to any reason, the chairman shall appoint one director to act on his behalf. If the chairman does not make such appointment, one director shall be elected from among themselves. Any director who cannot attend a board meeting due to any reason may ask another director to act on his behalf <u>by issuing a proxy letter for each meeting, specifying the scope of authorization for the agenda items.</u>	To comply with laws and meet actual operational needs.
Article 17.	In accordance with <del>the Article 14-4</del> of the Securities and Exchange Act,	In accordance with the Securities and Exchange Act, the Company forms	To delete the specific provisions



Article Item	Current Article	Amended Article	Reason of Amendment
	the Company forms Audit Committee composed of all independent directors. The exercise of powers and related matters of the Audit Committee and its members shall follow in accordance with the Securities and Exchange Act and other applicable laws and regulations. In addition to the Audit Committee, the Board of Directors of the Company may also set up various other functional committees, and which charts shall be formulated by the Board of Directors in accordance with relevant laws and regulations.	<u>an</u> Audit Committee composed of all independent directors. The exercise of powers and related matters of the Audit Committee and its members shall follow in accordance with the Securities and Exchange Act and other applicable laws and regulations. In addition to the Audit Committee, the Board of Directors of the Company may also set up various other functional committees, and which charts shall be formulated by the Board of Directors in accordance with relevant laws and regulations.	according to the laws and increase the flexibility of compliance with laws and regulations.
Article 18.	The Board of Directors is authorized to determine the remuneration to the directors based on the level of participation in the Company's operation and the value of contribution, as well as in reference to the common standard adopted by the same industry.	<u>The remuneration of the Company's directors is proposed by the Remuneration Committee</u> based on the level of participation in the Company's operation and the value of contribution, as well as in reference to <u>the Company's operational performance and</u> the common standard adopted by the same industry <u>and submitted to the Board of Directors for resolution.</u>	To meet actual operational needs.
Article 19.	The Company may have one general manager, the hiring, dismissal and remuneration of which shall be in accordance with <del>Article 29</del> of the Company Act.	The Company may have one general manager, the hiring, dismissal and remuneration of which shall be in accordance with the Company Act. <u>The Company may appoint several executive officers who, in accordance with the Board of Directors' decisions and within the scope of authorization specified in the Company's articles of incorporation or contracts, have the authority to manage company affairs and sign on behalf of the Company.</u>	To delete the specific provisions according to the laws and increase the flexibility of compliance with laws and regulations, and meet actual operational needs.
Article 22.	The earnings in the Company's annual final accounts if any shall first be offset against any deficit, then, 6% to 10% of net profit before tax (before deducting remuneration to employees and directors) will be distributed as employees' remuneration and a maximum of 2.5% will be allocated as directors' remuneration. Employees who are entitled to receive the above-mentioned employee remuneration, in share or cash, include the employees of the subsidiaries of the Company who meet certain specific requirements. Actual distribution	The earnings in the Company's annual final accounts if any shall first be offset against any deficit, then, 6% to 10% of net profit before tax (before deducting remuneration to employees and directors) will be distributed as employees' remuneration and a maximum of 2.5% will be allocated as directors' remuneration. Employees who are entitled to receive the above-mentioned employees' remuneration, in share or cash, include the employees of the subsidiaries of the Company who meet certain specific requirements. Actual distribution	Pursuant to the amendment of Article 14 of the Securities and Exchange Act.



Article Item	Current Article	Amended Article	Reason of Amendment
	should be determined in the Board of Directors' meeting, with no less than two-thirds of directors present, and approved by more than half of directors attending the meeting and then reporting to the shareholders' meeting.	should be determined in the Board of Directors' meeting, with no less than two-thirds of directors present, and approved by more than half of directors attending the meeting and then reporting to the shareholders' meeting. <u>However, before allocating the employees' and directors' remuneration, if the Company has accumulated losses, the amount shall be reserved in advance to cover the losses.</u> <u>Of the total employees' remuneration to be allocated in the preceding paragraph, no less than 7% shall be allocated to the remuneration of the Company's own (including head office and branches) rank-and-file employees, which may be distributed in the form of stocks or cash.</u>	
Article 22-1	<p>The earnings in the Company's annual final accounts if any, when distributing surplus earnings, the Company shall first estimate and reserve the taxes and dues to be paid, the losses to be covered, and the legal reserve and special reserve to be set aside or the special reserve to be reversed according to laws or regulations, <u>and then the remaining balance shall be the distributable surplus earnings for the current year; the Board of Directors may combine the undistributed surplus earnings of the previous period to prepare a proposal of surplus earnings distribution.</u></p> <p>In accordance with the Company Act, where the aforementioned surplus earnings distribution or capital reserve and legal reserve are distributed by issuing new shares which shall be proposed by the Board of Directors and submitted to the shareholders' meeting for resolution; however, where the Company authorizes the distributable dividends, legal reserve, or capital reserve may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.</p>	<p>The earnings in the Company's annual final accounts if any, when distributing surplus earnings, the Company shall first estimate and reserve the taxes and dues to be paid, the losses to be covered, the legal reserve and special reserve to be set aside or the special reserve to be reversed according to laws or regulations, <u>and dividends for preferred shares may also be distributed,</u> and then the remaining balance, <u>referred to as the distributable surplus earnings for the year, may be combined with any undistributed surplus earnings from previous years to prepare a surplus earnings distribution plan by the Board of Directors, which will then be submitted to the shareholders' meeting for a resolution before distribution.</u></p> <p>In accordance with the Company Act, where the aforementioned surplus earnings distribution or capital reserve and legal reserve are distributed by issuing new shares which shall be proposed by the Board of Directors and submitted to the shareholders' meeting for resolution; however, where the Company authorizes the distributable dividends, legal reserve, or capital reserve may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors</p>	Added in conjunction with the revision of Article 5.

Article Item	Current Article	Amended Article	Reason of Amendment
	<p>The Board of Directors of the Company shall determine the proportionality between stock dividends and cash dividends among shareholders' dividends in consideration of the Company's enterprise profitability status, future capital expenditure plans, operational enlargement plans, capital planning, cash flow requirements, legal systems, and the level of dilution on earnings per share. The distribution proposal for shareholders' dividends shall be adopted by the Board of Directors and submitted to the shareholders' meeting for resolution and distribution. The contemplated distribution amount shall not be less than 50% of the Company's distributable surplus earnings for the <del>current</del> year, and moreover, the cash dividend distributed shall represent no less than 20% of the total amount of shareholders' dividends. Setting aside the special reserve referred to in the preceding paragraph shall be carried out in the manners listed below:</p> <p>With respect to the book's net amount of other deductions from equity for the period in which it arises, an equivalent amount of special reserve shall be allocated from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period that are included in the undistributed earnings of the period. If there remains any insufficiency, it shall be allocated from the undistributed earnings of the previous period.</p> <p>With respect to the cumulative net amount of other deductions from equity in the preceding period(s), allocate an amount of special reserve equal to the amount allocated to undistributed earnings for the preceding period. If there remains any insufficiency, allocate it from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period.</p>	<p>attended by two-thirds of the total number of directors, and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting <u>and is not subject to the requirement of shareholders' meeting for a resolution as stated in the preceding paragraph.</u></p> <p><u>The Board of Directors shall consider the Company's profitability, future capital expenditure plans, business expansion strategies, capital planning, cash flow requirements, legal regulations, and the potential dilution of earnings per share when determining the ratio of stock dividends and cash dividends for ordinary shareholders. Based on these factors, the Board shall formulate a surplus earnings distribution plan and submit it to the ordinary shareholders' meeting for a resolution. The proposed distribution amount shall not be less than 50% of the Company's distributable surplus earnings for the year, and the cash dividend portion shall not be less than 20% of the total dividends distributed to ordinary shareholders.</u></p> <p>Setting aside the special reserve referred to in the preceding <u>first</u> paragraph shall be carried out in the manners listed below:</p> <p>With respect to the book's net amount of other deductions from equity for the period in which it arises, an equivalent amount of special reserve shall be allocated from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period that are included in the undistributed earnings of the period. If there remains any insufficiency, it shall be allocated from the undistributed earnings of the previous period.</p> <p>With respect to the cumulative net amount of other deductions from equity in the preceding period(s), allocate an amount of special reserve equal to the amount allocated to undistributed earnings for the preceding period. If there remains any insufficiency, allocate it from the amount of the after-tax net profit for</p>	

Article Item	Current Article	Amended Article	Reason of Amendment
		the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period.	
Article 24.	These Articles of Association were established on 31 December 1976. (omitted)..... The forty-third amendment was made on 17 June, 2020. The forty-fourth amendment was made on 20 July, 2021. The forty-fifth amended was made on 16 June, 2022. The forty-sixth amended was made on 14 June, 2023.	These Articles of Association were established on 31 December 1976. (omitted)..... The forty-third amendment was made on 17 June, 2020. The forty-fourth amendment was made on 20 July, 2021. The forty-fifth amended was made on 16 June, 2022. The forty-sixth amended was made on 14 June, 2023. <u>The forty-seventh amended was made on 20 June, 2025.</u>	Update the date of amendment.

