



Stock Code : 3265

Winstek Semiconductor Co., Ltd.

2020 Regular Session of the Shareholders' Meeting

Meeting Handbook

Time: 2020.09.06 (Tuesday), 09:00

**Location: No.176-5, 6 Ling, Hualung Chun, Chiung Lin, Hsin-Chiu
Hsien, Taiwan (the Company)**

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**Chapter 1 Procedure for the 2020 Annual Meeting of
Shareholders of Winstek Semiconductor Co., Ltd.**

I. Call the Meeting to Order

II. Chairman's Address

III. Management Presentation

IV. Proposals

V. Discussions

VI. Election

VII. Others for Discussion

VIII. Questions and Motions

IX. Adjournment

**Chapter 2 Agenda for the 2019 Annual Meeting of
Shareholders of Winstek Semiconductor Co., Ltd.**

Time: 2020.09.06 (Tuesday), 09:00

**Location: No.176-5, 6 Ling, Hualung Chun, Chiung Lin, Hsin-Chiu
Hsien, Taiwan (the Company)**

I. Call the Meeting to Order

II. Chairman's Address

III. Management Presentation

(I) 2019 Business Report.

**(II) Auditing Committee Review Report on 2019 Financial
Statements**

**(III) Report on remunerations to employees and Directors in
2019**

(IV) Report on cash dividends payment from earnings in 2019

**(V) Amendments to the “Corporate Social Responsibility Best
Practice Principles” in part.**

**(VI) Amendments to the “Ethical Corporate Management Best
Practice Principles” in part.**

IV. Proposals

(I) 2019 Business Report and Financial Statements

(II) Proposal for the distribution of earnings in 2019

V. Points of Discussion

(I) Amendments to the “Articles of Incorporation” in part.

**(II) Amendments to the “Parliamentary Procedures for
Shareholders Meeting” in part.**

**(III) Amendments to the “Regulations Governing the Election of
Directors” in part**

VI. Election

Motion on election of a new Board of Directors

VII. Others for Discussion

**Motion of lifting the ban on competition of the newly elected
Directors and representatives.**

VIII. Questions and Motions

IX. Adjournment

I. Management Presentation

Report No. 1

Subject : 2019 Business Report

Explanation: For information on the 2019 Business Report of the Company, refer to page. 12-14 of this handbook, Attachment I.

Report No. 2

Subject: Auditing Committee Review Report on 2019 Financial Statements

Explanation: For information on the Auditing Committee Review Report and Audit report on 2019 Financial Statement, refer to page. 15 ,Atachment II , page. 17-21 and page. 30-34, Attachment III.

Report No. 3

Subject: Report on 2019 remunerations to the employees and Directors.

Explanation: (I) Appropriation of remunerations to the employees and Directors pursuant to Article 30-1 of the Articles of Incorporation.

(II) Proposal to appropriate NT\$43,761,179 as remuneration to the employees and NT\$0 as remuneration to Directors, which is 5.9% and 0% of the earnings in 2019, respectively. Payment will be made in cash in whole, which is relevant with the requirements of the Articles of Incorporation and the amount stated in the book.

(III) Employees of the Company and subsidiaries meeting specific conditions are entitled to the payment. Factors such as seniority of service, ranks, work performance, overall contribution and special contribution will be considered for setting the amount of payment pending the approval by the Chairman.

Report No. 4

Subject: Content Report on the payment of cash dividends from earnings in 2019

Explanation : (I) Pursuant to Article 31 of the Articles of Incorporation of the Company the Board is authorized to make special resolution to pay the dividend or bonus in cash in whole or in part, and report to the Shareholders' Meeting for resolution.

(II) Proposed to appropriate NT\$204,392,489 as cash dividend to the shareholders at NT\$1.50/share. The payment of cash dividend for this instance will be rounded off to the nearest NTD of the lower bracket. The fraction of a share falling below NT\$1 will

be combined for settlement by the total amount in descending order and the shareholder account number in descending sequential order to fit into the total amount of cash dividends payment. The processing fees and remittance fees shall be borne by respective shareholders, which will be deducted from the dividends payment.

(III) This motion has been passed by the Board with authorization to the Chairman to set the ex-dividends day and the mode of payment. In case of changes in the outstanding shares in the afterward the extent to which dividend rate is affected, the Chairman will be authorized with full power of attorney to handle related matters.

Report No. 5

Subject: Amendments to the “Corporate Social Responsibility Best Practice Principles” in part.

Explanation : According to the Corporate Social Responsibility Best Practice Principles for TWSE Listed and TPEX Listed Companies and the operation needs of the Company, we move to amend the “Corporate Social Responsibility Best Practice Principles” in part. The Table of Mapping of the provisions after the amendment is exhibited on page. 40, Attachment IV.

Report no. 6

Subject: Amendments to the “Ethical Corporate Management Best Practice Principles” in part.

Explanation : According to the Ethical Corporate Management Best Practice Principles for TWSE Listed and TPEX Listed Companies and the operation needs of the Company, we move to amend the “Ethical Corporate Management Best Practice Principles” in part. The Table of Mapping of the provisions after the amendment is exhibited on page. 41-47, Attachment V.

II. Proposals

Proposal No. 1

Subject : 2019 Business Report and Financial Statements (Proposed by the Board)

Explanation : (I) The 2019 Business Report and Financial Statements were passed by the Board. The Financial Statements were audited by CPAs Lee Tian-Yi and Chiang Tsai-Yan of PwC Taiwan . The aforementioned Financial Statements and Business Report have been referred to the Auditing Committee for review, with their issuance of the Review Report on file.

(II) Attached are the Business Report (page 12-14, Attachment I), Auditor's Report (page 17-21, and page 30-34, Attachment III), and Financial Statements (page. 22-29, and page. 35-39, Attachment III), for recognition.

Resolution:

Proposal No. 2

Subject: Proposal for Distribution of 2019 Profits. (Proposed by the Board of Directors)

Explanation : (I) The Articles of Incorporation of the Company requires that earnings should be distributed semi-annually. The Board resolved not to distribute earnings in the first half of 2019, and accumulate the earnings for distribution to the second half of the year.

(II) The proposal for the distribution of earnings in 2019 has been passed by the Board and referred to the Auditing Committee for review.

(III) The proposal for the distribution of earnings in 2019 is specified as follows:

Winstek Semiconductor Co., Ltd.	
Profit Distribution Table	
2019	
	Unit: NT\$
Unappropriated retained earnings at the beginning of the period	2,007,030,698
Add: Net income after tax for the current year	567,643,012
Less: Changes in actuarial gains and losses for the year 2019	(5,774,074)
Less: Appropriated Statutory reserves	(56,186,894)
Less: Appropriation for special reserve	(45,854,444)
Distributable net profit	2,466,858,298
Distributable items:	
Less: Dividend to shareholders - Cash	(204,392,489)
(Current number of outstanding shares: 136,261,659 shares at NT \$1.50 per share)	
Shareholders' Dividends and bonus - stocks	0
Unappropriated retained earnings	2,262,465,809

Chairman of the Board:

General Manager:

Main Accountant:

(IV) Request for recognition.

Resolution:

III. Discussion Items

Matters for Deliberation No. 1

Subject: Amendments to the “Articles of Incorporation” in part. (Proposed by the Board)

Explanation: (I) We propose to amend the “Articles of Incorporation” of the Company in part for the operating needs of the Company and in response to the amendments to the applicable laws. The table of mapping of provisions after amendment is exhibited in this handbook (page. 48-58, Attachment VI).

(II) Presented for discussed

Resolution:

Matters for Deliberation No. 2

Subject: Amendments to the “Parliamentary Procedures for Shareholders Meeting” in part. (Proposed by the Board)

Explanation: (I) We propose to amend the “Parliamentary Procedure for Shareholders Meeting” in part for the operating needs of the Company. The table of mapping of provision after amendment is exhibited in this handbook (page. 59-61, Attachment VII).

(II) Presented for discussion

Resolution:

Matters for Deliberation No. 3

Subject: Amendments to the “Regulations Governing the Election of Directors” in part (Proposed by the Board)

Explanation: (I) We propose to amend the “Regulations Governing the Election of Directors” in part for the operating needs of the Company. The table of mapping of provision after amendment is exhibited in this handbook (page. 62-63, Attachment VIII).

(II) Presented for discussion

Resolution:

IV. Election

Subject: Election of a new Board of Directors (Proposed by the Board)

Explanation: (I) The tenure of the Directors (including Independent Directors) for the present term will expire on 2020.11.14. An election in advance is held in the regular session of the 2020 Shareholders’ Meeting.

(II) 9 candidates will be elected to the seats of Directors (including 3 seats of Independent Directors) in this election. The newly elected Directors will assume office immediately after the adjournment of this session of the Shareholders Meeting. Each has a tenure of 3 years from 2020.06.09 to 2023.06.08.

(III) According to the Articles of Incorporation of the Company, the candidate nomination system is adopted by the Company in the election of Directors for this instance. Shareholders shall elect the candidates on the nomination list. The election of Independent Directors will be held simultaneously and the votes will be counted to determine the winners.

(IV) For information on the list of candidates to the seats of Directors, their education, experience and the proportion of shareholdings, refer to page. 64-65 of this handbook, Attachment IX.

(V) Vote in the election is asked.

Election Results:

V. Others for Discussion

Subject: lifting the ban on competition of the newly elected Directors and representatives for discussion.

(Proposed by the Board)

Explanation : (I) Pursuant to Article 209 of the Company Act, “A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.”

(II) Where the newly elected Directors and representatives may also hold positions as Directors of other companies engaged in the same or similar scope of business of the Company, we ask the Shareholders' Meeting to lift the ban of these new Directors and representatives on competition pursuant to Article 209 of the Company Act so that the business of the Company can be developed smoothly without causing any damage to its interest. Supplementary information on the scope and content will be provided before proceeding to discussion on this motion.

(III) Presented for discussion.

Resolution :

VI. Questions and Motions

VII. Adjournment

Attachment 1

Winstek Semiconductor Co., Ltd.

2019 Business Report

Clouded by the US-China trade war, the growth in the global demand market was hampered. According to a statistical report released by WSTS in January 2020, the global semiconductor market in the second half of 2019 fell by 12.1% mainly due to the excessive production capacity and inventory level of memory. However, the IC industry of Taiwan continued to grow in volume and value due to the demand of smart phone, high performance computing, 5G and IoT chips. Likewise, high-end products triggered the strong demand for advanced production process, which helped to stimulate a higher proportion of production of 7nm products. In addition, the 55/56 nm and 80/90 nm TDDI panel driver IC, the 40 nm and 28 nm OLED panel driver IC showed momentous growth by volume. In the area of special production process, the increase of orders for components such as panel and 5G related power control IC, matching with 3D Time of Flight (ToF) function and the CMOS Image Sensor (CIS) has boosted the production capacity of the 8" plants. According to the statistics released by ITRI, the production value of the IC industry in Taiwan amounted to NT\$2,665.56 billion in 2019, which was an increase of 1.7% from the same period of 2018. Production value of the IC packaging sector amounted to NT\$346.3 billion, which was an increase of 0.5% from the same period of 2018. Production value of the IC testing sector amounted to NT\$154.4 billion or an increase of 4.0% from the same period of 2018.

With the support of all personnel and customers, the , the result of operation performance of the Company in last year is specified below:

- I. In 2019, the Company had consolidated revenue of NT\$2.94 billion, which was an increase of 2.4% from NT\$2.87 billion in the same period of the previous year. Net income in 2019 amounted to NT\$570 million, which was an increase of NT\$240 million from NT\$330 million in the same period of the previous year. Earnings per share in 2019 amounted to NT\$4.17, which was an increase of NT\$1.75 from NT\$2.42 of the previous year.
- II. Budget execution: the Company did not disclose any financial forecast in 2019.

Financial structure, ability to repay debts, and profitability analysis

The financial structure of the Company is sound and stable. The analysis of financial structure, ability to repay debt, and profitability is shown below:

Items		Individual Financial Statements		Consolidated Financial Statements	
		2019	2018	2019	2018
Financial Structure	Debt-to-asset ratio (%)	11.2%	10.3%	23.8%	20.9%
	Long-term capital to fixed asset ratio (%)	689.4%	696.6%	259.1%	251.3%

Debt-paying Ability	Current ratio (%)	360.8%	418.3%	473.1%	671.6%
	Quick Ratio (%)	355.8%	402.5%	461.3%	648.5%
Profitability	Return on assets (%)	10.8%	6.7%	9.5%	5.9%
	Return on shareholders' equity (%)	12.0%	7.4%	12.0%	7.4%
	Net profit margin (%)	44.7%	30.4%	19.3%	11.5%
	Earnings per share (NTD)	4.17	2.42	4.17	2.42

The condition of Research and Development

With the purpose of matching the terminal application market demand and of maintaining the close relationship with our customers, the Company will invest in advanced testing and packaging technology for the high-end new products applications such as the data center and server, automotive electronics, artificial intelligence, smart family, Internet of things, smart voice, biological wafer, health measurement wafer, wireless charging wafer and 5G applications, and so on. In supporting the product needs of customers, the Company will spare no effort in the development of FCCSP and WLCSP process for the customers a complete set of rear-end service.

Business Strategy and Policy for This Year

The Company will continue its focus on semiconductor packaging and testing and keeping up the close cooperation with customers in advanced technology. Further to maintaining positive and stable relation with major customers in existence, the Company will directly provide service to the existing end customers and continue the partnership after the expiration of the 5-year agreement with STATS ChipPAC Ltd. on technical service.

We will integrate resources to strengthen operation performance and actively engaged in the research and development of new production process, and to provide full-range testing and packaging capacity in one-stop service so as to reduce production cost and improve production efficiency. This will help t maximum capacity efficiency. We also seek to develop new customers to increase the proportion of revenue from new business for assurance of profitability and sustainable development of the enterprise.

Impact of external environmental, regulatory and overall business environment

The negotiation regarding the China-US trade war seemed to be promising in the short run that macroeconomic development becomes stable. The demand for heterogeneous integrations of chips continued to thrive under the demand for advanced AI for terminal products and the IoT related applications. Taiwan is well seasoned in IC packaging and testing with a variety of production lines that could sufficiently meet the demand for integration of terminal chips in production capacity and technology level. This is indeed an opportunity for the development of the semi-conductor industry of Taiwan.

In China, the development of the semiconductor industry has been stimulated by the China-US trade war that they tend to accelerate their paces. As such, the semiconductor industry of China intensified to attract good people from benchmark enterprises in semiconductor industry all over the world. This will bring about influence on the industry in the future.