**RESOLVED :**

**VI. Ad Hoc Motions**

**VII. Meeting Adjourned**



安侯建業聯合會計師事務所  
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## Independent Auditors' Report

To the Board of Directors of Weikeng Industrial Co., Ltd.:

### Opinion

We have audited the financial statements of Weikeng Industrial Co., Ltd. ("the Company"), which comprise the balance sheets as of December 31, 2024 and 2023, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public 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 of our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we judged shall be presented in the auditors' report as follows:

#### 1. Recognition of Operating Revenue

Please refer to note (4)(m) "Revenue recognition" for accounting policies with respect to recognizing revenue, and to note (6)(t) "Revenue from contracts with customers" for explanatory notes about revenue.

Description of key audit matters:

Weikeng Industrial Co., Ltd. is a listed company. The Company is a distributor for the sale of electronic components and computer peripheral equipment. Operating revenue is one of the significant items in the financial statements, and the amounts and changes of operating revenue may affect the users' understanding of the entire financial statements. Therefore, the testing over revenue recognition is considered a key matter in our audits.

How the matter was addressed in our audits:

Our main audit procedures for the aforementioned key audit matters include testing the Company's controls surrounding revenue recognition in the order-to-cash transaction cycle, including reconciliations between the general ledger and sales system; performing the detailed test of relevant vouchers, as well as assessing whether the Company's timing on revenue recognition and the amounts recognized are in accordance with related standards.

## 2. Valuation of Inventories

Please refer to note (4)(g) "Inventories" for accounting policies with respect to valuating inventories, to note (5) "Valuation of inventories" for accounting estimates and uncertainties of affairs for inventory valuation; and to note (6)(f) "Inventories" for explanatory notes about inventories and related expenses.

Description of key audit matters:

The Company is a distributor for the sale of electronic components and computer peripheral equipment. Due to the horizontal competition in the industry and constant advancement of related technologies, the price of end electronic products are volatile, and thus, affects the price of electronic components and computer peripheral equipment. Therefore, the testing over the valuation of inventories is considered a key matter in our audits.

How the matter was addressed in our audits:

Our main audit procedures for the aforementioned key audit matters include testing the related controls over the cost operating cycle; evaluating whether the policies for setting aside allowance for inventory valuation and obsolescence losses are in accordance with the Company's policies and related standards; as well as implementing sampling procedures to check the correctness of the aging of the inventories. In addition, we also examined the inventory aging reports, understood the subsequent sales status of slow moving inventories; and evaluated the adopted basis of the net realizable value to assess the reasonableness of the management's estimates of the allowance for inventory valuation.

## 3. The share of profit (loss) of subsidiaries and investments accounted for using equity method

Please refer to note (4)(h) "Investments of subsidiaries" for the accounting policies; note (6)(g) "Investments accounted for using equity method" for explanatory notes about the investments under equity method.

Description of key audit matters:

The subsidiaries, which are recognized under equity method, are distributors for the sale of electronic components and computer peripheral equipment with holding material assets, such as accounts receivable and inventories. Therefore, the share of profit (loss) of subsidiaries and investments accounted for using equity method which is one of the material items in the financial statements is considered a key matter in our audits.

How the matter was addressed in our audits:

Our main audit procedures for the aforementioned key audit matters include understanding the related controls over investments accounted for using equity method; testing the changes of the investment under equity method within the year, including the recognition of investments gains (losses) and the share of comprehensive income; as well as assessing whether the Company's recognition of investments are in accordance with the related standards.

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

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

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

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

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

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

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

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

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investments in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Au, Yiu-Kwan and Hsin, Yu-Ting.

KPMG

Taipei, Taiwan (Republic of China)  
March 6, 2025

#### **Notes to Readers**

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

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



(English Translation of Financial Statements Originally Issued in Chinese.)  
WEIKENG INDUSTRIAL CO., LTD.

Balance Sheets

December 31, 2024 and 2023

(expressed in thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023								
		Amount	%	Amount	%			Amount	%	Amount	%							
Assets																		
Current assets:																		
1100	Cash and cash equivalents (note (6)(a))	\$	2,033,217	7	1,387,936	6	2100	Short-term borrowings (note (6)(j))	\$	7,858,010	27	5,681,720	24					
1110	Current financial assets at fair value through profit or loss (note (6)(b))		799	-	850	-	2120	Current financial liabilities at fair value through profit or loss (note (6)(b))		1,014	-	-	-					
1170	Notes and accounts receivable, net (notes (6)(d) and (7))		8,797,093	31	7,239,779	31	2130	Current contract liabilities (note (6)(t))		20,790	-	22,230	-					
1200	Other receivables (notes (6)(e) and (7))		1,506,251	5	473,594	2	2170	Accounts payable (note (7))		4,894,886	17	4,820,600	21					
1300	Inventories, net (note (6)(f))		8,011,230	28	6,187,022	27	2200	Other payables (notes (6)(k) and (7))		468,556	2	390,085	2					
1470	Prepaid expenses and other current assets		<u>78,821</u>	-	<u>56,161</u>	-	2230	Current tax liabilities		166,394	1	191,901	1					
			<u>20,427,411</u>	<u>71</u>	<u>15,345,342</u>	<u>66</u>	2280	Current lease liabilities (notes (6)(m) and (7))		62,430	-	53,811	-					
Non-current assets:												2300	Other current liabilities		484,036	2	444,480	2
1517	Non-current financial assets at fair value through other comprehensive income (note (6)(c))		88,833	-	77,285	-	2320	Bonds payable, current portion (note (6)(l))		<u>575,289</u>	<u>2</u>	<u>-</u>	<u>-</u>					
1550	Investments accounted for using equity method, net (note (6)(g))		7,864,822	27	7,338,484	32				<u>14,531,405</u>	<u>51</u>	<u>11,604,827</u>	<u>50</u>					
1600	Property, plant and equipment (note (6)(h))		115,498	-	106,128	-	Non-current liabilities:											
1755	Right-of-use assets (notes (6)(i) and (7))		137,430	1	132,872	1	2500	Non-current financial liabilities at fair value through profit or loss (note (6)(b))		29,000	-	14,144	-					
1780	Intangible assets		1,901	-	620	-	2530	Bonds payable (note (6)(l))		2,224,804	8	1,768,116	8					
1840	Deferred tax assets (note (6)(p))		134,188	1	139,419	1	2570	Deferred tax liabilities (note (6)(p))		973,239	3	857,291	4					
1900	Other non-current assets		<u>23,413</u>	-	<u>22,270</u>	-	2580	Non-current lease liabilities (notes (6)(m) and (7))		78,244	-	81,756	-					
			<u>8,366,085</u>	<u>29</u>	<u>7,817,078</u>	<u>34</u>	2640	Non-current net defined benefit liabilities (note (6)(o))		41,797	-	69,867	-					
							2670	Other non-current liabilities		<u>199</u>	-	<u>199</u>	-					
										<u>3,347,283</u>	<u>11</u>	<u>2,791,373</u>	<u>12</u>					
										<u>17,878,688</u>	<u>62</u>	<u>14,396,200</u>	<u>62</u>					
								Total liabilities										
								Equity (note (6)(q)):										
							3100	Common Stock		<u>4,742,934</u>	<u>16</u>	<u>4,280,715</u>	<u>18</u>					
							3200	Capital surplus		<u>2,539,836</u>	<u>9</u>	<u>1,526,125</u>	<u>7</u>					
								Retained earnings:										
							3310	Legal reserve		1,383,563	5	1,304,638	6					
							3320	Special reserve		12,354	-	-	-					
							3350	Unappropriated earnings		<u>1,863,670</u>	<u>6</u>	<u>1,667,096</u>	<u>7</u>					
										<u>3,259,587</u>	<u>11</u>	<u>2,971,734</u>	<u>13</u>					
								Other equity interest:										
							3410	Exchange differences on translation of foreign financial statements		464,301	2	79,453	-					
							3420	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		<u>(91,850)</u>	-	<u>(91,807)</u>	-					
										<u>372,451</u>	<u>2</u>	<u>(12,354)</u>	-					
								Total equity		<u>10,914,808</u>	<u>38</u>	<u>8,766,220</u>	<u>38</u>					
Total assets		\$	<u>28,793,496</u>	<u>100</u>	<u>23,162,420</u>	<u>100</u>	Total liabilities and equity		\$	<u>28,793,496</u>	<u>100</u>	<u>23,162,420</u>	<u>100</u>					

See accompanying notes to financial statements.



(English Translation of Financial Statements Originally Issued in Chinese.)  
WEIKENG INDUSTRIAL CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(expressed in thousands of New Taiwan Dollars, except for earnings per share)

		2024		2023	
		Amount	%	Amount	%
4100	Net sales revenue (notes (6)(t) and (7))	\$ 44,564,878	100	33,150,275	100
5000	Cost of sales (notes (6)(f) and (7))	<u>42,044,807</u>	<u>94</u>	<u>31,194,854</u>	<u>94</u>
	Gross profit	<u>2,520,071</u>	<u>6</u>	<u>1,955,421</u>	<u>6</u>
	Operating expenses (notes (6)(m), (6)(o), (7) and (12)):				
6100	Selling expenses	833,730	2	770,531	2
6200	Administrative expenses	310,511	1	270,116	1
6450	Expected credit losses (reversal gains) (note (6)(d))	<u>3,478</u>	<u>-</u>	<u>(632)</u>	<u>-</u>
		<u>1,147,719</u>	<u>3</u>	<u>1,040,015</u>	<u>3</u>
	Net operating income	<u>1,372,352</u>	<u>3</u>	<u>915,406</u>	<u>3</u>
	Non-operating income and expenses:				
7100	Interest income	24,391	-	19,960	-
7010	Other income (notes (6)(n) and (7))	433,355	1	372,319	1
7230	Foreign currency exchange gains, net (note (6)(v))	41,106	-	137,925	-
7235	Gains (losses) on financial assets (liabilities) at fair value through profit or loss, net (note (6)(l))	8,034	-	15,868	-
7375	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method (note (6)(g))	45,278	-	(70,773)	-
7050	Financial costs (notes (6)(l) and (6)(m))	(487,067)	(1)	(358,535)	(1)
7590	Miscellaneous disbursements	<u>(639)</u>	<u>-</u>	<u>(193)</u>	<u>-</u>
		<u>64,458</u>	<u>-</u>	<u>116,571</u>	<u>-</u>
7900	Profit before tax	1,436,810	3	1,031,977	3
7950	Less: Income tax expenses (note (6)(p))	<u>294,938</u>	<u>1</u>	<u>245,210</u>	<u>1</u>
8200	Profit	<u>1,141,872</u>	<u>2</u>	<u>786,767</u>	<u>2</u>
	Other comprehensive income:				
8310	Items that will not be reclassified to profit or loss				
8311	Changes on remeasurements of defined benefit plans (note (6)(o))	19,976	-	3,110	-
8316	Unrealized (losses) gains from investments in equity instruments measured at fair value through other comprehensive income	<u>(43)</u>	<u>-</u>	<u>(10,460)</u>	<u>-</u>
8349	Less: Income tax related to items that will not be reclassified to profit or loss (note (6)(p))	<u>3,995</u>	<u>-</u>	<u>622</u>	<u>-</u>
		<u>15,938</u>	<u>-</u>	<u>(7,972)</u>	<u>-</u>
8360	Items that may be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	481,060	1	(12,460)	-
8399	Less: Income tax related to items that will be reclassified to profit or loss (note (6)(p))	<u>96,212</u>	<u>-</u>	<u>(2,493)</u>	<u>-</u>
		<u>384,848</u>	<u>1</u>	<u>(9,967)</u>	<u>-</u>
	Other comprehensive income	<u>400,786</u>	<u>1</u>	<u>(17,939)</u>	<u>-</u>
8500	Comprehensive income	<u>\$ 1,542,658</u>	<u>3</u>	<u>768,828</u>	<u>2</u>
	Earnings per ordinary share (expressed in New Taiwan dollars): (note (6)(s))				
9750	Basic earnings per share	<u>\$ 2.56</u>		<u>1.85</u>	
9850	Diluted earnings per share	<u>\$ 2.25</u>		<u>1.61</u>	

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese.)  
**WEIKENG INDUSTRIAL CO., LTD.**

**Statements of Changes in Equity**  
**For the years ended December 31, 2024 and 2023**  
**(expressed in thousands of New Taiwan Dollars)**

						Other equity interest	
						Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	
			Retained earnings		Exchange differences on translation of foreign financial statements		Total equity
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings		
<b>Balance at January 1, 2023</b>	\$ 4,235,432	1,440,646	1,132,248	454,583	1,908,636	89,420	9,179,618
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	172,390	-	(172,390)	-	-
Reversal of special reserve	-	-	-	(454,583)	454,583	-	-
Cash dividends	-	-	-	-	(1,312,988)	-	(1,312,988)
	-	-	172,390	(454,583)	(1,030,795)	-	(1,312,988)
Profit for the year ended December 31, 2023	-	-	-	-	786,767	-	786,767
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	2,488	(9,967)	(17,939)
Total comprehensive income for the year ended December 31, 2023	-	-	-	-	789,255	(9,967)	768,828
Conversion of convertible bonds	45,283	85,479	-	-	-	-	130,762
<b>Balance at December 31, 2023</b>	4,280,715	1,526,125	1,304,638	-	1,667,096	79,453	8,766,220
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	78,925	-	(78,925)	-	-
Special reserve appropriated	-	-	-	12,354	(12,354)	-	-
Cash dividends	-	-	-	-	(870,000)	-	(870,000)
	-	-	78,925	12,354	(961,279)	-	(870,000)
Profit for the year ended December 31, 2024	-	-	-	-	1,141,872	-	1,141,872
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	15,981	384,848	400,786
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	1,157,853	384,848	1,542,658
Issuance of convertible bonds	-	259,231	-	-	-	-	259,231
Conversion of convertible bonds	462,219	754,480	-	-	-	-	1,216,699
<b>Balance at December 31, 2024</b>	<b>\$ 4,742,934</b>	<b>2,539,836</b>	<b>1,383,563</b>	<b>12,354</b>	<b>1,863,670</b>	<b>464,301</b>	<b>10,914,808</b>

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese.)  
**WEIKENG INDUSTRIAL CO., LTD.**

**Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

**(expressed in thousands of New Taiwan Dollars)**

	<b>2024</b>	<b>2023</b>
<b>Cash flows from (used in) operating activities:</b>		
<b>Profit before tax</b>	\$ 1,436,810	1,031,977
<b>Adjustments:</b>		
Adjustments to reconcile profit (loss):		
Depreciation expenses	69,712	65,123
Amortization expenses	3,856	7,054
Expected credit losses (reversal gains)	3,478	(632)
Net gains on financial assets or liabilities at fair value through profit or loss	(8,034)	(15,868)
Interest expenses	487,067	358,535
Interest income	(24,391)	(19,960)
Dividends income	(230)	(231)
Share of profit (loss) of subsidiaries, associates and joint ventures accounted for using equity method	(45,278)	70,773
Others	-	(546)
	<u>486,180</u>	<u>464,248</u>
<b>Changes in operating assets and liabilities:</b>		
Increase in notes and accounts receivable	(1,560,792)	(675,402)
Increase in other receivables	(1,032,795)	(16,889)
Increase in inventories	(1,824,208)	(1,675,583)
(Increase) decrease in prepayments and other current assets	(14,816)	6,015
	<u>(4,432,611)</u>	<u>(2,361,859)</u>
Decrease in financial liabilities at fair value profit or loss	-	(915)
Increase in accounts payable	74,286	3,303,561
Increase (decrease) in other payable	54,319	(142,454)
Increase in contract liabilities and other current liabilities	38,116	52,600
Decrease in net defined benefit liabilities	(8,094)	(6,979)
	<u>158,627</u>	<u>3,205,813</u>
Total changes in operating assets and liabilities	<u>(4,273,984)</u>	<u>843,954</u>
Total adjustments	<u>(3,787,804)</u>	<u>1,308,202</u>
Cash flow (used in) from operations	(2,350,994)	2,340,179
Interest received	24,010	19,416
Dividends received	230	231
Interest paid	(430,909)	(355,798)
Income taxes paid	(299,473)	(327,548)
<b>Net cash flows (used in) from operating activities</b>	<u>(3,057,136)</u>	<u>1,676,480</u>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	(11,591)	(9,056)
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	-	2,400
Acquisition of property, plant and equipment	(16,659)	(18,055)
Disposal of property, plant and equipment	-	571
Increase in refundable deposits	(8,724)	(42,466)
Acquisition of intangible assets	(4,897)	(3,303)
Increase in other prepayments	(270)	(464)
<b>Net cash flows used in investing activities</b>	<u>(42,141)</u>	<u>(70,373)</u>
<b>Cash flows from (used in) financing activities:</b>		
Increase (decrease) in short-term borrowings	2,176,290	(233,301)
Proceeds from issuing bonds	2,500,000	-
Increase in guarantee deposits received	-	12
Payment of lease liabilities	(61,732)	(61,974)
Cash dividends paid	(870,000)	(1,312,988)
<b>Net cash flows from (used in) financing activities</b>	<u>3,744,558</u>	<u>(1,608,251)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	645,281	(2,144)
<b>Cash and cash equivalents at beginning of period</b>	1,387,936	1,390,080
<b>Cash and cash equivalents at end of period</b>	<u>\$ 2,033,217</u>	<u>1,387,936</u>

See accompanying notes to financial statements.