The China-US trade war seemed to be ameliorated in this year that macroeconomic development is expected to be stable again. The rebound of the sale of terminal products and the advanced packaging and testing capacity and the heterogeneous chips integration, packaging and testing technology of Taiwan is second to none in the world that could satisfy the needs of high integration and high performance of chips for terminal electronic products worldwide. The outbreak of COVID-19 mired the demand in the first half of the year. Yet, the growth in demand for wafer grade packaging and

testing in Taiwan is expected to be promising.

Thank you for continuous support and encouragement from all shareholders to the Company. We will adhere to the strategy of consistently seeking for development steadily to strike for the best interests of the Company and live up to the expectations of our shareholders. Wish all shareholders, ladies and gentlemen

Good health and good luck
Chairman of the board:

Manager:

Accountant Officer

Attachment 2

Winstek Semiconductor Co., Ltd.

Audit Committee's Audit Report

The board of directors has prepared the Company's 2019 Business Report, Proposal for Profit Distribution, Consolidated Financial Report and Individual Financial Report. The Consolidated Financial Report and the Individual Financial Report has been audited by CPA Li Tien I and Chiang Ts'ai Yen of PwC Taiwan. The aforementioned Business Report, Proposal for Profit Distribution, Consolidated Financial Report and Individual Financial Report, etc., have been reviewed and have not been found to be inconsistent by the Audit Committee, thus we hereby submit a report pursuant to the provisions of Article 14-4 of the Securities Exchange Act and Article 219 of the Company Law of the Republic of China. Please proceed to review and approve.

2020 Annual Meeting of Shareholders of the Company

Independent Director: Lin Min K'ai

Independent Director: Wei Jên Yü

Independent Director: Wen-chou Vincent Wang

March 9, 2020

Attachment 3

Winstek Semiconductor Co., Ltd.

Consolidated Financial Statements for Affiliated Companies

In year of 2019 (from January 1, 2019 to December 31, 2019), the related entities that are required to be included in the preparation of the consolidated financial statements of the Company, under the “Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” are the same as those defined in International Financial Reporting Standards (IFRS) No. 10 "Consolidated Financial Statements." In addition, the information which shall be disclosed in the combined financial statements of affiliated companies is included in the consolidated financial statements of the parent company. Consequently, there will be no separate preparation of combined financial statements of affiliated companies.

As hereby declared

Company Name: Winstek Semiconductor Co., Ltd.

Person in Charge: Huang Hsing-Yang

March 9, 2020

Independent Auditors' Report

(109) TWSE Review No. 19002675

Winstek Semiconductor Co., Ltd. Company seal:

Audit Opinion

The consolidated balance sheet on December 31, 2019 and December 31, 2018 consolidated composite income sheet, consolidated statement of changes in equity, combined statement of cash flows from January 1, 2018 to December 31, 2019, and the notes to the consolidated financial statements (including the summary of material accounting policies) of Winstek Semiconductor Co., Ltd. and Subsidiaries (hereinafter referred to as "Winstek Group"), have been audited by CPA.

In our opinion, all the material items prepared in these consolidated financial statements are in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers," and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), interpretations and interpretation announcements recognized by the Financial Supervisory Commission (FSC). Therefore, they are able to properly express the consolidated financial status of Winstek Group as of December 31, 2018 and December 31, 2017 and consolidated financial performance and consolidated cash flows from January 1, 2018 to December 31, 2019.

Basis of Audit Opinion

We have performed the auditing work in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and auditing standards generally accepted in the ROC. Below, our CPAs will further explain the responsibilities auditors shall execute during the audit of consolidated financial statements under the above principles. The personnel of our accounting firm who are subject to independent regulations have acted in accordance with the ROC CPA Code of Professional Ethics to remain highly neutral from Winstek Group, while fulfilling other duties set forth in the said Code. We are convinced that we have acquired enough and appropriate audit evidence to serve as the basis of the auditor's opinion.

Key Audit Matters

The key audit matters refer to those most material items when auditing the combined financial statements of the year 2019 of Winstek Group, based on the professional judgment of the CPA. The said matters have been expressed when we audited the consolidated financial statements and when we established the auditor's opinion. We will not express any personal opinion on any of the matters.

The key audit matters of the consolidated financial statements of the year 2019 of Winstek Group are as follows:

Audits of Real Estate, Plant, and Equipment Capitalization

Matter description

Winstek Semiconductor Co., Ltd. and Subsidiaries increase capital expenditures along with their operations. Please refer to Note 4 (XIII) of the consolidated balance sheet for accounting policies related to items of real estate, plants, and equipment and Note 6(V) for description of items related to real estate, plants, and equipment. The amount of capital expenditure of real estate, plants, and equipment in this year is significant, and therefore, the CPA listed audits of real estate, plant, and equipment capitalization as key matters.

Corresponding auditing procedures

The auditor conducted main audit procedures towards the said key audit matters including:

1. Evaluation and testing of effectiveness time points of relevant control of additional procurement and depreciation of real estate, plant, and equipment and audit relevant procurement orders and invoices to confirm proper approval of transactions and accuracy of account amounts; audit and accept relevant forms to confirm time appropriation of availability of asset utilization and property inventory and accuracy of depreciation allocated.

Other matters- Individual financial report

Winstek Semiconductor Co., Ltd. has prepared the individual financial report of the year 2018 and 2019, and the CPA has issued the unqualified audit report with other matters for future

reference.

The responsibility of the management and governance units for the consolidated financial statements

The responsibility of the management was to establish financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers," and IFRS, IAS, interpretations and interpretation announcements recognized by the FSC, to properly indicate the company's financial status and also to maintain necessary internal control with regard to establishment of consolidated financial statements to ensure such financial statements did not contain any false contents as a result of fraudulence or mistakes.

When preparing the consolidated financial statements, the management is also responsible for the assessment of Winstek Group's ability on going concern, the disclosure of relevant matters, the adoption of the accounting base for going concern, unless the management intends to proceed with the liquidation to Winstek Group or to discontinue its operations, or has no other practical alternative solutions except for liquidation or closure.

The governing body of Winstek Group (including the Audit Committee) had the responsibility to supervise the financial reporting process.

The responsibility of CPAs when auditing Consolidated Financial Statements

Our objective when auditing the consolidated financial statements was to ascertain whether they contained any false contents as a result of fraudulence or mistakes and whether they were reasonably reliable and issue the auditor's report. Reasonably reliable means highly reliable. However, auditing work carried out in accordance with commonly accepted ROC audit guidelines cannot guarantee detection of significant false contents in parent company only financial statements. Misstatements could be caused by fraud or error. If the individual amounts or sums that false contents involved could be reasonably expected to affect the financial decision making of users of consolidated financial statements such false contents would be considered significant.

We conducted the auditing work according to audit standards generally accepted in the ROC and also exercised our profession judgment and remained professionally skeptical. We

have also executed the following tasks:

1. Identifying and evaluating likely risks from significant false contents in the consolidated financial statements as a result of fraudulence of errors, designing and executing proper counter measures against the risks identified, and also establishing sufficient and appropriate audit evidence to serve as the basis of the auditor's report. As fraudulence can involve conspiracy, forgery, intentional omissions, false statements or transgressions of internal control, the risk of failing to detect significant false contents resulting from fraudulence is higher than the risk of failing to identify those coming from errors.
2. Obtaining necessary understanding of internal controls relevant to the audit, in order to design appropriate audit procedures in the circumstances, but the purpose is not to express an opinion on the effectiveness of internal controls of Winstek Group.
3. Evaluating the appropriateness of the accounting policy adopted by the management and the reasonableness of the accounting assessment and related disclosures made accordingly.
4. Based on the audit evidence obtained, conclusions are drawn on the appropriateness of the management's continuing adoption of the going concern accounting foundation and whether there was any significant doubt (in the events or circumstances) about the capacity of Winstek Group to remain in operation or whether any significant uncertainty existed. If we thought such doubt or significant uncertainty existed, we had to point it out in the auditor's report to remind users of the consolidated financial statements to look out for related disclosures in the consolidated financial statements to revise out audit opinion if such disclosures were considered inappropriate. Our conclusion was established according to the audit evidence obtained before the deadline for the auditor's report. However, future events or circumstances may result in Winstek Group no longer being able for going concern.
5. Evaluating the overall expression, structure and contents of the consolidated financial statements (including related notes) and whether the consolidated financial statements could appropriately express related transactions and events.
6. Obtaining sufficient and appropriate audit evidence with regard to the finance of the individual entities in the group to establish our opinion about the consolidated financial

statements. We were responsible for guiding, supervising, and executing the audit work for the group and also establishing the auditor's opinion.

We communicated with governance units about the planned audit range and time and important audit discoveries (including significant internal control defects found during the audit process).

We provided governance units with a statement assuring the personnel of our accounting firm who are subject to independent regulations had acted according to the ROC CPA Code of Professional Ethics to remain neutral and also communicate with them about the all relations and other matters (including related preventive measures) that could affect the independence of CPAs.

Based on the result of our discussion with the governance body, we decided the key audit matters when auditing the 2019 consolidated financial statement of Winstek Group. We have clearly described the said matters in the auditor's report except certain matters whose public disclosure is prohibited by law or certain matters we decided not to mention under some extremely rare circumstances because disclosure of such matters can be reasonably expected to lead negative effects that would be greater than public good they might benefit.

PwC Taiwan

Li Tien-I

Certified public accountant

Chiang Tsai-Yen

Financial Supervisory Commission (FSC)

Approved certificate No. 1020028992

FSC Approved Certificate No. 1060025097

March 9, 2020

Winstek Semiconductor Co., Ltd. and Subsidiaries

Consolidated Balance Sheet

December 31, 2018 and 2019

Unit: NT\$ thousand

Assets	Notes	December 31, 2019		December 31, 2018		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 431,419	7	\$ 1,275,492	22
1136	Financial assets measured at amortized cost - current	6(2)	2,469,160	39	1,458,175	25
1140	Contract assets - current	5(2) and 6(15)	20,401	-	13,161	-
1170	Net accounts receivable	6(3)	1,156,714	18	751,857	13
1180	Accounts receivable from related parties (net)	6(3) and 7	117	-	118	-
1200	Other receivables from subsidiaries		8,042	-	5,631	-
130X	Inventory	6(4)	78,900	1	74,851	2
1479	Other current assets - others		41,895	1	57,670	1
11XX	Total current assets		<u>4,206,648</u>	<u>66</u>	<u>3,636,955</u>	<u>63</u>
Non-current assets						
1535	Financial assets measured at amortized cost - non-current	6(2) and 8	20,700	-	19,700	-
1600	Property, plant, and equipment	6(5) and 8	2,101,684	33	2,084,149	36
1755	Right-of-use asset	6(6)	31,417	-	-	-
1780	Intangible assets	6(8)	32,132	1	20,815	1
1840	Deferred income tax assets	6(21)	19,676	-	14,604	-
1920	Refundable deposits		3,788	-	3,788	-
15XX	Total non-current assets		<u>2,209,397</u>	<u>34</u>	<u>2,143,056</u>	<u>37</u>
1XXX	Total assets		<u>\$ 6,416,045</u>	<u>100</u>	<u>\$ 5,780,011</u>	<u>100</u>

(To be continued on next page)

Winstek Semiconductor Co., Ltd. and Subsidiaries

Consolidated Balance Sheet

December 31, 2018 and 2019

Unit: NT\$ thousand

Liability and shareholder's equity	Notes	December 31, 2019		December 31, 2018	
		Amount	%	Amount	%
Current liability					
2170	Accounts payable	\$ 71,808	1	\$ 45,925	1
2180	Account payable-related parties	803	-	-	-
2200	Other payables	430,014	7	211,553	3
2220	Other payables - related parties	9	-	484	-
2230	Current income tax liabilities	134,774	2	57,316	1
2250	Liability reserve - current	2,794	-	8,017	-
2280	Lease obligations—current	27,085	1	-	-
2320	Long-term liabilities due within one year or one operating cycle	82,500	1	105,000	2
2399	Other current liabilities - others	139,347	2	113,213	2
21XX	Total current liabilities	<u>889,134</u>	<u>14</u>	<u>541,508</u>	<u>9</u>
Non-current liability					
2540	Long-term loans	607,500	10	638,269	11
2570	Deferred income tax liabilities	4,020	-	5,449	-
2580	Lease obligations—non-current	1,638	-	-	-
2640	Net defined benefit liability - non-current	21,216	-	16,831	1
2670	Other non-current liabilities – others	3,541	-	3,543	-
25XX	Total non-current liabilities	<u>637,915</u>	<u>10</u>	<u>664,092</u>	<u>12</u>
2XXX	Total liabilities	<u>1,527,049</u>	<u>24</u>	<u>1,205,600</u>	<u>21</u>
Equity					
Capital					
3110	Capital from ordinary share	1,362,617	21	1,362,617	24
Capital reserve					
3200	Capital surplus	366,243	6	366,243	6
Retained earnings					
3310	Legal reserve	637,091	10	604,109	10
3320	Special reserve	-	-	67,932	1
3350	Undistributed earnings	2,568,899	40	2,135,595	37
Other equity					
3400	Other equity	(45,854)	(1)	37,915	1
3XXX	Total equity	<u>4,888,996</u>	<u>76</u>	<u>4,574,411</u>	<u>79</u>
Material commitments and contingencies					
Significant subsequent events					
3X2X	Total liabilities and equity	<u>\$ 6,416,045</u>	<u>100</u>	<u>\$ 5,780,011</u>	<u>100</u>

The notes to the combined financial statements attached is part of the combined financial report for your reference.
Chairman of the Board: Huang Hsing-Yang Manager: Chih-Li Weng Accounting Officer: Kui-Chu Liu

Winstek Semiconductor Co., Ltd. and Subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31 of 2018 and 2019

Unit: NT\$ thousand

(except for unit of earnings per share which is NTD)