安侯建業聯合會計師事務所  
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## Independent Auditors' Report

To the Board of Directors of Weikeng Industrial Co., Ltd.:

### Opinion

We have audited the consolidated financial statements of Weikeng Industrial Co., Ltd. and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public 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 of our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we judged shall be presented in the auditors' report as follows:

#### 1. Recognition of Operating Revenue

Please refer to note (4)(m) “Revenue recognition” for accounting policies with respect to recognizing revenue, and to note (6)(q) “Revenue from contracts with customers” for explanatory notes about revenue.

Description of key audit matters:

Weikeng Industrial Co., Ltd. is a listed company. The Group is a distributor for the sale of electronic components and computer peripheral equipment. Operating revenue is one of the significant items in the consolidated financial statements, and the amounts and changes of operating revenue may affect the users' understanding of the entire financial statements. Therefore, the testing over revenue recognition is considered a key matter in our audits.

How the matter was addressed in our audits:

Our main audit procedures for the aforementioned key audit matters include testing the Group's controls surrounding revenue recognition in the order-to-cash transaction cycle, including reconciliations between the general ledger and sales system; performing the detailed test of relevant vouchers, as well as assessing whether the Group's timing on revenue recognition and the amounts recognized are in accordance with the related standards.

2. Valuation of Inventories

Please refer to note (4)(h) "Inventories" for accounting policies with respect to valuating inventories; note (5) "Valuation of inventories" for accounting estimates and uncertainties of affairs for inventory valuation, and to note (6)(e) "Inventories" for explanatory notes about inventories and related expenses.

Description of key audit matters:

The Group is a distributor for the sale of electronic components and computer peripheral equipment. Due to the horizontal competition in the industry and constant advancement of related technologies, the price of end electronic products are volatile, and thus, affects the price of electronic components and computer peripheral equipment. Therefore, the testing over the valuation of inventories is considered a key matter in our audits.

How the matter was addressed in our audits:

Our main audit procedures for the aforementioned key audit matters include testing the related controls over the cost operating cycle; evaluating whether the policies for setting aside allowance for inventory valuation and obsolescence losses are in accordance with the Group's policies and related standards; as well as implementing sampling procedures to check the correctness of the aging of the inventories. In addition, we also examined the inventory aging reports, understood the subsequent sales status of slow-moving inventories; and evaluated the adopted basis of the net realizable value to assess the reasonableness of the management's estimates of the allowance for inventory valuation.

**Other Matter**

Weikeng Industrial Co., Ltd. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion.

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

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

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

Those charged with governance (including 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 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 this consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Au, Yiu-Kwan and Hsin, Yu-Ting.

KPMG

Taipei, Taiwan (Republic of China)

March 6, 2025

#### **Notes to Readers**

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

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

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

**WEIKENG INDUSTRIAL CO., LTD. AND SUBSIDIARIES****Consolidated Balance Sheets****December 31, 2024 and 2023****(expressed in thousands of New Taiwan Dollars)**

		<b>December 31, 2024</b>		<b>December 31, 2023</b>				<b>December 31, 2024</b>		<b>December 31, 2023</b>	
<b>Assets</b>		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Liabilities and Equity</b>		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (note (6)(a))	\$ 2,985,318	7	2,410,732	6	2100	Short-term borrowings (note (6)(h))	\$ 17,340,753	41	14,702,073	38
1110	Current financial assets at fair value through profit or loss (note (6)(b))	799	-	850	-	2120	Current financial liabilities at fair value through profit or loss (note (6)(b))	1,014	-	-	-
1170	Notes and accounts receivable, net (note (6)(d))	17,744,616	42	13,586,966	35	2130	Current contract liabilities (note (6)(q))	510,424	1	1,053,924	3
1200	Other receivables (note (6)(d))	590,218	1	387,353	1	2170	Accounts payable	8,276,821	19	9,592,848	25
1300	Inventories, net (note (6)(e))	20,524,632	48	20,516,999	53	2200	Other payables	951,059	2	846,652	2
1470	Prepayments and other current assets	<u>180,713</u>	<u>-</u>	<u>960,531</u>	<u>3</u>	2230	Current tax liabilities	194,693	1	196,256	1
		<u>42,026,296</u>	<u>98</u>	<u>37,863,431</u>	<u>98</u>	2280	Current lease liabilities (note (6)(j))	135,948	-	140,303	-
<b>Non-current assets:</b>						2300	Other current liabilities	507,673	1	481,545	1
1517	Non-current financial assets at fair value through other comprehensive income (note (6)(c))	88,833	-	77,285	-	2320	Bonds payable, current portion (note (6)(i))	<u>575,289</u>	<u>1</u>	<u>-</u>	<u>-</u>
1600	Property, plant and equipment (note (6)(f))	153,222	-	146,748	-			<u>28,493,674</u>	<u>66</u>	<u>27,013,601</u>	<u>70</u>
1755	Right-of-use assets (note (6)(g))	282,188	1	286,220	1	<b>Non-current liabilities:</b>					
1780	Intangible assets	7,317	-	6,597	-	2500	Non-current financial liabilities at fair value through profit or loss (note (6)(b))	29,000	-	14,144	-
1840	Deferred tax assets (note (6)(m))	187,363	1	190,007	1	2530	Bonds payable (note (6)(i))	2,224,804	5	1,768,116	5
1900	Other non-current assets	<u>85,885</u>	<u>-</u>	<u>76,012</u>	<u>-</u>	2570	Deferred tax liabilities (note (6)(m))	973,239	2	857,291	2
		<u>804,808</u>	<u>2</u>	<u>782,869</u>	<u>2</u>	2580	Non-current lease liabilities (note (6)(j))	153,589	1	156,868	-
						2640	Non-current net defined benefit liabilities (note (6)(l))	41,797	-	69,867	-
						2670	Other non-current liabilities	<u>193</u>	<u>-</u>	<u>193</u>	<u>-</u>
								<u>3,422,622</u>	<u>8</u>	<u>2,866,479</u>	<u>7</u>
								<u>31,916,296</u>	<u>74</u>	<u>29,880,080</u>	<u>77</u>
						<b>Total liabilities</b>					
						<b>Equity (note (6)(n)):</b>					
						3100	Common stock	<u>4,742,934</u>	<u>11</u>	<u>4,280,715</u>	<u>11</u>
						3200	Capital surplus	<u>2,539,836</u>	<u>6</u>	<u>1,526,125</u>	<u>4</u>
							Retained earnings:				
						3310	Legal reserve	1,383,563	3	1,304,638	4
						3320	Special reserve	12,354	-	-	-
						3350	Unappropriated earnings	<u>1,863,670</u>	<u>5</u>	<u>1,667,096</u>	<u>4</u>
								<u>3,259,587</u>	<u>8</u>	<u>2,971,734</u>	<u>8</u>
							Other equity interest:				
						3410	Exchange differences on translation of foreign financial statements	464,301	1	79,453	-
						3420	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	<u>(91,850)</u>	<u>-</u>	<u>(91,807)</u>	<u>-</u>
								<u>372,451</u>	<u>1</u>	<u>(12,354)</u>	<u>-</u>
								<u>10,914,808</u>	<u>26</u>	<u>8,766,220</u>	<u>23</u>
						<b>Total equity</b>		<u>42,831,104</u>	<u>100</u>	<u>38,646,300</u>	<u>100</u>
<b>Total assets</b>		<u>\$ 42,831,104</u>	<u>100</u>	<u>38,646,300</u>	<u>100</u>	<b>Total liabilities and equity</b>		<u>\$ 42,831,104</u>	<u>100</u>	<u>38,646,300</u>	<u>100</u>