Items	Notes	2019		2018	
		Amount	%	Amount	%
4000 Revenue	6(15)and 7	\$ 2,942,669	100	\$ 2,869,643	100
5000 Operating cost	6(4)	(2,059,476)	(70)	(2,208,110)	(77)
5950 Net gross profit		883,193	30	661,533	23
Operating expenses	6(19) and (20)				
6100 Selling expenses		(26,352)	(1)	(31,008)	(1)
6200 General and administrative expenses		(185,295)	(6)	(179,739)	(6)
6300 Research and development expenses		(15,930)	(1)	(14,946)	(1)
6000 Total operationing expenses		(227,577)	(8)	(225,693)	(8)
6900 Operating profit		(655,616)	(22)	(435,840)	(15)
Non-operating income and expenses					
7010 Other income	6(16)	45,453	2	26,618	1
7020 Other gains and losses	6(17)	54,587	2	18,328	1
7050 Financing cost	6(18)	(15,023)	(1)	(24,574)	(1)
7000 Total non-operating income and expenses		85,017	3	20,372	1
7900 Profit before tax		740,633	25	456,212	16
7950 Income tax expense	6(21)	(172,990)	(6)	(126,392)	(5)
8200 Net profit of this period		\$ 567,643	19	\$ 329,820	11

(To be continued on next page)

Winstek Semiconductor Co., Ltd. and Subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31 of 2018 and 2019

Unit: NT\$ thousand

(except for unit of earnings per share which is NTD)

Items	Notes	2019		2018	
		Amount	%	Amount	%
Other comprehensive gain or loss					
Items that will not be reclassified to profit or loss:					
8311 Remeasurements of defined benefit plans	6(11)	(\$ 5,775)	-	(\$ 3,696)	-
8310 Total amount of items that will not be reclassified subsequently to profit or income		(5,775)	-	(3,696)	-
Items that may be reclassified to profit or loss					
8361 Foreign currency translation difference of financial statements of overseas business units		(83,769)	(3)	105,847	4
8360 Total amount of items that may be reclassified subsequently to profit of loss		(83,769)	(3)	105,847	4
8500 Total consolidated profit/loss for the current period		<u>\$ 478,099</u>	<u>16</u>	<u>\$ 431,971</u>	<u>15</u>
Profit attributable to:					
8610 Owners of parent		<u>\$ 567,643</u>	<u>19</u>	<u>\$ 329,820</u>	<u>11</u>
Total comprehensive income attributable to:					
8710 Proprietors of parent company		<u>\$ 478,099</u>	<u>16</u>	<u>\$ 431,971</u>	<u>15</u>
Earnings per share	6(21)				
9750 Basic earnings per share		<u>\$</u>	<u>4.17</u>	<u>\$</u>	<u>2.42</u>
9850 Diluted earnings per share		<u>\$</u>	<u>4.11</u>	<u>\$</u>	<u>2.39</u>

The notes to the combined financial statements attached is part of the combined financial report for your reference.
Chairman of the Board: Huang Hsing-Yang Manager: Chih-Li Weng Accounting Officer: Kui-Chu Liu

Winstek Semiconductor Co., Ltd. and Subsidiaries
Consolidated Statement of Changes in Equity
January 1 to December 31 of 2018 and 2019

Unit: NT\$ thousand

	Notes	Equity attributable to owners of parent company					The balance of translation of the financial statements of foreign operating institutions	Total equity
		Share	Capital surplus	Legal capital reserve	Special capital reserve	Retained earnings		
<u>2018</u>								
Balance as of January 1, 2018		\$ 1,362,617	\$ 366,243	\$531,343	\$ -	\$ 2,118,026	(\$ 67,932)	\$ 4,310,297
Effects of retrospective application and retrospective restatement		-	-	-	-	9,283	-	9,283
The balance after retrospective application on January 1, 2018		<u>1,362,617</u>	<u>366,243</u>	<u>531,343</u>	<u>-</u>	<u>2,127,309</u>	<u>(67,932)</u>	<u>4,319,580</u>
Net income in current period		-	-	-	-	329,820	-	329,820
Other comprehensive profit and loss in current period	6(11)	-	-	-	-	(3,696)	105,847	102,151
Total comprehensive gain or loss in current period		-	-	-	-	326,124	105,847	431,971
Annual appropriation of net income and allocation of the year 2017								
Appropriated as statutory surplus reserve		-	-	72,766	-	(72,766)	-	-
Appropriated as special surplus reserve		-	-	-	67,932	(67,932)	-	-
Cash dividend	6(14)	-	-	-	-	(177,140)	-	(177,140)
Balance as of December 31, 2018		<u>\$ 1,362,617</u>	<u>\$ 366,243</u>	<u>\$604,109</u>	<u>\$ 67,932</u>	<u>\$ 2,135,595</u>	<u>\$ 37,915</u>	<u>\$ 4,574,411</u>

(To be continued on next page)

Winstek Semiconductor Co., Ltd. and Subsidiaries

Consolidated Statement of Changes in Equity
January 1 to December 31 of 2018 and 2019

Unit: NT\$ thousand

	Notes	Equity attributable to owners of parent company						Total equity
		Share	Capital surplus	Legal capital reserve	Retained earnings		The balance of translation of the financial statements of foreign operating institutions	
					Appropriated as special capital reserve	Retained earnings		
<u>2019</u>								
Balance as of January 1, 2019		\$ 1,362,617	\$ 366,243	\$604,109	\$ 67,932	\$ 2,135,595	\$ 37,915	\$ 4,574,411
Net income in current period		-	-	-	-	567,643	-	567,643
Other comprehensive profit and loss in current period	6(11)	-	-	-	-	(5,775)	(83,769)	(89,544)
Total comprehensive gain or loss in current period		-	-	-	-	561,868	(83,769)	478,099
Annual appropriation of net income and allocation of the year 2018								
Appropriated as Legal reserve		-	-	32,982	-	(32,982)	-	-
Cash dividend	6(14)	-	-	-	-	(163,514)	-	(163,514)
Special reserve reversal		-	-	-	(67,932)	67,932	-	-
Balance as of December 31, 2019		\$ 1,362,617	\$ 366,243	\$637,091	\$ -	\$ 2,568,899	(\$ 45,854)	\$ 4,888,996

The notes to the combined financial statements attached is part of the combined financial report for your reference.

Chairman of the Board: Huang Hsing-Yang Manager: Chih-Li Weng Accounting Officer: Kui-Chu Liu

Winstek Semiconductor Co., Ltd. and Subsidiaries
Consolidated Statement of Cash Flow
January 1 to December 31 of 2018 and 2019

Unit: NT\$ thousand

Note	January 1 To December 31, 2019	January 1 To December 31, 2018
<u>Cash flow from operating activities</u>		
	\$ 740,633	\$ 456,212
Adjusted items		
Income and expense items		
Depreciation expenses	6(5), 6(6), and 6(19) 755,958	669,391
Amortization expenses	6(8), and 6(19) 6,848	6,394
Interest expense	6(6) and 6(18) 15,023	24,574
Interest income	6(16) (44,990)	(25,172)
Disposition of plant, property, and equipment	6(17) and 7 (57,320)	(14,120)
Changes in assets and liabilities relating to operating activities		
Net change in assets relating to operating activities		
Contract assets	(7,620)	(3,680)
Accounts receivable	(428,847)	377,828
Accounts receivable - related parties	1	(118)
Other receivables	(107)	442,207
Inventory	(6,022)	358
Other current assets - other	15,262	(2,593)
Net change in liabilities relating to operating activities		
Accounts payable	27,789	(81,927)
Account payable-related parties	803	-
Other payables	46,124	(115,296)
Other payables - related parties	(475)	484
Provisions	(5,210)	528
Other current liabilities	27,447	5,192
Net defined benefit liabilities	(1,388)	(859)
Other noncurrent liabilities	1	1,039
Cash flow from operating activities	1,083,910	1,740,442
Interest income received	42,536	24,450
Interest paid	(14,944)	(20,372)
Income tax paid	(97,781)	(215,786)
Net cash flow from operating activities	1,013,721	1,528,734

(To be continued on next page)

Winstek Semiconductor Co., Ltd. and Subsidiaries
Consolidated Statement of Cash Flow
January 1 to December 31 of 2018 and 2019

Unit: NT\$ thousand

Notes	January 1 To December 31, 2019	January 1 To December 31, 2018
<u>Cash flow from investment activities</u>		
Increase in financial assets measured at amortized cost	(\$ 5,581,004)	(\$ 4,686,976)
Decrease in financial assets measured at amortized cost	4,545,606	4,611,663
Acquisition of property, plant, and equipment	6(24) and 7 (518,013)	(628,586)
Intangible assets acquired	6 (8) (18,491)	(3,733)
Disposal of property, plant, and equipment	60,996	24,468
Decreases in refundable deposits	-	766
Net cash flow from investing activities (out)	(1,510,906)	(682,398)
<u>Cash from financing activities</u>		
Short-term loans borrowed	6(25) -	1,000,000
Repayment of short term loans	6(25) -	(1,000,000)
Long-term loans borrowed	6(25) 480,000	1,041,750
Long-term loans repaid	6(25) (540,000)	(1,315,793)
Release principal repayment	6(24) (112,256)	-
Increases in guarantee deposits	6(25) 38	72
Decreases in guarantee deposits	6(25) (33)	(65)
Cash dividends paid	6(14) (163,514)	(177,140)
Net cash flow from financing activities (out)	(335,765)	(451,176)
Impacts on cash and cash equivalents from changes in exchange rates	(11,123)	30,650
Amount of cash and cash equivalents(decrease) increase	(844,073)	425,810
Cash and cash equivalents at beginning of year	6(1) 1,275,492	849,682
Cash and cash equivalents at end of year	6(1) \$ 431,419	\$ 1,275,492

The notes to the combined financial statements attached is part of the combined financial report for your reference.

Chairman of the Board: Huang Hsing-Yang Manager: Chih-Li Weng Accounting Officer: Kui-Chu Liu

Independent Auditors' Report
(109) TWSE Review No. 19002668

Winstek Semiconductor Co., Ltd. Company seal:

Audit Opinion

The Individual Balance Sheets as on December 31, 2018 and December 31, 2019; Individual Composite Income Statements, Individual Statement of Changes in Equity, Individual Statement of Cash Flows from January 1, 2018 to December 31 2018 and December 31, 2019; and the Notes to the Individual Financial Statements (including the Summary of Significant Accounting Policies) of Winstek Semiconductor Co., Ltd., have been audited by the certified public accountant (hereafter referred to as "CPA").

In the opinion of the CPA, all the material items prepared in the above mentioned Individual Financial Statements are in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers", which properly present the financial position of Winstek Semiconductor Co., Ltd. as of December 31, 2018 and December 31, 2019, and individual financial performance and individual cash flows from January 1, 2018 to December 31 2018 and in 2019.

Basis of Audit Opinion

We have performed the auditing work in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and auditing standards generally accepted in the ROC. Our CPAs will further explain the responsibilities auditors shall execute during the audit of Individual Financial Statements under the above principles. The personnel of our accounting firm who are subject to independent regulations have acted according to the ROC CPA Code of Professional Ethics to remain neutral from Winstek Semiconductor Co., Ltd. while fulfilling other duties set forth in the said Code. We are convinced that we have acquired enough and appropriate audit evidence to serve as the basis of the auditor's opinion.

Key Audit Matters

Key audit key matters refer to those most material key matters for the audit on the

Individual Financial Statements of the year 2019 of Winstek Semiconductor Co., Ltd., based on the professional judgment of the accountant. Such matters have been taken into account in audit of the overall Individual Financial Statements and have been considered to the formation of audit opinions, therefore the CPA is not giving any personal opinions on such key matters.

The key audit matters of the Individual Financial Statements of the year 2019 of Winstek Semiconductor Co., Ltd. are as followings:

Audits of Real Estate, Plant, and Equipment Capitalization

Matters descriptions

Winstek Semiconductor Co., Ltd. and Subsidiaries increase capital expenditures along with their operations. Please refer to Note 4 (XII) of the consolidated balance sheet for accounting policies related to items of real estate, plants, and equipment and Note 6(V) for description of items related to real estate, plants, and equipment. The amount of capital expenditure of real estate, plants, and equipment in this year is significant, and therefore, the CPA listed audits of real estate, plant, and equipment capitalization as key matters.

Corresponding auditing procedures

The auditor conducted main audit procedures towards the said key audit matters including: Evaluation and testing of effectiveness time points of relevant control of additional procurement and depreciation of real estate, plant, and equipment and audit relevant procurement orders and invoices to confirm proper approval of transactions and accuracy of account amounts; audit and accept relevant forms to confirm time appropriation of availability of asset utilization and property inventory and accuracy of depreciation allocated.

The responsibility of the management and governance units for the Individual Financial Statements

The responsibility of the management was to establish financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" to properly indicate the company's financial status and also to maintain necessary internal control with regard to establishment of Individual Financial Statements to ensure such financial

statements did not contain any false contents as a result of fraudulence or mistakes.

When preparing the Individual Financial Statements, the management is also responsible for the assessment of Winstek Semiconductor Co., Ltd.'s ability on going concern, the disclosure of relevant matters, the adoption of the accounting base for going concern, unless the management intends to proceed with the liquidation to Winstek Group or to discontinue its operations, or has no other practical alternative solutions except for liquidation or closure.

The governing body of Winstek Semiconductor Co., Ltd. (including the Audit Committee) had the responsibility to supervise the financial reporting process.

The responsibility of CPAs when auditing Individual Financial Statements

Our objective when auditing the parent company only financial statements was to ascertain whether they contained any false contents as a result of fraudulence or mistakes and whether they were reasonably reliable and issue the auditor's report. Reasonably reliable means highly reliable. However, auditing work carried out in accordance with commonly accepted ROC audit guidelines cannot guarantee detection of significant false contents in parent company only financial statements. Misstatements could be caused by fraud or error. If the individual amounts or sums that false contents involved could be reasonably expected to affect the financial decision making of users of Individual Financial Statements such false contents would be considered significant.

We conducted the auditing work according to audit standards generally accepted in the ROC and also exercised our profession judgment and remained professionally skeptical. We have also executed the following tasks:

1. Identifying and evaluating likely risks from significant false contents in the Individual Financial Statements as a result of fraudulence of errors, designing and executing proper counter measures against the risks identified, and also establishing sufficient and appropriate audit evidence to serve as the basis of the auditor's report. As fraudulence can involve conspiracy, forgery, intentional omissions, false statements or transgressions of internal control, the risk of failing to detect significant false contents resulting from fraudulence is higher than the risk of failing to identify those coming from errors.
2. Obtaining necessary understanding of internal controls relevant to the audit, in order to design appropriate audit procedures in the circumstances, but the purpose is not to express

an opinion on the effectiveness of internal controls of Winstek Semiconductor Co., Ltd.