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

**WEIKENG INDUSTRIAL CO., LTD. AND SUBSIDIARIES****Consolidated Statement of Comprehensive Income****For the years ended December 31, 2024 and 2023****(expressed in thousands of New Taiwan Dollars, except for earnings per share)**

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4100	<b>Net sales revenue (note (6)(q))</b>	\$ 89,674,523	100	70,892,413	100
5000	<b>Cost of sales (note (6)(e))</b>	<u>84,531,750</u>	<u>94</u>	<u>66,401,232</u>	<u>94</u>
	<b>Gross profit</b>	<u>5,142,773</u>	<u>6</u>	<u>4,491,181</u>	<u>6</u>
	<b>Operating expenses (notes (6)(j), (6)(l), (6)(r), (7) and (12)):</b>				
6100	Selling expenses	2,038,242	2	2,039,128	3
6200	Administrative expenses	578,967	1	556,835	1
6450	Expected credit losses (note (6)(d))	<u>446</u>	<u>-</u>	<u>49,367</u>	<u>-</u>
		<u>2,617,655</u>	<u>3</u>	<u>2,645,330</u>	<u>4</u>
	<b>Net operating income</b>	<u>2,525,118</u>	<u>3</u>	<u>1,845,851</u>	<u>2</u>
	<b>Non-operating income and expenses:</b>				
7100	Interest income	29,332	-	25,685	-
7010	Other income (note (7))	27,622	-	30,791	-
7230	Foreign currency exchange (losses) gains, net (note (6)(s))	(34,208)	-	66,794	-
7235	Gains (losses) on financial assets (liabilities) at fair value through profit or loss, net (note (6)(i))	8,034	-	15,868	-
7050	Finance costs (notes (6)(i) and (6)(j))	(1,078,057)	(1)	(937,320)	(1)
7590	Miscellaneous disbursements	<u>(681)</u>	<u>-</u>	<u>(333)</u>	<u>-</u>
		<u>(1,047,958)</u>	<u>(1)</u>	<u>(798,515)</u>	<u>(1)</u>
7900	<b>Profit before tax</b>	1,477,160	2	1,047,336	1
7950	Income tax expenses (note (6)(m))	<u>335,288</u>	<u>-</u>	<u>260,569</u>	<u>-</u>
8200	<b>Profit</b>	<u>1,141,872</u>	<u>2</u>	<u>786,767</u>	<u>1</u>
	<b>Other comprehensive income:</b>				
8310	<b>Items that will not be reclassified to profit or loss</b>				
8311	Changes on remeasurements of defined benefit plans (note (6)(l))	19,976	-	3,110	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	<u>(43)</u>	<u>-</u>	<u>(10,460)</u>	<u>-</u>
8349	Less: Income tax related to items that will not be reclassified to profit or loss (note (6)(m))	<u>3,995</u>	<u>-</u>	<u>622</u>	<u>-</u>
		<u>15,938</u>	<u>-</u>	<u>(7,972)</u>	<u>-</u>
8360	<b>Items that may be reclassified to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	481,060	1	(12,460)	-
8399	Less: Income tax related to items that will be reclassified to profit or loss (note (6)(m))	<u>96,212</u>	<u>-</u>	<u>(2,493)</u>	<u>-</u>
		<u>384,848</u>	<u>1</u>	<u>(9,967)</u>	<u>-</u>
	<b>Other comprehensive income</b>	<u>400,786</u>	<u>1</u>	<u>(17,939)</u>	<u>-</u>
8500	<b>Comprehensive income</b>	<u>\$ 1,542,658</u>	<u>3</u>	<u>768,828</u>	<u>1</u>
	<b>Earnings per ordinary share (expressed in New Taiwan dollars) (note (6)(p))</b>				
9750	<b>Basic earnings per share</b>	<u>\$ 2.56</u>		<u>1.85</u>	
9850	<b>Diluted earnings per share</b>	<u>\$ 2.25</u>		<u>1.61</u>	

See accompanying notes to consolidated financial statements.

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

**WEIKENG INDUSTRIAL CO., LTD. AND SUBSIDIARIES****Consolidated Statement of Changes in Equity****For the years ended December 31, 2024 and 2023****(expressed in thousands of New Taiwan Dollars)**

						Other equity interest	
						Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income
	Common stock	Capital surplus	Retained earnings	Legal reserve	Special reserve	Unappropriated earnings	Total equity
<b>Balance at January 1, 2023</b>	\$ 4,235,432	1,440,646	1,132,248	454,583	1,908,636	89,420	(81,347)
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	172,390	-	(172,390)	-	-
Cash dividends	-	-	-	-	(1,312,988)	-	(1,312,988)
Reversal of special reserve	-	-	-	(454,583)	454,583	-	-
	-	-	172,390	(454,583)	(1,030,795)	-	(1,312,988)
Profit for the year ended December 31, 2023	-	-	-	-	786,767	-	786,767
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	2,488	(9,967)	(10,460)
Total comprehensive income for the year ended December 31, 2023	-	-	-	-	789,255	(9,967)	768,828
Conversion of convertible bonds	45,283	85,479	-	-	-	-	130,762
<b>Balance at December 31, 2023</b>	4,280,715	1,526,125	1,304,638	-	1,667,096	79,453	(91,807)
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	78,925	-	(78,925)	-	-
Special reserve appropriated	-	-	-	12,354	(12,354)	-	-
Cash dividends	-	-	-	-	(870,000)	-	(870,000)
	-	-	78,925	12,354	(961,279)	-	(870,000)
Profit for the year ended December 31, 2024	-	-	-	-	1,141,872	-	1,141,872
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	15,981	384,848	(43)
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	1,157,853	384,848	(43)
Issuance of convertible bonds	-	259,231	-	-	-	-	259,231
Conversion of convertible bonds	462,219	754,480	-	-	-	-	1,216,699
<b>Balance at December 31, 2024</b>	\$ 4,742,934	2,539,836	1,383,563	12,354	1,863,670	464,301	(91,850)

See accompanying notes to consolidated financial statements.

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

**WEIKENG INDUSTRIAL CO., LTD. AND SUBSIDIARIES****Consolidated Statement of Cash Flows****For the years ended December 31, 2024 and 2023****(expressed in thousands of New Taiwan Dollars)**

	<b>2024</b>	<b>2023</b>
<b>Cash flows from (used in) operating activities:</b>		
<b>Profit before tax</b>	\$ 1,477,160	1,047,336
<b>Adjustments:</b>		
Adjustments to reconcile profit (loss):		
Depreciation expenses	172,004	170,901
Amortization expenses	8,116	10,749
Expected credit losses	446	49,367
Net gains on financial assets and liabilities at fair value through profit or loss	(8,034)	(15,868)
Interest expenses	1,078,057	937,320
Interest income	(29,332)	(25,685)
Dividends income	(230)	(231)
Gain on lease modification	(466)	(6)
Others	41	(439)
	<u>1,220,602</u>	<u>1,126,108</u>
<b>Changes in operating assets and liabilities:</b>		
Increase in notes and accounts receivable	(4,158,096)	(791,906)
Increase in other receivables	(202,904)	(20,884)
Increase in inventories	(7,633)	(4,250,542)
Decrease (increase) in prepayments and other current assets	787,644	(773,664)
	<u>(3,580,989)</u>	<u>(5,836,996)</u>
Decrease in financial liabilities at fair value profit or loss	-	(915)
(Decrease) increase in accounts payable	(1,316,027)	6,032,114
Increase (decrease) in other payable	109,171	(192,917)
(Decrease) increase in contract liabilities and other current liabilities	(517,372)	213,208
Decrease in net defined benefit liabilities	(8,094)	(6,979)
	<u>(1,732,322)</u>	<u>6,044,511</u>
Total changes in operating assets and liabilities	<u>(5,313,311)</u>	<u>207,515</u>
Total adjustments	<u>(4,092,709)</u>	<u>1,333,623</u>
Cash flows (used in) from operations	(2,615,549)	2,380,959
Interest received	28,951	25,141
Dividends received	230	231
Interest paid	(1,050,691)	(917,411)
Income taxes paid	(316,026)	(407,696)
<b>Net cash flows (used in) from operating activities</b>	<u>(3,953,085)</u>	<u>1,081,224</u>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	(11,591)	(9,056)
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	-	2,400
Acquisition of property, plant and equipment	(20,136)	(30,045)
Disposal of property, plant and equipment	-	587
Increase in refundable deposits	(17,553)	(40,882)
Acquisition of intangible assets	(8,223)	(6,836)
Increase in other prepayments	(270)	(464)
<b>Net cash flows used in investing activities</b>	<u>(57,773)</u>	<u>(84,296)</u>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term borrowings	2,638,680	54,175
Proceeds from issuing bonds	2,500,000	-
Increase in guarantee deposits received	-	12
Payments of lease liabilities	(160,483)	(154,902)
Cash dividends paid	(870,000)	(1,312,988)
<b>Net cash flows from (used in) financing activities</b>	<u>4,108,197</u>	<u>(1,413,703)</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<u>477,247</u>	<u>(12,000)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	574,586	(428,775)
<b>Cash and cash equivalents at the beginning of period</b>	<u>2,410,732</u>	<u>2,839,507</u>
<b>Cash and cash equivalents at the end of period</b>	<u>\$ 2,985,318</u>	<u>2,410,732</u>

See accompanying notes to consolidated financial statements.

## Appendix II

### **Weikeng Industrial Co., Ltd.** **Rules of Procedure for Shareholders' Meetings**

2022/3/25 amended by Board of Directors

2022/6/16 resolved by AGM

- Article 1 The Company's shareholders' meetings, except as otherwise provided by law, shall be carried out according to these Rules.
- Article 2 A "shareholder" referred to in these Rules means the shareholder itself or a proxy designated by such shareholder.
- Article 3 The Company shall specify in its shareholders' meeting notice the time during which the registrations for attendance of shareholders, solicitors, appointed proxies (hereinafter referred to as shareholders) will be accepted, the place to register for attendance, and other matters for attention. Any change in the way the shareholders' meeting is held shall be resolved by the Board of Directors and shall be made at the latest before mailing the shareholders' meeting notice.
- The above-mentioned time for the acceptance of registrations for shareholders' attendance shall be at least 30 minutes prior to the start of the meeting; the registration area shall be clearly marked, and adequate and appropriate personnel shall be assigned to handle the registrations; The acceptance of registrations for shareholders' meetings by video conference should be 30 minutes before the start of the meeting on the video conference platform of the shareholders' meeting. The shareholders who complete the registrations shall be deemed to attend the meeting in person.
- Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Voting rights represented in the meeting shall be calculated on such basis. Solicitors with proxy forms shall also bring identification documents for verification.
- Article 3.1 The Company shall specify the following in the shareholders' meeting notice if the shareholders' meeting is by video conference:
1. The way shareholders participate in the video conference and exercise their rights.
  2. The handling of obstacles to the video conference platform or video participation due to natural disasters, events or other force majeure circumstances shall include at least the following:
    - (1) The time when the aforementioned obstacles continue and cannot be removed, and the date when the meeting must be postponed or reconvened.
    - (2) Shareholders who have not registered to participate in the original meeting by video conference shall not participate in the postponed or reconvened meeting.
    - (3) If a video-assisted shareholders' meeting cannot be reconvened by video conference, the shareholders' meeting shall continue if the total number of shares present reaches the legal quota for the shareholders' meeting after deducting the number of shares attending the shareholders' meeting by video conference, and the number of shares attending the shareholders' meeting by video conference shall be counted in the total number of shares present for the shareholders' meeting, and shall be deemed abstain from all motions for that shareholders' meeting.
    - (4) In the event that the results of all motions have been announced and no extraordinary motion has been made, or other handling method.
  3. The Company shall convene a shareholders' meeting by video conference and

state the appropriate alternative measures for shareholders who have difficulties participating in the meetings by video conference.

Article 4 The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act. The shareholders shall be notified of the tentative resolution and a further shareholders' meeting will be held within one month. If the shareholders' meeting is held by video conference, the shareholders who wish to attend the meeting by video conference shall re-register with the Company in accordance with Article 16.

When, prior to the conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 5 Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares present shall be calculated based on the number of shares reported in the signature book or the submitted attendance cards and registrations on the video conference platform, plus the number of shares exercising the voting rights by written or electronic means.

Article 6 The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. The Company shall not be restricted from holding a video shareholders' meeting on the venue as described above.

The meeting chair and the recorder shall be present at the same venue in the country when the Company convenes a shareholders' meeting by video conference, and the meeting chair shall announce the address of such venue at the time the meeting is called to order.

Article 7 If the board of directors convenes a shareholders' meeting, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

If a shareholders' meeting is convened by a party with the power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 8 If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda (including extraordinary motions), except by a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

After the meeting is adjourned, shareholders shall not select another chair and continue the meeting in the same address or in any other location.

Article 9 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands.

Article 10 The Company shall make an audio or video recording of the proceedings of the shareholders' meeting and such recording shall be maintained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

If a shareholders' meeting is held by video conference, the Company shall keep records of the shareholders' registration, sign-in, attendance, questions, voting, and the Company's vote counting results, and shall make an uninterrupted audio and video recording of the entire video conference.

The Company shall keep the aforementioned information and audio and video recordings throughout the life of the Company period and provide the audio and video recordings to the person appointed to administer the video conference for retention.

Article 11 When speaking, an attending shareholder shall specify the subject of the speech on a speaker's slip, shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

Article 12 Except with the consent of the chair, a shareholder speech may not exceed 5 minutes. An extension of 3 minutes may be granted by the chair.

Article 13 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Article 14 During discussion of an agenda, the chair may announce the completion of discussion at a proper time. If required, the chair may announce the discussion closed and call for a vote.

Article 15 Unless otherwise provided by law and Articles of Association, the proposal shall be approved by the majority of votes represented by attending shareholders. At the time of voting, the meeting chair or the person designated by the chair should first announce the total number of voting rights of the attending shareholders for each proposal, then the shareholders shall vote on each proposal. On the same day after the meeting, the results of shareholders' approvals, disapprovals and abstentions, shall be entered into the Market Observation Post System.

Article 16 When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When a shareholders' meeting is held by video

conference, shareholders who wish to attend by video conference should register with the Company two days prior to the shareholders' meeting.

If a shareholders' meeting is held by video conference, the Company shall upload the meeting handbook, annual report and other relevant information to the video conference platform at least 30 minutes prior to the meeting and continue to disclose them until the end of the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 17

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond. If the shareholders' meeting is convened by video conference, shareholders participating by video conference may ask questions by text on the video conference platform after the meeting chair calls the meeting to order and before the meeting is adjourned. The number of questions shall not exceed two for each motion, and each time shall be limited to 200 words, and the provisions of Article 11 to Article 3 shall not apply.

If the preceding question does not violate the regulations or is within the scope of the motion, it is appropriate to disclose the question on the video conference platform of the shareholders' meeting for public information.

Article 18

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting and made into record.

After the meeting chair calls the Company's shareholders' meeting by video conference to order, the shareholders participating by video conference shall vote on the motions and the elections through the video conference platform, and the voting shall be completed before the meeting chair announces the end of the voting. Any delay shall be deemed as an abstention.

If a shareholders' meeting is convened by video conference, a one-time vote count shall be conducted after the meeting chair announces the close of voting and the voting and election results shall be announced

When the Company convenes a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 16 and wish to attend the physical shareholders' meeting in person shall deregister in the same manner as they have registered two days prior to the shareholders' meeting; if they deregister after that time, they can attend the shareholders' meeting by video conference only.

A shareholder who exercises his or her voting rights in writing or by electronic means and does not revoke his or her declaration of intent to attend the shareholders' meeting by video means may not exercise his or her voting rights on the original motion or propose amendments to the original motion or exercise his or her voting rights on amendments to the original motion, except for an extraordinary motion.

Article 19

When a meeting is in progress, the chair may announce a break based on time considerations.

Article 20

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When one among them is passed, the

other proposals will be rejected, and no further voting shall be required.

Article 21 The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

Article 22 Any matter not stipulated in this procedure shall be in accordance with the Company Act, the articles of association of the Company and applicable laws.

If a shareholders' meeting is convened by video conference, the meeting chair shall make the announcement separately when calling the meeting to order. Except in the case of the meeting that does not need to be postponed or reconvened as stipulated in Article 44-20 paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, before the meeting chair announces the adjournment of the meeting, if, due to natural disasters, events or other force majeure circumstances, the video conference platform or participation by video communication is obstructed and lasts for more than 30 minutes, the meeting shall be postponed or reconvened within five days. The provisions of Article 182 of the Company Act shall not apply.

In the event of an adjournment or reconvening of a meeting under the preceding Paragraph, shareholders who have not registered to participate in the original meeting by video means shall not participate in the postponed or reconvened meeting.