3. Evaluating the appropriateness of the accounting policy adopted by the management and the reasonableness of the accounting assessment and related disclosures made accordingly.
4. Based on the audit evidence obtained, conclusions are drawn on the appropriateness of the management's continuing adoption of the going concern accounting foundation and whether there was any significant doubt (in the events or circumstances) about the capacity of Winstek Semiconductor Co., Ltd. to remain in operation or whether any significant uncertainty existed. If we thought such doubt or significant uncertainty existed, we had to point it out in the auditor's report to remind users of the Individual Financial Statements to look out for related disclosures in the Individual Financial Statements to revise our audit opinion if such disclosures were considered inappropriate. Our conclusion was established according to the audit evidence obtained before the deadline for the auditor's report. However, future events or circumstances may result in Winstek Semiconductor Co., Ltd. no longer being able to continue as a going concern.
5. Evaluating the overall expression, structure and contents of the Individual Financial Statements (including related notes) and whether the Individual Financial Statements could appropriately express related transactions and events.
6. Obtaining sufficient and appropriate audit evidence with regard to the financial statements of the individual entities in Winstek Semiconductor Co., Ltd. to establish our opinion about the Individual Financial Statements. We were responsible for guiding, supervising, and executing the audit work for the Company and also establishing the auditor's opinion.

We communicated with governance units about the planned audit range and time and important audit discoveries (including significant internal control defects found during the audit process).

We provided governance units with a statement assuring the personnel of our accounting firm who are subject to independent regulations had acted according to the ROC CPA Code of Professional Ethics to remain neutral and also communicate with them about the all relations and other matters (including related preventive measures) that could affect the independence of CPAs.

Based on the result of our discussion with the governance body, we decided the key audit matters when auditing the 2019 Individual Financial Statements of Winstek Semiconductor Co.,

Ltd. We have clearly described the said matters in the auditor's report except certain matters whose public disclosure is prohibited by law or certain matters we decided not to mention under some extremely rare circumstances because disclosure of such matters can be reasonably expected to lead negative effects that would be greater than public good they might benefit.

PwC Taiwan
Li Tien-I
Certified public accountant
Chiang Tsai-Yen

Financial Supervisory Commission (FSC)
Approved certificate No.: 1020028992
FSC Approved Certificate No. 1060025097
March 9, 2020

Winstek Semiconductor Co., Ltd.

Individual Balance Sheet

December 31, 2018 and 2019

Unit: NT\$ thousand

Assets	Notes	December 31, 2019		December 31, 2018		
		Amount	%	Amount	%	
Current asset						
1100	Cash and cash equivalents	6(1)	\$ 210,866	4	\$ 431,800	9
1136	Financial assets measured at amortized cost - current	6(2)	879,820	16	360,715	7
1140	Contract assets - current	5(2), and 6(15)	6,715	-	6,096	-
1170	Net accounts receivable	6(3)	279,199	5	\$ 239,101	5
1180	Accounts receivable from related parties (net)	6(3) and 7	32,434	1	118	-
1200	Other receivables		2,567	-	589	-
1210	Other accounts receivable - related parties	7	45,461	1	19,069	-
1410	Prepayments		1,066	-	-	-
1479	Other current assets - others		21,444	-	43,908	1
11XX	Total current assets		<u>1,479,572</u>	<u>27</u>	<u>1,101,396</u>	<u>22</u>
Non-current asset						
1535	Financial assets measured at amortized cost - non-current	6(2) and 8	12,000	-	12,000	-
1550	Investment under equity method	6(4)	3,239,569	59	3,271,369	64
1600	Property, plant, and equipment	6(5) and 8	708,503	13	694,059	14
1755	Right-of-use assets		30,648	1	-	-
1780	Intangible assets	6(8)	18,450	-	5,014	-
1840	Deferred income tax assets	6(21)	15,665	-	12,585	-
1990	Other non-current assets - others		1,723	-	1,723	-
15XX	Total non-current assets		<u>4,026,558</u>	<u>73</u>	<u>3,996,750</u>	<u>78</u>
1XXX	Total assets		<u>\$ 5,506,130</u>	<u>100</u>	<u>\$ 5,098,146</u>	<u>100</u>

(To be continued on next page)

Winstek Semiconductor Co., Ltd.

Individual Balance Sheet

December 31, 2018 and 2019

Unit: NT\$ thousand

Liability and shareholder's equity	Notes	December 31, 2019		December 31, 2018	
		Amount	%	Amount	%
Current liability					
2170	Accounts payable	\$ 1,125	-	\$ 1,131	-
2200	Other payables 6(9)	100,849	2	71,071	2
2220	Other payables - related parties 7	525	-	1,074	-
2230	Current income tax liabilities	134,774	2	57,316	1
2250	Liability reserve - current	1,278	-	2,761	-
2280	Lease obligations-current	26,290	-	-	-
2320	Long-term liabilities due within one year or one operating cycle 6(10)	60,000	1	60,000	1
2399	Other current liabilities - others	85,273	2	69,923	1
21XX	Total current liabilities	<u>410,114</u>	<u>7</u>	<u>263,276</u>	<u>5</u>
Non-current liability					
2540	Long-term loans 6(10)	180,000	3	240,000	5
2570	Deferred income tax liabilities 6(21)	744	-	183	-
2580	Lease obligations-non-current	1,638	-	-	-
2640	Net defined benefit liability - non-current 6(11)	21,217	1	16,831	-
2670	Other non-current liabilities – others	3,421	-	3,445	-
25XX	Total non-current liabilities	<u>207,020</u>	<u>4</u>	<u>260,459</u>	<u>5</u>
2XXX	Total liabilities	<u>617,134</u>	<u>11</u>	<u>523,735</u>	<u>10</u>
Equity					
Capital					
3110	Capital from ordinary share 6(12)	1,362,617	25	1,362,617	27
Capital reserve					
3200	Capital surplus 6(13)	366,243	7	366,243	7
Retained earnings					
3310	Legal reserve 6(14)	637,091	11	604,109	12
3320	Special reserve	-	-	67,932	1
3350	Undistributed earnings	2,568,899	47	2,135,595	42
Other equity					
3400	Other equity	(45,854)	(1)	37,915	1
3XXX	Total equity	<u>4,888,996</u>	<u>89</u>	<u>4,574,411</u>	<u>90</u>
Material commitments and contingencies					
Significant subsequent events					
3X2X	Total liabilities and equity	<u>\$ 5,506,130</u>	<u>100</u>	<u>\$ 5,098,146</u>	<u>100</u>

The notes to the combined financial statements attached is part of the combined financial report for your reference.

Chairman of the Board: Huang Hsing-Yang Manager: Weng Chih-Li Accounting Officer: Liu Kui-Chu

Winstek Semiconductor Co., Ltd.
Individual Statement of Comprehensive Income
January 1, to December 31, 2018 and 2019

Unit: NT\$ thousand
(Except for earnings per share)

Items	Notes	2019		2018	
		Amount	%	Amount	%
4000 Revenue	6(15), and 7	\$ 1,268,512	100	\$ 1,085,489	100
5000 Operating cost		(669,589)	(53)	(677,546)	(62)
5950 Net gross profit		<u>598,923</u>	<u>47</u>	<u>407,943</u>	<u>38</u>
Operating expenses	6(19) and (20)				
6100 Selling expenses		(10,433)	(1)	(13,730)	(1)
6200 General and administrative expenses		(102,345)	(8)	(94,940)	(9)
6300 Research and development expenses		(6,741)	-	(6,907)	(1)
6000 Total operational expenses		<u>(119,519)</u>	<u>(9)</u>	<u>(115,577)</u>	<u>(11)</u>
6900 Operating profit		<u>479,404</u>	<u>38</u>	<u>292,366</u>	<u>27</u>
Non-operating income and expenses					
7010 Other income	6(16)	9,927	1	4,849	-
7020 Other gains and losses	6(17)	44,809	3	11,066	1
7050 Financing cost	6(18)	(4,857)	-	(393)	-
7070 Shares of profit (loss) of subsidiaries, associates, and joint ventures accounted for using the equity method	6(4)	<u>165,193</u>	<u>13</u>	<u>120,002</u>	<u>11</u>
7000 Total non-operating income and expenses		<u>215,072</u>	<u>17</u>	<u>135,524</u>	<u>12</u>
7900 Profit before tax		<u>694,476</u>	<u>55</u>	<u>427,890</u>	<u>39</u>
7950 Income tax expense	6(21)	(126,833)	(10)	(98,070)	(9)
8200 Net profit of this period		<u>\$ 567,643</u>	<u>45</u>	<u>\$ 329,820</u>	<u>30</u>
Other comprehensive gain or loss					
Items that will not be reclassified to profit or loss:					
8311 Remeasurements of defined benefit plans	6(11)	(\$ 5,775)	-	(\$ 3,696)	-
8310 Total amount of items that will not be reclassified subsequently to profit or income		(5,775)	-	(3,696)	-
Items that may be reclassified to profit or loss					
8361 Foreign currency translation difference of financial statements of overseas business units	6(4)	(83,769)	(7)	105,847	10
8360 Total amount of items that may be reclassified subsequently to profit of loss		<u>(83,769)</u>	<u>(7)</u>	<u>105,847</u>	<u>10</u>
8500 Total comprehensive income		<u>\$ 478,099</u>	<u>38</u>	<u>\$ 431,971</u>	<u>40</u>
Earnings per share	6(22)				
9750 Basic earnings per share		<u>\$</u>	<u>4.17</u>	<u>\$</u>	<u>2.42</u>
9850 Diluted earnings per share		<u>\$</u>	<u>4.11</u>	<u>\$</u>	<u>2.39</u>

The notes to the combined financial statements attached is part of the combined financial report for your reference.

Chairman of the Board: Huang Hsing-Yang Manager: Weng Chih-Li Accounting Officer: Liu Kui-Chu

Winstek Semiconductor Co., Ltd.
Individual Statement of Changes in Equity
January 1, to December 31, 2018 and 2019

Unit: NT\$ thousand

	Notes	Retained earnings				Retained earnings	The balance of translation of the financial statements of foreign operating institutions	Total equity
		Share	Capital surplus	Legal capital reserve	Special capital reserve			
<u>2018</u>								
Balance as at January 1, 2018		\$ 1,362,617	\$ 366,243	\$ 531,343	\$ -	\$ 2,118,026	(\$ 67,932)	\$ 4,310,297
Effects of retrospective application and retrospective restatement		-	-	-	-	9,283	-	9,283
The balance after retrospective application on January 1, 2018		<u>1,362,617</u>	<u>366,243</u>	<u>531,343</u>	<u>-</u>	<u>2,127,309</u>	<u>(67,932)</u>	<u>4,319,580</u>
Net income in current period		-	-	-	-	329,820	-	329,820
Net income in current period	6(11)	-	-	-	-	(3,696)	105,847	102,151
Total comprehensive gain or loss in current period		-	-	-	-	326,124	105,847	431,971
Annual appropriation of net income and allocation of the year 2017								
Appropriated as Legal reserve		-	-	72,766	-	(72,766)	-	-
Appropriated as special surplus reserve		-	-	-	67,932	(67,932)	-	-
Cash dividend	6(14)	-	-	-	-	(177,140)	-	(177,140)
Balance as of December 31, 2018		<u>\$ 1,362,617</u>	<u>\$ 366,243</u>	<u>\$ 604,109</u>	<u>\$ 67,932</u>	<u>\$ 2,135,595</u>	<u>\$ 37,915</u>	<u>\$ 4,574,411</u>
<u>2019</u>								
Balance as of January 1, 2019		<u>\$ 1,362,617</u>	<u>\$ 366,243</u>	<u>\$ 604,109</u>	<u>\$ 67,932</u>	<u>\$ 2,135,595</u>	<u>\$ 37,915</u>	<u>\$ 4,574,411</u>
Net profit		-	-	-	-	567,643	-	567,643
Other comprehensive income	6(11)	-	-	-	-	(5,775)	(83,769)	(89,544)
Total amount of comprehensive income		-	-	-	-	561,868	(83,769)	478,099
2018 surplus distribution and allocation								
Legal reserve provision		-	-	32,982	-	(32,982)	-	-
Reversal of special reserve		-	-	-	(67,932)	67,932	-	-
Cash dividend	6(14)	-	-	-	-	(163,514)	-	(163,514)
Balance as of December 31, 2019		<u>\$ 1,362,617</u>	<u>\$ 366,243</u>	<u>\$ 637,091</u>	<u>\$ -</u>	<u>\$ 2,568,899</u>	<u>(\$ 45,854)</u>	<u>\$ 4,888,996</u>

The notes to the combined financial statements attached is part of the combined financial report for your reference.

Chairman of the Board: Huang Hsing-Yang Manager: Weng Chih-Li Accounting Officer: Liu Kui-Chu

Winstek Semiconductor Co., Ltd
Individual Statement of Cash Flow
January 1, to December 31, 2018 and 2019

Unit: NT\$ thousand

Notes	January 1 To December 31, 2019	January 1 To December 31, 2018
<u>Cash flow from operating activities</u>		
Current net profit before tax	\$ 694,476	\$ 427,890
Adjusted items		
Income expense items		
Depreciation expenses	6(5)(6)(19) 285,635	171,789
Amortization expenses	6(8)(19) 1,942	2,418
Interest expense	6(6)(18) 4,857	393
Interest income	6(16) (9,464)	(4,367)
Disposition of plant, property, and equipment	6(17) and (7) (54,492)	(10,755)
The share of gains and losses of subsidiaries recognized by the equity method	6(4) (165,193)	(120,002)
Changes in assets and liabilities relating to operating activities		
Net change in assets relating to operating activities		
Contract assets	(619)	(2,035)
Accounts receivable	(40,098)	(11,497)
Accounts receivable - related parties	(32,316)	(118)
Other receivables	(55)	390,482
Other accounts receivable--related parties	7,400	(863)
Prepayments	(1,065)	-
Other current assets – other	22,463	(4,789)
Net change in liabilities related to operating activities		
Accounts payable	(6)	(1,684)
Other payables	16,091	(113,687)
Other payables - related parties	(549)	413
Provisions	(1,483)	1,082
Other current liabilities	16,326	19,728
Net defined benefit liability	(1,388)	(861)
Other non-current liabilities	-	1,040
Cash flow from operating activities	<u>742,462</u>	<u>744,577</u>
Interest income received	7,541	5,223
Dividends received	6(4) 113,224	108,930
Interest paid	(4,866)	(347)
Income tax paid	(85,686)	(158,069)
Net cash inflow from operating activities	<u>772,675</u>	<u>700,314</u>
<u>Cash flow from investment activities</u>		
Increase in financial assets measured at amortized cost	(1,890,150)	(1,036,549)
Decrease in financial assets measured at amortized cost	1,371,045	1,164,448
Investment acquired based on equity method	-	(750,000)
Acquisition of property, plant, and equipment	6(24) (181,416)	(216,648)
Amount from disposal of property, plant and equipment	57,545	15,101
Intangible assets acquired	(15,378)	(881)
Decrease of refundable deposits	-	63
Net cash flow from investing activities (out)	<u>(658,354)</u>	<u>(824,466)</u>
<u>Cash from financing activities</u>		
Short-term loans borrowed	6(25) 30,000	300,000
Return of long-term borrowing	6(25) (90,000)	-
Amount returned for long-term borrowing	6(25) (111,308)	-
Increase in guarantee deposits	6(25) 8	6
Decrease in guarantee deposits	6(23)(25) (32)	(34)
Cash dividends paid	6(12) (163,514)	(177,140)
Net cash (outflow) inflow from financing activities	<u>(334,846)</u>	<u>122,832</u>
Impacts of exchange rate on cash and cash equivalents	(409)	-
Decrease in cash and cash equivalents for the current year	(220,934)	(1,320)
Cash and cash equivalents at beginning of year	6(1) 431,800	433,120
Cash and cash equivalents at end of year	6(1) <u>\$ 210,866</u>	<u>\$ 431,800</u>

The notes to the combined financial statements attached is part of the combined financial report for your reference.