For the postponed or reconvened meeting in accordance with the second paragraph, if a shareholder who has registered to attend the original shareholders' meeting by video means and has completed the registration for the meeting, but does not participate in the adjourned or reconvened meeting, the number of shares, voting rights and election rights exercised at the original shareholders' meeting shall be counted in the total number of shares, voting rights and election rights of the shareholders attending the adjourned or reconvened meeting.

If the shareholders' meeting is adjourned or reconvened in accordance with the second paragraph, there is no need to discuss and resolve again if the voting and counting of votes have been completed and the voting results or the list of directors and supervisors elected have been announced.

If the Company holds a video-assisted shareholders' meeting and the video conference cannot be reconvened in accordance with Paragraph 2, the shareholders' meeting shall continue if the total number of shares present, after deducting the number of shares attending the shareholders' meeting by video means, still reaches the legal quota for the shareholders' meeting, without the need to adjourn or reconvene the meeting in accordance with Paragraph 2.

In the event that the meeting should be continued under the preceding Paragraph, the number of shares attending the shareholders' meeting by video means shall be counted in the total number of shares attended, but shall be deemed to have abstained for the purpose of all motions at that meeting.

If the Company adjourns or reconvenes the meeting in accordance with Paragraph 2, the Company shall comply with the provisions set forth in Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and shall complete the relevant preliminary work in accordance with the date of the original shareholders' meeting and the provisions of each Article.

In accordance with the latter part of Article 12 and the third Paragraph of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and the period set forth in Paragraph 2 of Article 44-5, Article 45-15 and Paragraph 1 of Article 44-17 of the Regulations Governing the



Administration of Shareholder Services of Public Companies, the Company shall follow the date of the shareholders' meeting for the postponement or reconvening of the meeting as stipulated in Paragraph 2.

When convening a shareholders' meeting by video means, the Company shall provide the appropriate alternative measures for shareholders who have difficulties participating in the meetings by video means.

Article 23

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

## Appendix III

### **Weikeng Industrial Co., Ltd. Articles of Incorporation**

#### **Chapter I General Weikeng Industrial Co., Ltd. Articles of Incorporation**

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

- Article 1. The Company is organized in accordance with the Company Act and is named Weikeng Industrial Co., Ltd.
- Article 2. The Company operates the following business:
- (1) CB01020 Business machine manufacturing business.
  - (2) CC01060 Wired telecommunications machine and equipment manufacturing business.
  - (3) CC01070 Wireless telecommunications machine and equipment manufacturing business.
  - (4) CC01080 Electronic parts and components manufacturing business.
  - (5) CC01110 Computer and peripheral equipment manufacturing business.
  - (6) CC01120 Information storage media manufacturing and reproduction business.
  - (7) E605010 Computer equipment installation business.
  - (8) E701030 Telecommunications control emission equipment installation business.
  - (9) F113050 Computer and business machine equipment wholesale business.
  - (10) F113070 Telecommunications equipment wholesale business.
  - (11) F118010 Information software wholesale business.
  - (12) F119010 Electronic materials wholesale business.
  - (13) F213030 Computer and business machine equipment retail business.
  - (14) F213060 Telecommunications equipment retails business.
  - (15) F218010 Information software retail business.
  - (16) F399990 Other general retail business.
  - (17) F401010 International trade business.
  - (18) F401021 Telecommunications control emission equipment import business.
  - (19) G801010 Warehouse business.
  - (20) I301010 Information software service business.
  - (21) I301030 Electronic information supply service business.
  - (22) I501010 Product design business.
  - (23) IE01010 Telecommunications account agency business.
  - (24) I301020 Data processing service business.
  - (25) ZZ99999 Other businesses not restricted or prohibited by law except any business that requires approval.
- Article 3. The Company may provide guarantees to meet business requirements. When the Company is a limited liability shareholder of another company, the total amount of investment in other companies is not subject to the limit of 40% of paid-in capital under Article 13 of the Company Act.
- Article 4. The Company has its head office in Taipei City. As required, the Board of Directors may pass a resolution to set up representatives, branches or subsidiaries in appropriate domestic and overseas locations.

##### **Chapter II Shares**

- Article 5. The Company's registered capital is NT\$6,000,000,000, divided into 600,000,000 shares, all as ordinary shares at NT\$10 per share. The Board of Directors is authorized to issue the shares in several times through resolutions. Among the aforementioned registered capital amount, NT\$200,000,000, divided into 20,000,000 shares, is reserved for issuance of employee stock options, preferred shares with warrants attached or corporate bonds with warrants attached. These shares may be issued pursuant to board resolutions in several times.

- Article 5-1. With the approval of the shareholders representing two-thirds of voting rights attending a shareholders' meeting attended by shareholders representing the majority of all outstanding shares, the Company could transfer treasury shares to its employees at a price lower than the average buy-back price of treasury shares, or issue employee stock options at a subscription price lower than the closing price of the ordinary shares on the date of issuance of the employee stock options. In accordance with the Company Act, the Company transfers the shares bought back to employees, issues the share subscription warrants to employees, issues the restricted new shares for employees, or reserves the new issuance of shares for subscription by employees. Qualification requirements of employees include the employees of parents or subsidiaries of the Company meeting certain specific requirements, and the conditions and distribution methods authorize the Board of Directors or its authorized person to decide.
- Article 6. All shares of the Company are registered shares and shall be numbered and then issued following the signatures or personal seals of the directors representing the Company and certification by the competent authority or the issuance registration organization approved by the competent authority. No share certificate need be printed for any share issued by the Company. Registration shall be made by a centralized securities custodian institution.
- Article 7. No change shall be made to the shareholders registered within 60 days from any general shareholders' meeting, within 30 days from any special shareholders' meeting and within 5 days from the record date for the Company's decision for the distribution of dividend, bonus or other benefit. The share affairs of the Company may be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.

#### Chapter III Shareholders' Meeting

- Article 8. The shareholders' meetings of the Company are divided into general meetings and special meetings. General meetings are held once a year within 6 months from the end of each accounting year. Special meetings are convened in accordance with law as required.  
When the Company's shareholders' meeting is held, it can be held by video conference or other methods announced by the Ministry of Economic Affairs, R.O.C.
- Article 8-1. In convening a general shareholders' meeting, shareholders with entitlement under Article 172-1 of the Company Act may make agenda proposals in writing for the general shareholders' meeting, provided that no more than one agenda shall be proposed. Excessive proposals will not be included in the agenda. The relevant procedures shall be in accordance with the Company Act and applicable regulations.
- Article 9. Any shareholder who cannot attend a shareholders' meeting in person due to any reason may issue a proxy printed by the Company, specifying the scope of authorization, to appoint one representative to attend the meeting. In addition to Article 177 of the Company Act, the proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies promulgated by the competent authority.
- Article 10. The shareholders of the Company are entitled to one voting right per share, except restricted shares or shares without voting right in accordance with applicable legislations.
- Article 11. Unless otherwise provided by applicable law, shareholders' resolutions shall be approved by shareholders representing the majority of voting rights among all shareholders attending a meeting that is attended by the shareholders representing the majority of all outstanding shares.

#### Chapter IV Board of Directors and Audit Committee

- Article 12. The Company has 5 to 9 directors, adopting the candidates nomination system, who will be selected by the shareholders' meeting with the list of candidates for a three-year term and the same person may be re-elected upon expiry of the term, however, the candidates shall not violate Article 30 of the Company Act and Article 26-3 of the Securities and Exchange Act. The above number of Board of Directors shall include 3 independent directors at least. The regulations, relevant norms and other compliance matters in relation to independent directors shall be in accordance with the Company Act, Securities and Exchange Act, and other applicable regulations of the securities competent authority.  
Board of Directors shall be elected in accordance with Article 198 of the Company Act. Independent directors shall be elected at the same time as the non-independent directors, with the

number of elected persons calculated separately. The persons receiving more voting ballots shall be elected to be independent directors and non-independent directors. After election, the Company may, through board resolution, purchase liability insurance for directors of the Company covering compensation liability that shall be borne in accordance with law within the scope of business operation during their terms. The total number of registered shares held by all directors shall not be less than the certain percentage of total outstanding shares stipulated by the competent authority.

Article 13. The Board of Directors is composed of directors and has the following duties:

1. Preparation of the business plan.
2. Proposal of profit distribution or loss compensation.
3. Proposal of capital increase or decrease.
4. Review of important charters and contracts.
5. Election and dismissal of president and executive officers of the Company.
6. Establishment and closure of representative, branch, and subsidiary.
7. Approval of budget and closing.
8. Other duties granted by the Company Act or shareholders' resolution.