Chairman of the Board: Huang Hsing-Yang Manager: Weng Chih-Li Accounting Officer: Liu Kui-Chu

Attachment 4

Winstek Semiconductor Co., Ltd.

Table of mapping of provisions of the Corporate Social Responsibility Best Practice Principles after amendments

Original Article	Articles after amendment	Explanation
None	Chapter I <u>Article 22 -1</u> Chapter II <u>The Company shall treat all customers or consumers of the products and services of the Company fairly and reasonably through entering of fair and trustworthy contracts, the obligation of attention and honesty, no exaggerated advertising for business solicitation, appropriateness of products and services, informing and disclosure, balance of remuneration and sale performance, protection of complaints, professional attitude of the sale personnel, and map out related action strategy and substantive measures.</u>	Amendment was made in response to legal requirement and operation needs.
Article 27 The Company shall assess the influence of its operation on the local community, and employ local people in the surrounding areas of company facilities appropriately so as to improve community identification. The Company shall participate in activities organized by civil organizations, charity groups, and local governments for community development and community education through commercial activities, donation in kind, corporate volunteer service, or other professional charity services for bolstering community development	Article 27 The Company shall assess the influence of its operation on the local community, and employ local people in the surrounding areas of company facilities appropriately so as to improve community identification. The Company shall invest its resources in organizations providing solutions to social or environmental problems through commercial mode or participate in activities organized by civil organizations, charity groups and local governments for community development and community education through equity investment, commercial activities, donation in kind, corporate volunteer service, or other professional charity services for bolstering community development.	Amendment was made in response to legal requirement and operation needs.

Attachment 5

Winstek Semiconductor Co., Ltd.

Table of mapping of provisions of Ethical Corporate Management Best Practice Principles after amendment

Original Article	Articles after amendment	Explanation
<p>Article 5 The Company should uphold the corporate philosophy of integrity, transparency and accountability to map out polices basing on ethics and set up the mechanisms for sound corporate governance and risk control to create an operation environment for sustainable development.</p>	<p>Article 5 The Company should uphold the corporate philosophy of integrity, transparency and accountability to map out polices basing on ethics <u>at the resolution of the Board</u> and set up the mechanisms for sound corporate governance and risk control to create an operation environment for sustainable development.</p>	<p>Amendment was made in response to legal requirement and operation needs.</p>
<p>Article 7 In mapping out preventive plans, the Company shall analyze business activities vulnerable to higher risk of unethical practices within the scope of operation, and intensify for the prevention of unethical practices. The policy for prevention of unethical practices of the Company shall cover at least the following: I. Offering and acceptance of bribes. II. Offering of illegal political donations. III. Unjustifiable charity donations or sponsorships. IV. Offering or acceptance of unjustifiable gifts, reception or other illicit benefits. V. Infringement of business secrets, trademarks, patents, copyrights or other intellectual property rights. VI. Engagement in unfair competition. VII. Direct or indirect damage to the rights, health, and safety of consumers or other stakeholders in the course of the research and development, procurement, manufacturing, offering or sale of products and services.</p>	<p>Article 7 The Company shall <u>developed the mechanisms of the assessment of the risk of unethical practices with routine</u> analysis and assessment of the business activities vulnerable to higher risk of unethical practices within the scope of operation <u>and to map out proper preventive plans with routine review the appropriateness and effectiveness of the plans.</u> The Company shall <u>consult the standards or guides commonly practiced at home and abroad.</u> to map out policy for prevention of unethical practices covering at least the following: I. Offering and acceptance of bribes. II. Offering of illegal political donations. III. Unjustifiable charity donations or sponsorships. IV. Offering or acceptance of unjustifiable gifts, reception or other illicit benefits. V. Infringement of business secrets, trademarks, patents, copyrights or other intellectual property rights. VI. Engagement in unfair competition. VII. Direct or indirect damage to the rights, health, and safety of consumers or other stakeholders in the course of the research and development, procurement, manufacturing, offering or sale of products and services.</p>	<p>Amendment was made in response to legal requirement and operation needs.</p>

Original Article	Articles after amendment	Explanation
<p>Article 8 The Company and its group enterprises and organizations shall explicitly state the policy of ethical corporate management in their internal codes and external documents. The Board and the management shall fulfill the promise stated in the ethical corporate management policy and practice in internal management and business activities.</p>	<p>Article 8 <u>The Company shall demand the Directors and senior management to declare the statement of compliance with the ethical corporate management policy, and also demand the employees to duly observe the ethical corporate management policy as a condition of employment.</u> The Company and its group enterprises and organizations shall explicitly state the preventive plans in their internal codes, external documents and the company website The Board and the management shall fulfill the promise stated in the ethical corporate management policy and practice in internal management and business activities. <u>The Company shall properly keep documented information on the ethical corporate management policy, commitment and pursuit as stated in paragraph 1 and paragraph 2</u></p>	<p>Amendment was made in response to legal requirement and operation needs.</p>
<p>Article 9 The Company shall conduct business activities in fairness and transparencyUnder the ethical corporate management principles of the Company. Before engaging in business transactions, companies listed at TWSE or TPEx shall consider the legality of their agents, suppliers, customers, or counterparties of business transactions and determine if they are involved with unethical practices, and avoid to do business with those involved in unethical practices. In entering into agreements with agents, suppliers, customers, or other counterparties of business transactions, the Company shall inscribe the obligation of compliance with the ethical corporate management policy and the right of termination or rescission of the agreement at any time if the counterparty was found unethical in</p>	<p>Article 9 The Company shall conduct business activities in fairness and transparencyUnder the ethical corporate management principles of the Company. Before engaging in business transactions, companies listed at TWSE or TPEx shall consider the legality of their agents, suppliers, customers, or counterparties of business transactions and determine if they are involved with unethical practices, and avoid to do business with those involved in unethical practices. In entering into agreements with agents, suppliers, customers, or other counterparties of business transactions, the Company shall inscribe the obligations of compliance with the <u>preventive plans</u> and the right of termination or rescission of the agreement at any time if the counterparty was found unethical in business practices as an integral part in the agreements.</p>	<p>Delete the wording of “listed at TWSE or TPEx”</p>

Original Article	Articles after amendment	Explanation
business practices as an integral part in the agreements.		
<p>Article 17 The Directors, managers, employees, appointees and parties of actual control owe a duty of care as reasonable persons in due diligence, and supervise the prevention of unethical practices in the Company. They shall from time to time review the results of the pursuit and make continued improvement for assurance of the proper pursuit of the ethical corporate management policy of the Company.</p>	<p>Article 17 The Directors, managers, employees, appointees and parties of actual control owe a duty of care as reasonable persons in due diligence, and supervise the prevention of unethical practices in the Company. They shall from time to time review the results of the pursuit and make continued improvement for assurance of the proper pursuit of the ethical corporate management policy of the Company. <u>The Company shall, for vitalizing ethical corporate management, establish a designated body under the Board allocated with sufficient resources and staffed with competent personnel. This body shall be responsible for the making of ethical corporate management and related preventive plans, and supervision of the pursuit of the policies and plans. This body shall perform the following functions, and report to the Board at regular intervals (at least once a year:</u> <u>I. Assist to merge the value of integrity and ethics into the corporate strategy of the Company, and establish related measures for the prevention of corporate fraud in supporting applicable laws for assurance of ethical corporate management.</u> <u>II. Conduct routine analysis and assessment of the risk of unethical practices within the scope of operation basing on which action plans for the prevention of unethical practices will be established. Establish the standard operation procedures and the code of conduct in operation.</u> <u>III. Design internal organizations, establishment, and job functions, and develop the mechanisms of check and balance in business activities vulnerable to higher risk of unethical practices.</u> <u>IV. Advocate the training and coordination of ethical corporate management policy.</u></p>	<p>Amendment was made in response to legal requirement and operation needs.</p>

Original Article	Articles after amendment	Explanation
	<p><u>V. Design the system for reporting on unethical practices for assurance of effectiveness of the implementation of the system.</u></p> <p><u>VI. Assist the Board and the management to examine and assess the preventive plans for the effective and proper pursuit of ethical corporate management and assess business process for assurance of compliance, and compile the findings for reporting.</u></p>	
<p>Article 20 The Company shall establish an effective accounting system and internal control system and shall not keep different versions of the books or keep secret accounts. The Company shall also review the system from time to time for assurance of the effective design and continued effectiveness of the system.</p> <p>The internal audit function of the Company shall examine the aforementioned system for assurance of compliance, and compile the findings into audit reports for presenting to the Board. Certified public accountants may also be retained to conduct audits and may invite professionals for assistance where necessary.</p>	<p>Article 20 The Company shall , <u>in the area of business activities vulnerable to higher risk of unethical practices</u>, establish an effective accounting system and internal control system, and shall not keep different versions of the books or keep secret accounts. The Company shall also review the system from time to time for assurance of the effective design and continued effectiveness of the system.</p> <p>The internal audit function of the Company shall <u>based oexamine the to preventive plans,</u> for assurance of compliance, and compile the findings into audit reports for presenting to the Board. Certified public accountants may also be retained to conduct audits and may invite professionals for assistance where necessary.</p> <p><u>The aforementioned audit findings shall be reported to the senior management and the ethical corporate management designated body and compiled into audit reports for presenting to the Board.</u></p>	<p>Amendment was made in response to legal requirement and operation needs.</p>
<p>Article 22 The Chairman, President or senior management of the Company shall convey the message of the importance of integrity to the Directors, employees and appointees at regular intervals.</p> <p>The Company shall provide education and training for the Directors, managers, employees, appointees, and parties with actual control at regular intervals and invite counterparties of business with the Company to</p>	<p>Article 22 The Chairman, President or senior management of the Company shall convey the message of the importance of integrity to the Directors, employees and appointees at regular intervals.</p> <p>The Company shall provide education and training for the Directors, managers, employees, appointees, and parties with actual control at regular intervals and invite counterparties of business with the Company to participate in the training so that they</p>	<p>Amendment was made in response to legal requirement and operation needs.</p>

Original Article	Articles after amendment	Explanation
<p>participate in the training so that they could fully understanding the determination, policy, preventive plans of the Company in ethical corporate management, and the result of unethical practices.</p> <p>The Company shall combine its ethical corporate management policy with employee performance evaluation and human resources policy and establish a clear-cut and effective system of reward and punishment.</p>	<p>could fully understanding the determination, policy, preventive plans of the Company in ethical corporate management, and the result of unethical practices.</p> <p>The Company shall combine its <u>preventive plans</u> with employee performance evaluation and human resources policy and establish a clear-cut and effective system of reward and punishment.</p>	
<p>Article 23</p> <p>The Company shall establish a substantive system for reporting of unethical practices and properly implement the system. The system shall cover at least the following:</p> <p>I. Set up and announce an independent mail box for reporting on unethical practices, hotline or retain other external independent institutions to provide mail box for reporting on unethical practices, hotline for the internal use of the Company and staff.</p> <p>II. Appoint designated personnel or body for responding to the reports. If the content of report involves the Directors, or senior executives of the Company, report to the level of Independent Directors.</p> <p>III. Keep a record of the acceptance of the cases reported, the investigation process, investigation result, and production of related documents for filing.</p> <p>IV. Keep the identity of the whistle blower and the content of the report in strict confidence.</p> <p>V. Protect the whistle blowers from undue treatment because of the reporting on the unethical practices.</p> <p>VI. Provide incentive for whistle blowers.</p> <p>If the designated personnel or body of the Company for responding to reports on unethical practices discovered material breach of rules and regulations after investigation, or</p>	<p>Article 23</p> <p>The Company shall establish a substantive system for reporting of unethical practices and properly implement the system. The system shall cover at least the following:</p> <p>I. Set up and announce an independent mail box for reporting on unethical practices, hotline or retain other external independent institutions to provide mail box for reporting on unethical practices, hotline for the internal use of the Company and staff.</p> <p>II. Appoint designated personnel or body for responding to the reports. If the content of report involves the Directors or <u>senior management</u> of the Company, report to the level of Independent Directors. <u>Classif</u></p> <p>III. <u>Establish the measures to be taken after the completion of the investigation on the reported cases depending on the severity of the practices. Report to the competent authority or refer to the judiciary for legal action where necessary.</u></p> <p><u>IV.</u> Keep a record of the acceptance of the cases reported, the investigation process, investigation results and production of related documents for filing.</p> <p><u>V.</u> Keep the identity of the whistle blower and the content of the report in strict confidence. Anonymous reporting is acceptable.</p>	<p>Amendment was made in response to legal requirement and operation needs.</p>

Original Article	Articles after amendment	Explanation
<p>may cause significant damage to the Company, compile the findings into reports at once and inform the Independent Directors in writing.</p>	<p><u>VI.</u> Protect the whistle blowers from undue treatment because of the reporting on the unethical practices. <u>VII.</u> Provide incentive for whistle blowers. If the designated personnel or body of the Company for responding to reports on unethical practices discovered material breach of rules and regulations after investigation, or may cause significant damage to the Company, compile the findings into reports at once and inform the Independent Directors in writing.</p>	
<p>Article 26 The Company shall pay attention to the development of applicable legal rules governing ethical corporate management at home and abroad from time to time and encourage the Directors, managers, and employees to give suggestions, which will be served as reference for the Company to review and improve the ethical corporate management policy and the measures for the pursuit of the policy to upgrade the result of ethical corporate management.</p>	<p>Article 26 The Company shall pay attention to the development of applicable legal rules governing ethical corporate management at home and abroad from time to time, and encourage the Directors, managers, and employees to give suggestions, which will be served as reference for the Company to review and improve <u>the preventive plans and the measures for the implementation of the plans to upgrade the results of ethical corporate management.</u></p>	<p>Amendment was made in response to legal requirement and operation needs.</p>
<p>Article 27 The Ethical Corporate Management Best Practice Principles shall come into force at the resolution of the Board and forwarded to the respective Independent Directors and reported to the Shareholders Meeting. The same procedure is applicable to any amendment thereto. Companies listed at TWSE or TPEx which have established the position of Independent Directors shall referred the aforementioned Ethical Corporate Management Best Practice Principles to the Board for discussion. The opinions of respective Independent Directors shall be fully considered. The adverse opinions or qualified opinions of the Independent Directors shall be tracked as minutes of Board meeting on record. If a specific Independent Director cannot attend</p>	<p>Article 27 The Ethical Corporate Management Best Practice Principles shall come into force after <u>passing by at least 1/2 of the members of the Auditing Committee</u> and at the resolution of the Board, then reported to the Shareholders Meeting. The same procedure is applicable to any amendment thereto. <u>If the motion of the Ethical Corporate Management Best Practice Principles has not been passed by more than 1/2 of the members of the Auditing Committee but approved by more than 2/3 of the Directors, specify the detail of the resolution of the Board as minutes of Board meeting on record.</u> <u>The members of the Auditing Committee and the Directors shall refer to those who are in office.</u> °</p>	<p>Amendment was made in response to legal requirement and operation needs.</p>

Original Article	Articles after amendment	Explanation
<p>the session of the Board in person and who expressed adverse opinion or qualified opinion, this Independent Director shall present the opinion in writing beforehand and tracked as minutes of Board meeting on record unless under justifiable reasons.</p>		

Attachment 6

Winstek Semiconductor Co., Ltd.