Article 14. The Board of Directors is composed of directors. One chairman shall be elected by the majority of directors attending a meeting that is attended by two-thirds or more directors. The chairman represents the Company.

Article 15. Unless otherwise provided by the Company Act, board meetings shall be held by the chairman. The notice of a board meeting shall specify the agenda and shall be sent to all directors 7 days in advance. However, in case of emergency, the meeting may be held at any time. Notice for board meetings may be sent in writing, by fax or email. Unless otherwise provided in the Company Act or these Articles of Association, board resolutions shall be approved by the majority of directors attending a meeting that is attended by the majority of directors.

Article 16. The chairman shall chair board meetings. If the chairman is on leave or cannot exercise his duties due to any reason, the chairman shall appoint one director to act on his behalf. If the chairman does not make such appointment, one director shall be elected from among themselves. Any director who cannot attend a board meeting due to any reason may ask another director to act on his behalf.

Article 17. In accordance with the Article 14-4 of the Securities and Exchange Act, the Company forms Audit Committee composed of all independent directors. The exercise of powers and related matters of the Audit Committee and its members shall follow in accordance with the Securities and Exchange Act and other applicable laws and regulations.

In addition to the Audit Committee, the Board of Directors of the Company may also set up various other functional committees, and which charts shall be formulated by the Board of Directors in accordance with relevant laws and regulations.

Article 18. The Board of Directors is authorized to determine the remuneration to the directors based on the level of participation in the Company's operation and the value of contribution, as well as in reference to the common standard adopted by the same industry.

#### Chapter V Managers

Article 19. The Company may have one general manager, the hiring, dismissal and remuneration of which shall be in accordance with Article 29 of the Company Act.

#### Chapter VI Accounting

Article 20. The Company's accounting year is from 1 January to 31 December. Closing shall be performed at the end of each year.

Article 21. The Board of Directors shall prepare the following statements in accordance with Article 228 of the Company Act at the end of each accounting year and submit them to the Audit Committee for audit 30 days before the general shareholder meeting. The Audit Committee shall issue an examination report and submit it to the general shareholders' meeting for approval.

1. Business report
2. Financial statements
3. Profit distribution or loss compensation proposal

Article 22. The earnings in the Company's annual final accounts if any shall first be offset against any deficit, then, 6% to 10% of net profit before tax (before deducting remuneration to employees and

directors) will be distributed as employees' remuneration and a maximum of 2.5% will be allocated as directors' remuneration. Employees who are entitled to receive the above-mentioned employee remuneration, in share or cash, include the employees of the subsidiaries of the Company who meet certain specific requirements. Actual distribution should be determined in the Board of Directors' meeting, with no less than two-thirds of directors present, and approved by more than half of directors attending the meeting and then reporting to the shareholders' meeting.

Article 22-1 The earnings in the Company's annual final accounts if any, when distributing surplus earnings, the Company shall first estimate and reserve the taxes and dues to be paid, the losses to be covered, and the legal reserve and special reserve to be set aside or the special reserve to be reversed according to laws or regulations, and then the remaining balance shall be the distributable surplus earnings for the year; the Board of Directors may combine the undistributed surplus earnings of the previous period to prepare a proposal of surplus earnings distribution.

In accordance with the Company Act, where the aforementioned surplus earnings distribution or capital reserve and legal reserve are distributed by issuing new shares which shall be proposed by the Board of Directors and submitted to the shareholders' meeting for resolution; however, where the Company authorizes the distributable dividends, legal reserve, or capital reserve may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The Board of Directors of the Company shall determine the proportionality between stock dividends and cash dividends among shareholders' dividends in consideration of the Company's enterprise profitability status, future capital expenditure plans, operational enlargement plans, capital planning, cash flow requirements, legal systems, and the level of dilution on earnings per share. The distribution proposal for shareholders' dividends shall be adopted by Board of Directors and submitted to the shareholders' meeting for resolution and distribution. The contemplated distribution amount shall not be less than 50% of the Company's distributable surplus earnings for the year, and moreover, the cash dividend distributed shall represent no less than 20% of the total amount of shareholders' dividends. Setting aside of the special reserve referred to in the preceding paragraph shall be carried out in the manners listed below:

With respect to the book net amount of other deductions from equity for the period in which it arises, an equivalent amount of special reserve shall be allocated from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period. If there remains any insufficiency, it shall be allocated from the undistributed earnings of the previous period.

With respect to the cumulative net amount of other deductions from equity in the preceding period(s), allocate an amount of special reserve equal to the amount allocated to undistributed earnings for the preceding period. If there remains any insufficiency, allocate it from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period.

#### Chapter VII Miscellaneous

Article 23. Any matter not stipulated in these Articles of Association shall be handled in accordance with the Company Act and applicable regulations.

Article 24. These Articles of Association were established on 31 December 1976.

The first amendment was made on 13 December 1980.

The second amendment was made on 20 January 1981.

The third amendment was made on 11 June 1981.

The fourth amendment was made on 11 September 1981.

The fifth amendment was made on 11 February 1982.

The sixth amendment was made on 15 September 1982.

The seventh amendment was made on 21 January 1983.

The eighth amendment was made on 13 January 1984.

The ninth amendment was made on 26 December 1985.

The tenth amendment was made on 23 July 1986.

The eleventh amendment was made on 16 April 1988.

The twelfth amendment was made on 5 October 1988.

The thirteenth amendment was made on 24 November 1989.  
The fourteenth amendment was made on 20 July 1992.  
The fifteenth amendment was made on 12 June 1993.  
The sixteenth amendment was made on 8 July 1993.  
The seventeenth amendment was made on 14 April 1993.  
The eighteenth amendment was made on 26 September 1994.  
The nineteenth amendment was made on 15 June 1996.  
The twentieth amendment was made on 26 June 1997.  
The twenty-first amendment was made on 14 November 1997.  
The twenty-second amendment was made on 22 April 1998.  
The twenty-third amendment was made on 1 September 1998.  
The twenty-fourth amendment was made on 31 August 1999.  
The twenty-fifth amendment was made on 20 April 2000.  
The twenty-sixth amendment was made on 9 October 2000.  
The twenty-seventh amendment was made on 7 May 2001.  
The twenty-eighth amendment was made on 21 June 2002.  
The twenty-ninth amendment was made on 5 June 2003.  
The thirtieth amendment was made on 15 June 2004.  
The thirty-first amendment was made on 14 June 2005.  
The thirty-second amendment was made on 14 June 2006.  
The thirty-third amendment was made on 13 June 2008.  
The thirty-fourth amendment was made on 19 June 2009.  
The thirty-fifth amendment was made on 18 June 2010.  
The thirty-sixth amendment was made on 22 June 2012.  
The thirty-seventh amendment was made on 20 June 2013.  
The thirty-eighth amendment was made on 17 June 2015.  
The thirty-ninth amendment was made on 17 June 2016.  
The fortieth amendment was made on 15 June 2017.  
The forty-first amendment was made on 13 June 2018.  
The forty-second amendment was made on 20 June, 2019.  
The forty-third amendment was made on 17 June, 2020.  
The forty-fourth amendment was made on 20 July, 2021.  
The forty-fifth amended was made on 16 June, 2022.  
The forty-sixth amended was made on 14 June, 2023.

**Weikeng Industrial Co., Ltd.**  
**Chairman: Hu Chiu Chiang**

## Appendix IV

### Shareholdings by the Board of Directors

I. As of the shares book closure date (April 22, 2025) for the 2025 Annual General Meeting, the Company issued 478,694,110 ordinary shares. According to article 2 of “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, the Minimum required shareholdings of all directors are 16,000,000 shares.

II. The shareholdings of individual and all directors:

Shares Book Closure Date : April 22, 2025

Position	Name	Election Date	Term of Office (Year)	Shareholdings When Elected		Current Shareholdings	
				Shares	%	Shares	%
Chairman	Hu, Chiu-Chiang	June 20 2024	3	8,843,627	2.06	8,843,627	1.85
Director	Chi, Ting-Fang	June 20 2024	3	6,278,150	1.47	3,778,150	0.79
Director	Weiji Investment Co., Ltd. (Representative : Chen, Cheng-Fong)	June 20 2024	3	30,426,876	7.10	30,006,876	6.27
Director	Chen, Kuan-Hua	June 20 2024	3	191,301	0.04	191,301	0.04
Independent Director	Lin, Hung	June 20 2024	3	---	---	---	---
Independent Director	Yu, Hsueh-Ping	June 20 2024	3	---	---	---	---
Independent Director	Wang, Chien-Chih	June 20 2024	3	---	---	---	---

Total Shareholdings by All Directors : 42,819,954 Shares