Table of mapping of the provisions of the Articles of Incorporation of the Company after amendment

Original Article	Articles after amendment	Explanation
<p>Article II The Company is engaged in the following business:</p> <p>I. CB01010 Machine and equipment manufacturing.</p> <p>II. CC01050 Data storage and processing equipment manufacturing</p> <p>III. CC01070 Wireless Communication machine and materials manufacturing .</p> <p>IV. CC01080 Electronic components manufacturing .</p> <p>IV. E701010 Communication Engineering.</p> <p>V. F401030 Manufacturing and export</p> <p>VI. G801010 Warehouse storage</p> <p>VII. I301010 Information software service.</p> <p>IX. I501010 Product design</p> <p>X. IZ99990 Other industrial and commercial services (integrated circuits, research, development and testing of IC and its testing apparatus).</p> <p>XI. F119010 Wholesale of Electronic Materials</p> <p>XII. F219010 Retail of Electronic Materials.</p> <p>XIII. All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>Article II The Company is engaged in the following business:</p> <p>I. CB01010 Machine and equipment manufacturing.</p> <p>II. CC01050 Data storage and processing equipment manufacturing</p> <p>III. CC01070 Wireless Communication machine and materials manufacturing .</p> <p>IV. CC01080 Electronic components manufacturing .</p> <p>V. E701010 Communication Engineering.</p> <p>VI. F401030 Manufacturing and export</p> <p>VIII. G801010 Warehouse storage</p> <p>VIII I301010 Information software service.</p> <p>IX. I501010 Product design</p> <p>X. IZ99990 Other industrial and commercial services (integrated circuits, research, development and testing of IC and its testing apparatus).</p> <p>XI. F119010 Wholesale of Electronic Materials</p> <p>XII. F219010 Retail of Electronic Materials.</p> <p>XIII. ZZ99999 XIII. All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>Adding the code number</p>
<p>Article III The Company may act as guarantor in favor of an external third party and make direct investment in other enterprises for business needs. The total direct</p>	<p>Article III The Company may act as guarantor in favor of an external third party and make direct investment in other enterprises. The total direct investment may exceed 40% of the paid-in capital of the Company.</p>	<p>Delete part of the wording.</p>

investment may exceed 40% of the paid-in capital of the Company.		
Article IV The Company is headquartered in Hsinchu County, and may establish branches in appropriate locations elsewhere where necessary. The Board shall determine the opening and shutdown of branches.	Article IV The Company is headquartered in Hsinchu County, and may establish branches in appropriate locations elsewhere where necessary. The Board shall determine the opening and <u>shutdown</u> of branches.	Revision of wording.
Article V The Company shall make announcement in accordance with Article 28 of the Company Act	Article V The Company shall make announcement in accordance with Article <u>28</u> of the Company Act	Revision of wording.
Article VIII The Company shall handle share registration and investors services in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” promulgated by the competent authority of securities and exchange.	Article VIII The Company shall handle share registration and investors services in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” promulgated by the competent authority of securities and exchange.	Revision of wording.
Article IX Delete	<u>Article IX</u> Share transaction is prohibited in the period of 60 days prior to the scheduled date of a regular session and 30 days prior to the scheduled date of a special session of the Shareholders Meeting, or 5 days prior to a dividends day or any other day of benefit payment.	Revision of the sequential order of the article.
Article X Delete	Deleted	
Article XI Delete	Deleted	
Article XII Delete	Deleted	
Article XIII Share transaction is prohibited in the period of 60 days prior to the scheduled date of a regular session and 30 days prior to the scheduled date of a special session of the Shareholders Meeting, or 5 days prior to a dividends day or any other day of benefit payment.	Article X Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to <u>the shares issued by the Company being repurchased.</u> Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board	Revision of the sequential order of the article.

	<p>are entitled to the Employee Stock Options (ESO) issued by the Company.</p> <p>Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to subscribe new shares issued by the Company.</p> <p>Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to restricted shares for employees issued by the Company.</p>	
<p>Article XIII-1</p> <p>Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to the assignment of treasury shares re-purchased by the Company under law.</p> <p>Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to the Employee Stock Options (ESO) issued by the Company.</p> <p>Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to subscribe new shares issued by the Company.</p> <p>Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to restricted shares for employees issued by the Company.</p>	Deleted	<p>This article has been moved to and combined with Article X, and deleted.</p>
<p>Article XIV</p> <p>The Shareholders Meeting may convene in regular session and special session. Regular session will be held within 6 months after the end of a fiscal year. Special session will be held at any time where necessary.</p> <p>The Board shall call for the aforementioned convening of the Shareholders' Meeting unless the</p>	<p><u>Article XI</u></p> <p>The Shareholders Meeting may convene in regular session and special session. Regular session will be held within 6 months after the end of a fiscal year. Special session will be held at any time where necessary.</p> <p>The Board shall call for the aforementioned convening of the Shareholders' Meeting unless the Company Act provides otherwise.</p>	<p>Revision of the sequential order of the article.</p>

Company Act provides otherwise.		
<p><u>Article XIV-1</u> Shareholders shall be informed of the convention of the Shareholders' Meeting in correspondence or through electronic mean 30 days prior to the scheduled date of a regular session and 15 days prior to the schedule date of a special session. The session, and place, and the cause of the convention shall be noted in the notice of convening. Shareholders holding less than a round lot (1,000 shares) could be informed of the convening of Shareholders' Meeting by other means as provided by law through announcement</p>	<p><u>Article XII</u> Shareholders shall be informed of the convention of the Shareholders' Meeting in correspondence or through electronic mean 30 days prior to the scheduled date of a regular session and 15 days prior to the schedule date of a special session. The session, and place, and the cause of the convention shall be noted in the notice of convening. Shareholders holding less than a round lot (1,000 shares) could be informed of the convening of Shareholders' Meeting by other means as provided by law through announcement</p>	Revision of the sequential order of the article.
<p><u>Article XV</u> Shareholders are entitled to one vote for the holding of each share unless the shares in their holding bear no voting rights under Article 179 of the Company Act.</p>	<p><u>Article XIII</u> Shareholders are entitled to one vote for the holding of each share unless the shares in their holding bear no voting rights under <u>Article 179</u> of the Company Act.</p>	Revision of the sequential order and wording of the article.
<p><u>Article XVI</u> The Chairman shall preside over the Shareholders' Meeting. In the absence of the Chairman, a Director appointed by the Chairman shall act as the presiding officer. If no Director has been appointed as the presiding officer, the Directors shall nominate 1 among themselves to preside over the Shareholders' Meeting. Where a third party (parties) may call for the convention of the Shareholders' Meeting, the convener shall act as the presiding officer. If there are 2 or more parties calling for the convention, 1 should be nominated among these parties to preside over the Shareholders' Meeting.</p>	<p><u>Article XIV</u> The Chairman shall preside over the Shareholders' Meeting. In the absence of the Chairman, a Director appointed by the Chairman shall act as the presiding officer. If no Director has been appointed as the presiding officer, the Directors shall nominate 1 among themselves to preside over the Shareholders' Meeting. Where a third party (parties) may call for the convention of the Shareholders' Meeting, the convener shall act as the presiding officer. If there are 2 or more parties calling for the convention, 1 should be nominated among these parties to preside over the Shareholders' Meeting.</p>	Revision of the sequential order and wording of this article
<p><u>Article XIIV</u> Resolutions of the Shareholders' Meeting shall be made by a simple majority of the shareholders in session and who represent more than half of the outstanding shares unless the Company Act provides otherwise. Resolutions of the Shareholders' Meeting may be made by votes cast by correspondence or electronic means as provided by law.</p>	<p><u>Article XV</u> Resolutions of the Shareholders' Meeting shall be made by a simple majority of the shareholders in session and who represent more than half of the outstanding shares unless the Company Act provides otherwise. Resolutions of the Shareholders' Meeting may be made by votes cast by correspondence or electronic means as provided by law.</p>	Revision of the sequential order of the article.

<p>The resolutions of the Shareholders' Meeting shall be tracked as minutes of meeting on record, confirmed by the presiding officer by affixing the authorized signature or seal, and release to the shareholders within 20 days after the convention. The minutes of meeting on record may be released by means of announcement.</p>	<p>The resolutions of the Shareholders' Meeting shall be tracked as minutes of meeting on record, confirmed by the presiding officer by affixing the authorized signature or seal, and release to the shareholders within 20 days after the convention. The minutes of meeting on record may be released by means of announcement.</p>	
<p><u>Article XVIII</u> The Company shall establish 9 to 11 seats of Directors who shall be organized into the Board of Directors. Directors shall be persons of competence under law, and each will have a term of 3 years in office, and may assume a new term of office if reelect. ° Of the aforementioned seats of Directors, at least 3 seats shall be reserved for Independent Directors. The Company adopts the candidate nomination system for the election of Directors. Shareholders may elect the candidates on the nomination list to the seats of Directors. The election of Directors and Independent Directors will be held simultaneously and the votes cast will be count separately for the candidates elected to the seats. The professional qualification, state of shareholdings, limitation of holding part-time position, the method of nomination and election of Independent Directors, and other matters of compliance shall be governed by applicable rules and regulations of the competent authority of securities and exchange. The ratio of total shareholding by all Directors shall be governed by applicable rules and regulations of the competent authority of securities and exchange.</p>	<p><u>Article XVI</u> The Company shall establish 9 to 11 seats of Directors who shall be organized into the Board of Directors. Directors shall be elected from <u>candidates on the nomination list</u>, and each will have a term of 3 years in office, and may assume a new term of office if reelect. Of the aforementioned seats of Directors, at least 3 seats shall be reserved for Independent Directors. The Company adopts the candidate nomination system for the election of Directors. The election of Directors and Independent Directors will be held simultaneously and the votes cast will be count separately for the candidates elected to the seats. The professional qualification, state of shareholdings, limitation of holding part-time position, the method of nomination and election of Independent Directors, and other matters of compliance shall be governed by applicable rules and regulations of the competent authority of securities and exchange. The ratio of total shareholding by all Directors shall be governed by applicable rules and regulations of the competent authority of securities and exchange.</p>	<p>Revision of the sequential order and wording of the article.</p>
<p><u>Article XVIII -1</u> The Company has established the Auditing Committee pursuant to Article</p>	<p><u>Article XIIV</u> The Company has established the Auditing</p>	<p>Revision of the sequential order with</p>

<p>14-4 of the Securities and Exchange Act. All members of the committee are Independent Directors. The duties of the committee members, the organization charter, the authority and other matters of compliance shall be governed by applicable rules and regulations of the competent authority and the Articles of Incorporation of the Company.</p>	<p>Committee pursuant to Article 14-4 of the Securities and Exchange Act. All members of the committee are Independent Directors. The duties of the committee members, the organization charter, the authority and other matters of compliance shall be governed by applicable rules and regulations of the competent authority and the Articles of Incorporation of the Company.</p> <p><u>The Company may establish other functional committees under the law and as needed.</u></p>	<p>the addition of the content of establishing other functional committees.</p>
<p>Article XIX The Directors shall be organized into the Board of Directors and the Chairman shall be elected among the Directors in a session with the presence of at least 2/3 of the Directors and approved by a simple majority of the Directors in session. The Chairman shall act on behalf of and in the name of the Company externally.</p>	<p><u>Article XVIII</u> The Directors shall be organized into the Board of Directors and the Chairman shall be elected among the Directors in a session with the presence of at least 2/3 of the Directors and approved by a simple majority of the Directors in session. The Chairman shall act on behalf of and in the name of the Company externally.</p>	<p>Revision of the sequential order of the article.</p>
<p>Article X The function of the Board is specified below :</p> <ul style="list-style-type: none"> I. Decision-making of the Business Plan II. Review important internal regulations and contracts. III. Opening and shutdown of branches. IV. Preparation of budget and account settlement. V. Appointment and dismissal of key personnel. VI. Decision-making of major financing for the Company. VII. Decision-making of major business engagement and investment. VIII. Decision-making of the regulations governing employee subscription of shares. IX. Others as dictated by the Company Act and the Articles of Incorporation of the Company. 	<p><u>Article XIX</u> The function of the Board is specified below :</p> <ul style="list-style-type: none"> I. Decision-making of the <u>Business Plan</u> II. Review important internal regulations and contracts. III. Opening and shutdown of branches. IV. Preparation of budget and account settlement. V. Appointment and dismissal of key personnel. VI. Decision-making of major financing for the Company. VII. Decision-making of major business engagement and investment. VIII. Decision-making of the regulations governing employee subscription of shares. IX. Others as dictated by the Company Act, <u>applicable rules and regulations of the competent authority</u>, and the Articles of Incorporation of the Company. 	<p>Revision of the sequential order with addition of other applicable legal rules to the article.</p>

<p><u>Article XXI</u> The Chairman shall call for the convention of the Board unless the Company Act provides otherwise. The Chairman shall act as the presiding officer. In the absence of the Chairman due to leave or whatever reasons, the Chairman shall appoint 1 Director to act as the proxy. If not, the Directors shall nominate 1 among themselves to act as the presiding officer. The notice of the convention of the Board may be made by correspondence, e-mail or fax addressed to all Directors with the cause of convention specified 7 days in advance. In case of an emergency, the Board may convene at any time with notice by correspondence, e-mail or fax.</p>	<p><u>Article X</u> The Chairman shall call for the convention of the Board unless the Company Act provides otherwise. The Chairman shall act as the presiding officer. In the absence of the Chairman due to leave or whatever reasons, the Chairman shall appoint 1 Director to act as the proxy. If not, the Directors shall nominate 1 among themselves to act as the presiding officer. The notice of the convention of the Board may be made by correspondence, e-mail or fax addressed to all Directors with the cause of convention specified 7 days in advance. In case of an emergency, the Board may convene at any time with notice by correspondence, e-mail or fax.</p>	<p>Revision of the sequential order of the article.</p>
<p><u>Article XII</u> Unless the Company Act provides otherwise, the resolution of the Board shall be made in a session with the presence of at least half of the Directors and a simple majority of the Directors in session.</p>	<p><u>Article XXI</u> Unless the Company Act provides otherwise, the resolution of the Board shall be made in a session with the presence of at least half of the Directors and a simple majority of the Directors in session.</p>	<p>Revision of the sequential order of the article.</p>
<p><u>Article XIII</u> If specific Director cannot attend a session of the Board, this Director may appoint another Director as proxy to attend the session. Each Director may act as the proxy in the session of the Board for only one other Director.</p>	<p><u>Article XII</u> If specific Director cannot attend a session of the Board, this Director may appoint another Director as proxy to attend the session. Each Director may act as the proxy in the session of the Board for only one other Director.</p>	<p>Revision of the sequential order of the article.</p>
<p><u>Article XIII-1</u> The Board is authorized to determine the remunerations to the Chairman and the Directors by their level of participation in the operation and contribution value to the Company with reference to industry standard.</p>	<p><u>Article XIII</u> The Board is authorized to determine the remunerations to the Chairman and the Directors by their level of participation in the operation and contribution value to the Company with reference to industry standard.</p>	<p>Revision of the sequential order of the article.</p>
<p><u>Article XIII-2</u> The Company shall take professional liability insurance for the protection of all Directors within their scope of duties in their term of office where necessary to diversify and reduce the risk of damage to all Directors, the Company and the shareholders and report to the nearest session of the Board.</p>	<p><u>Article XXIV</u> The Company shall take professional liability insurance for the protection of all Directors within their scope of duties in their term of office where necessary to diversify and reduce the risk of damage to all Directors, the Company and the shareholders and report to the nearest session of the Board.</p>	<p>Revision of the sequential order of the article.</p>
<p>Chapter V Supervisors</p>	<p>Deleted</p>	<p>The section pertinent to Supervisors was deleted,</p>

		as the Company has already established the “Auditing Committee.”
Article XXIV Delete	Deleted	
Article XV Delete	Deleted	
Article XVI Delete	Deleted	
Chapter VI Managers	Article XVII	Revision of the chapter and paragraph sequences
Article XXVII The Company may establish the positions for a number of managers to carry out the policies resolved by the Board and administer the operation of the Company in accordance with applicable laws. The appointment, dismissal and remuneration of the managers shall be governed by Article 29 of the Company Act.	<u>Article XV</u> The Company may establish the positions for a number of managers to carry out the policies resolved by the Board and administer the operation of the Company in accordance with applicable laws. The appointment, dismissal and remuneration of the managers shall be governed by Article 29 of the Company Act.	Revision of the sequential order and wording of this article
Article XVIII Delete	Deleted	
Chapter VII Accounting	Chapter VII Accounting	Revision of the chapter and paragraph sequences
Article XXIX The fiscal year of the Company starts on January 1 and ends on December 31 of each calendar year.	<u>Article XVI</u> The fiscal year of the Company starts on January 1 and ends on December 31 of each calendar year.	Revision of the sequential order of the article.
Article XXX The Board shall, at the end of the fiscal year, prepare the following statements and reports, and present to the Shareholders Meeting for the recognition of the shareholders. I. Business Report II. Financial Statements. III. Proposal for the Distribution of Earnings or Offset of carryforward loss.	<u>Article XXVII</u> The Board shall, at the end of the fiscal year, prepare the following statements and reports, and present to the Shareholders Meeting for the recognition of the shareholders. I. Business Report II. Financial Statements. III. Proposal for the Distribution of Earnings or Offset of carryforward loss.	Revision of the sequential order of the article.
Article XXX - 1 The Company shall appropriate 0.1% to	<u>Article XVIII</u> The Company shall appropriate 0.1% to	Revision of the sequential

<p>15% of the profit, where applicable, as remuneration to the employees. Remunerations to the employees may be effected in stock or cash. Employees of controlled entities or subsidiaries meeting specific conditions are also entitled to the payment. The Company shall appropriate for offsetting carryforward loss where applicable.</p> <p>The Company shall appropriate no more than 3% of the profit, where applicable, as remunerations to the Directors depending on the state of business. The Company shall appropriate for offsetting carryforward loss where applicable.</p>	<p>15% of the profit, where applicable, as remuneration to the employees. Remunerations to the employees may be effected in stock or cash. Employees of controlled entities or subsidiaries meeting specific conditions are also entitled to the payment. The Company shall appropriate for offsetting carryforward loss where applicable.</p> <p>The Company shall appropriate no more than 3% of the profit, where applicable, as remunerations to the Directors depending on the state of business. The Company shall appropriate for offsetting carryforward loss where applicable.</p>	<p>order of the article.</p>
<p>Article XXX - 2</p> <p>The Board of the Company shall, at the end of each interim fiscal period, compile the statements and reports and proposal pursuant to Article XXX, refer to the Auditing Committee for review, and present to the Board for resolution. The Company shall estimate and retain appropriate amount for tax payment, offsetting carryforward loss, and legal reserve at the time of distributing earnings. No further appropriation of legal reserve is necessary if the amount of legal reserve is equivalent to the paid-in capital. If new shares are offered as the mean for distribution of earnings as mentioned in the preceding paragraph, proceed to Article 240 of the Company Act. If cash is paid, the resolution of the Board for approval is required.</p>	<p><u>Article XXIX</u></p> <p>The Company may , <u>as required by the Company Act, proceed to distribution of earnings or offsetting carryforward loss at the end of the interim fiscal period_</u></p> <p>If new shares are offered as the mean for distribution of earnings as mentioned in the preceding paragraph, proceed to <u>Article 240</u> of the Company Act. If cash is paid, the resolution of the Board for approval is required.</p> <p><u>The Company may have earnings for distribution or carryforward loss for offsetting in the first half of the fiscal year, and shall forward the Business Report and the Financial Statements to the Auditing Committee for review prior to the end of the second half of the fiscal year, and present to the Board for resolution.</u></p>	<p>Revision of the sequential order and the content of the article to meet operation need.</p>
<p>Article XXXI</p> <p>If the Company has earnings after taxation, appropriate for offsetting carryforward loss, followed by the appropriation of 10% from the remainder of the earnings as legal reserve, and may also appropriate for legal reserve where necessary. If the dividend payment to the shareholders The Board shall be authorized to determine if shareholder</p>	<p><u>Article XXX</u></p> <p>If the Company has earnings after taxation, appropriate for offsetting carryforward loss, followed by the appropriation of the remainder of the earnings as legal reserve and may also appropriate for legal reserve where necessary. <u>No further appropriation of</u></p>	<p>Revision of the sequential order and the content of the article to meet operation need.</p>

<p>dividend and bonus issue should be paid in cash in whole or in part, and report to the Shareholders Meeting</p>	<p><u>legal reserve is necessary if the amount of legal reserve is equivalent to the paid-in capital.</u> ° Where necessary, appropriate or reversespecial reserve, and pool up withundistributed earnings at the beginning of period, and retain specific portion as dictated by business need. The Board shall then prepare a proposal for the distribution of earnings, and refer to the Shareholders Meeting for resolution of <u>bonus issue for the shareholders.</u> <u>The Company shall authorized the Board to determine if the shareholder dividend and bonus issue, additional paid-in capital or legal reserve, should be paid in cash, in whole or in part, in a session with the presence of at least 2/3 of the Directors and the approval by a simple majority of the Shareholders in session.</u></p>	
<p>Article XXXI-1 The dividend policy of the Company specified that, the Company shall pay dividend of no less than 10% of the after tax profit in consideration of the profit status of the year and the investment environment in the future, and factors such as capital requirements, capital budgeting, and operation plans, and also the financial structure and the dilution of the earnings. If the earnings per share falls below NT\$0.5 or the payment of dividend will result default, the Company shall retain the earnings and makes no dividend payment. The Company may distribute earnings as stock dividend or cash dividends where cash dividend shall not fall below 10% of the total dividends payment.</p>	<p><u>Article XXXI</u> The dividends policy of the Company specified that, the Company shall pay dividend of no less than 10% of the after tax profit in consideration of the profit status of the year and the investment environment in the future, and factors such as capital requirements, capital budgeting, and<u>operation plans</u> and also the financial structure and the dilution of the earnings. If the earnings per share falls below NT\$0.5, or the payment of dividend will result default, the Company shall retain the earnings and makes no dividend payment. The Company may distribute earnings as stock dividend or cash dividends where cash dividend shall not fall below 10% of the total dividends payment.</p>	<p>Revision of the sequential order of the article.</p>
<p>Chapter VIII Miscellaneous</p>	<p>Chapter VII Miscellaneous</p>	<p>Revision of the chapter and paragraph sequences</p>
<p>Article XXXIV The Articles of Incorporation is duly instituted on 2000.04.21 Amendment of the 1st instance on</p>	<p>Article XXXIV The Articles of Incorporation is duly instituted on 2000.04.21 Amendment of the 1st instance on</p>	<p>Addition of the date of amendment</p>

<p>2000.05.08 Amendment of the 2nd instance on 2001.08.05 Amendment of the 3rd instance on 2001.09.06 Amendment of the 4th instance on 2002.05.28 Amendment of the 5th instance on 2003.06.30 Amendment of the 6th instance on 2004.04.15 Amendment of the 7th instance on 2005.06.23 Amendment of the 8th instance on 2006.06.14 Amendment of the 9th instance on 2007.06.13 Amendment of the 10th instance on 2007.10.05 Amendment of the 11th instance on 2009.06.26 Amendment of the 12th instance on 2012.06.05 Amendment of the 13th instance on 2015.09.22 Amendment of the 14th instance on 2017.06.14 Amendment of the 15th instance on 2019.06.10</p>	<p>2000.05.08 Amendment of the 2nd instance on 2001.08.05 Amendment of the 3rd instance on 2001.09.06 Amendment of the 4th instance on 2002.05.28 Amendment of the 5th instance on 2003.06.30 Amendment of the 6th instance on 2004.04.15 Amendment of the 7th instance on 2005.06.23 Amendment of the 8th instance on 2006.06.14 Amendment of the 9th instance on 2007.06.13 Amendment of the 10th instance on 2007.10.05 Amendment of the 11th instance on 2009.06.26 Amendment of the 12th instance on 2012.06.05 Amendment of the 13th instance on 2015.09.22 Amendment of the 14th instance on 2017.06.14 Amendment of the 15th instance on 2019.06.10 <u>Amendment of the 16th instance on</u> <u>2020.06.09</u></p>	
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Attachment 7

Winstek Semiconductor Co., Ltd.

Parliamentary Procedure for Shareholders Meeting after amendment Table of mapping of the provisions of

Original Article	Articles after amendment	Explanation
<p>II. A registry shall be prepared for the shareholders to sign-in for attendance to the Shareholders' Meeting. Shareholders may also present the sign-in card in lieu of sign-in to the session. The shares represented by shareholders in session shall be based on the signatures of shareholders in the registry and the number of sign-in cards submitted.</p>	<p>II. Shareholders attending the session of Shareholders' Meeting shall submit the sign-in card in lieu of sign-in. The number of votes cast shall include the quantity of shares represented by the sign-in cards submitted for proof of attendance <u>and the votes by correspondence and electronic means</u> in the calculation.</p>	<p>Amendment in supporting the adoption of electronic balloting by the Company.</p>
<p>V. If the session of Shareholders' Meeting is called by the Board, the Chairman shall act as the presiding officer of the session. In the absence of the Chairman due to leave or for whatever reasons, the Vice Chairman shall act on behalf of the Chairman. If there is no Vice President, or in the absence of the Vice President due to leave or for whatever reasons, the Chairman shall appoint 1 Executive Director to act as the presiding officer. If there is no seat for Executive Directors, 1 Director shall be appointed as the presiding officer. If not, the Executive Directors or the Directors shall nominate 1 among themselves to preside over the session. Where a third party beyond the Board may call for a session of the Shareholders Meeting, such party shall preside over the session.</p>	<p>V. If the session of Shareholders' Meeting is called by the Board, the Chairman shall act as the presiding officer of the session. In the absence of the Chairman due to leave or for whatever reasons, the Vice Chairman shall act on behalf of the Chairman. If there is no Vice President, or in the absence of the Vice President due to leave or for whatever reasons, the Chairman shall appoint 1 Executive Director to act as the presiding officer. If there is no seat for Executive Directors, 1 Director shall be appointed as the presiding officer. If not, the Executive Directors or the Directors shall nominate 1 among themselves to preside over the session. Where a third party beyond the Board may call for a session of the Shareholders' Meeting, such party shall preside over the session. <u>If there is more than 1 third party calling for a session of the Shareholders' Meeting, these parties shall nominate 1 among themselves to preside over the session.</u></p>	<p>Amended with reference to the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings" and to meet the needs of the Company.</p>
<p>XVI. The presiding officer may announce for a recess during the session.</p>	<p>XVI. The presiding officer may announce for a recess during the session. <u>In the event of</u></p>	<p>Amended with reference to the "Sample</p>

Original Article	Articles after amendment	Explanation
	<u>force majeure, the presiding officer may rule to discontinue the session, and announce for the time for the continuation of the session depending on the circumstance, or the Shareholders' Meeting may resolve to continue the session within 5 days thereafter without the necessity for notification or announcement.</u> °	Template for XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings" and to meet the needs of the Company.
XVII. Resolutions of the Shareholders' Meeting shall be made by shareholders in session representing more than half of votes unless the Company Act or the Articles of Incorporation provides otherwise. In resolving a motion, the presiding officer may ask for the opinions from the shareholders. If there is no objection, it shall be deemed the passing of the motions in the same way as passing by balloting.	XVII. Resolutions of the Shareholders' Meeting shall be made by shareholders in session representing more than half of votes unless the Company Act or the Articles of Incorporation provides otherwise. In resolving a <u>motion</u> , the presiding officer may ask for the opinions from the shareholders. If there is no objection, it shall be deemed the passing of the motions in the same way as passing by balloting.	Addition of words.
XIX. The presiding officer may command the prefects (or security guards) to keep the order of the meeting place. The prefects (or security officers) shall wear arm badge marked with the wording of "PREFECT" when keeping order of the meeting place.	XIX. The presiding officer may command the prefects (or security guards) to keep the order of the meeting place. The prefects (or security officers) shall wear arm badge marked with the wording of "PREFECT" when keeping order of the meeting place. <u>Amplifying system may be installed at the meeting place. The presiding officer may stop any shareholders using other equipment not prepared by the Company in expression of their opinions. Shareholders who act in defiance of the parliamentary procedure or insubordinate to the corrective action of the presiding officer, to the effect that the session is hindered, the presiding officer may command the prefects or the security guards to escort the</u>	Amended with reference to the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings" and to meet the needs of the Company.

Original Article	Articles after amendment	Explanation
	<u>shareholders concerned to leave.</u>	
(New article)	XX. <u>Anything not mentioned in this procedure shall be governed by the Company Act and other application laws.</u>	New article added to meet the need of the Company.
XX. This Procedure shall become effective at the resolution of the Shareholders Meeting. The same procedure is applicable to any amendment thereto. This Procedure is instituted on 2002.05.28	XXI. his Procedure shall become effective at the resolution of the Shareholders Meeting. The same procedure is applicable to any amendment thereto.	Change in sequential order and deletion of the date of establishment.

Attachment 8

Winstek Semiconductor Co., Ltd.

Table of mapping of provisions of the Regulations Governing the Election of Directors after amendment

Original Article	Articles after amendment	Explanation
<p>Article VI</p> <p>If the candidates in the election are also shareholders, voters shall put down the account title and account number in the field of “Candidate” of the ballot. If the candidates are not shareholders, put down the names and identity certification number of the candidates. Where the governments or institutional shareholders may be the candidates to the seats of Directors, put down the name of the government agency or the institutions in the field of Candidate of the ballot. The names of the representatives should also be marked down. If there are several representatives, put down their names one-by-one.</p>	<p>Article VI:</p> <p>If the candidates in the election are also shareholders, voters shall put down the account title and account number in the field of “Candidate” of the ballot. If the candidates are not shareholders, put down the names and <u>identity certification</u> number of the candidates. Where the governments or institutional shareholders may be the candidates to the seats of Directors, put down the name of the government agency or the institutions in the field of Candidate of the ballot. The names of the representatives should also be marked down. If there are several representatives, put down their names one-by-one.</p>	<p>Revision of the wording.</p>
<p>Article VII:</p> <p>A ballot shall be invalid if any of the following applies:</p> <p>(I) The ballot used is not governed by This Regulations</p> <p>(II) Blank ballot in the ballot box .</p> <p>(III) The handwriting is blurred that cannot be identified or being marked for correction</p> <p>(IV) If the candidate is a shareholder, the account title and account number marked on the ballot are not relevant with the record of the shareholders’ roster. If the candidate is not a shareholder, the name and identity certification document were proved irrelevant.</p> <p>(V) Other wording was marked on the ballot in addition to the account title (name) and account number (identity certification number) of the candidate</p> <p>(VI) The account title (name) or shareholder account number (ID card number) of the candidate has not been filled in.</p> <p>(VII) Two or more candidates were put down on the same ballot.</p> <p>The name of the candidate marked on the</p>	<p>Article VII:</p> <p>A ballot shall be invalid if any of the following applies:</p> <p>(I) The ballot used is not prepared by the <u>Board</u>.</p> <p>(II) Blank ballot in the ballot box .</p> <p>(III) The handwriting is blurred that cannot be identified or being marked for correction</p> <p>(IV) If the candidate is a shareholder, the account title and account number marked on the ballot are not relevant with the record of the shareholders’ roster. If the candidate is not a shareholder, the name and <u>identity certification document</u> number were proved irrelevant.</p> <p>(V) Other wording was marked on the ballot in addition to the account title (name) and account number (identity certification number) of the candidate</p> <p>(VI) The account title (name) or shareholder account number (Identification document number) <u>of the candidate has not been filled in.</u></p> <p>(VII) Two or more candidates were put down on the same ballot.</p> <p>The name of the candidate marked on the ballot is identical with another</p>	<p>Revision of the wording.</p>

Original Article	Articles after amendment	Explanation
ballot is identical with another shareholder but no account title or identity certification number was marked down for identification.	shareholder but no account title or identity certification number was marked down for identification.	
<p>Article IX: The ballots shall be counted on the scene immediately after balloting. The presiding officer shall announce the result of the vote count on the scene.</p>	<p>Article IX: The ballots shall be counted on the scene immediately after balloting. The presiding officer <u>shall announce the result of the vote count on the scene, including the list of candidates elected to the seats of Directors and votes won.</u> <u>The scrutineers shall seal the ballots of the aforementioned election and affix seal, and keep the ballots in a safe place for at least 1 year. In case of legal proceedings instated by shareholders pursuant to Article 189 of the Company Act, the ballots shall be kept until the conclusion of the legal proceedings.</u></p>	Amended in conformity to applicable laws and for operation needs.
<p>Article XII: This set of Regulations shall come into force at the resolution of the Shareholders Meeting. The same procedure is applicable to any amendment thereto. This set of Regulations was instituted on 2002.05.28 Amendment for the 1st instance on 2008.06.13 Amendment for the 2nd instance on 2007.06.14</p>	<p>Article XII : This set of Regulations shall come into force at the resolution of the Shareholders Meeting. The same procedure is applicable to any amendment thereto. This set of Regulations was instituted on 2002.05.28 Amendment for the 1st instance on 2008.06.13 Amendment for the 2nd instance on 2007.06.14 <u>Amendment for the 3rd instance on 2020.06.09</u></p>	Addition of the date of revision

Attachment 9

List of candidates to the seats of Directors:

Name	Education	Work experience	Quantity of shareholding
Ge Xing Co., Ltd. Representative: Hsing-Yang Huang	MBA, National Taiwan University	Chairman and CEO, Sigurd Microelectronics Corporation. Director, investee of Sigurd Microelectronics Corporation. Director, Bloomeria limited, Singapore Chairman, Winstek Semiconductor Technology Co., Ltd.	32,000
Ge Xing Co., Ltd. Representative : Tsan-Lian Yeh	Department of Electronic Physics, National Chiao Tung University, MBA, Graduate Institute of Business Administration, National Chiao Tung University	Director, President, and COO, Sigurd Microelectronics Corporation. Director, investee of Sigurd Microelectronics Corporation. Director, Bloomeria limited, Singapore	32,000
Ge Xing Co., Ltd. Representative : Hsu-Tun Kuo	Department of Electrical Engineering, National Cheng Kung University	Group President and Deputy COO, Sigurd Microelectronics Corporation. Director, investee of Sigurd Microelectronics Corporation.	32,000
Ge Xing Co., Ltd. Representative: Chao-Hung Hsieh	Department of Chemical Engineering, Yuan Ze University	Senior Vice President in Sale, Sigurd Microelectronics Corporation.	32,000
Bloomeria Limited, Singapore Representative: Min-Hung Wu	Department of Electronics, National Taiwan Technology of Institute	Director, Executive Vice President and CFO, Sigurd Microelectronics Corporation. Director, investee of Sigurd Microelectronics Corporation. Director, Chen Jun Co., Ltd. Representative of Institutional Director ENE Technology Inc. Representative of Institutional Director Yan Yuen Investment Co., Ltd. Chairman and Representative of Institutional Director Credit Forever Director, Bloomeria limited, Singapore Director, Winstek Semiconductor Technology Co., Ltd.	70,694,438
Chih-Li Weng	Graduate School,	President, Huahong Technology Asst VP, IC testing Division, Formosa	571,507

	Illinois Institute of Technology, USA	Advanced Technology Corporation Sale Asst VP, ASE Technology branch in the USA Director and President, Winstek Semiconductor Technology Co., Ltd.	
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List of candidates to the seats of Independent Directors:

Name	Education	Work experience	Quantity of shareholding
Min-Kai Lin	Graduate Institute of Accounting, National Taiwan University	Senior professional staff in finance/investment at Office of the President, Special Assistant to the Chairman/Director of the Auditing Office/Chief Secretary, Chia Hsin Cement Corporation. Supervisor, Huatong Cement International/CHC Construction/ChiaChi International. Member of Remuneration Committee, Winstek Semiconductor Co., Ltd. Independent Director and member of Remuneration Committee, Sigurd Microelectronics Corporation	0
Jen-Yu Wei (Note)	MBA, National Chengchi University	Asst VP, Wahshing International Investment Group Limited Vice President, Entire Technology Co., Ltd. Member of Remuneration Committee, Winstek Semiconductor Co., Ltd. Partner, Magi Capital	0
Wen-chou Vincent Wang	Ph.D. Materials Science&Engineering from Cornell University, Ithaca, New York	Senior Vice President for STATSChipPAC Ltd, Head of Flip Chip Engineering for Altera Corporation, San Jose	0

Note:

Candidate of Independent Director, Jen-Yu Wei, who has been in office as Independent Director of the Company for 3 terms. Seeing the expertise of Mr. Wei in finance and his familiarity of related laws, and is in the capacity of the production technology and consultation of the production of products of the Company, which will be an input of significance to the Company. As such, the Company also nominates Jen-Yu Wei as a candidate to the seat of the upcoming term of office of Independent Director so that he could provide professional opinions in supervising the Board with his expertise when performing his duties as Independent Director.

Appendix 1

Articles of Incorporation Winstek Semiconductor Co., Ltd.

Chapter 1 General Provisions

- Article 1: The Company shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be "台星科技股份有限公司." in the Chinese language. ("Winstek Semiconductor Co., Ltd." in the English language).
- Article 2: The scope of business of the Company shall be as follows:
- I. CB01010 Machinery Manufacturing Industry.
 - II. CC01110 Data Storage and Processing Equipment Manufacturing Industry.
 - III. CC01070 Wireless Communication Machinery and Equipment Manufacturing Industry.
 - IV. CC01080 Electronic Components Manufacturing Industry.
 - V. E701010 Communication Engineering Industry.
 - VI. F401030 Manufacturing Export Industry.
 - VII. G801 010 Storage Industry.
 - VIII. I301010 Information Software Service Industry.
 - IX. I501010 Product Design Industry.
 - X. IZ99990 Other Industrial and Commercial Service Industry (R&D and Testing of Integrated Circuits, IC and Testing Units)
 - XI. F11919010 Electronic Materials Wholesale Business.
 - XII. F219010 Electronic Materials Retail Business.
 - XIII. Except for licensing business, the Company may engage in business not prohibited or restricted by law.
- Article 3: The Company may, based on the needs and by a resolution of the Board of Directors (the "Board"), provide a guarantee for companies and reinvest in other businesses. The total amount of the Company's reinvestment shall exceed 40% of the Company's paid-in capital.
- Article 4: The Company shall have its head office in Hsinchu county, and shall be free to establish branch offices in appropriate locations wherever the Company deems it necessary. The establishment and termination of branch offices shall be determined by the Board of Directors.
- Article 5: Public announcements of the Company shall be made in accordance with Article 28 of the Company Law of the Republic of China.

Chapter 2 Shares

- Article 6: The total capital stock of the Company shall be in the amount of NT\$4 billion, divided into 400 million shares with a par value of NT\$10 per share. The Board of Directors shall be authorized to paid-up in installments. A total of 12,500,000 shares among the above total capital stock NT\$125,000,000 shall be reserved for issuing employee stock options.

Article 7: The shares of the Company are all registered shares, shall be numbered, and signed or sealed by the directors on behalf of the Company, shall set forth the paragraphs of Article 162 in the Company Law of the Republic of China, and shall be issued upon the approval of the competent authority or its authorized issuance registration authority. The Company shall, upon the request of the securities depository institution, combine and issue large-denomination securities after the public issuance of stocks. The Company may be exempted from printing stocks after the public issuance of stocks. The shares issued in the preceding paragraph shall be registered or kept by the securities depository institution.

Article 8: The Company shall follow the "Guidelines for Stock Operations for Public Companies".

Article 9: Delete.

Article 10: Delete.

Article 11: Delete.

Article 12: Delete.

Article 13: Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefits is scheduled to be paid by the Company.

Article 13-1: Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to the assignment of treasury shares repurchased by the Company under the law.

Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to the Employee Stock Options (ESO) issued by the Company.

Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to subscribe new shares issued by the Company.

Employees of controlled entities or subsidiaries of the Company meeting specific condition as specified by the Board are entitled to restricted shares for employees issued by the Company.

Chapter 3 Shareholders' Meeting

Article 14: Shareholders' meetings of the Company are of two types, (1) regular meetings and (2) special meetings. Regular meetings shall be convened within six months after the end of each fiscal year. Special meetings shall be convened if necessary.

Except as provided in the Company Law of the Republic of China, the aforementioned shareholders' meeting shall be convened by the Board of Directors.

Article 14-1: Written notices shall be sent to all shareholders for shareholders' meetings, at least thirty (30) days in advance, in case of regular meetings; and at least fifteen (15) days in advance, in case of special meetings. The meeting date, location and the purpose(s) for convening any such meeting shall be clearly stated in the written notices sent out the shareholders by post or email. For shareholders' whose name-bearing share certificates are less than 1,000 shares, the shareholders' meeting notices shall be made by public announcement in

accordance with other relevant law.

Article 15: Each share of stock shall be entitled to one vote, except in the circumstances provided for non-voting shares in Article 179 of the Company Law of the Republic of China.

Article 16: The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Company. In his absence, he/she shall designate one of the Directors to act on his/her behalf. In the absence of such a designation, one of the Directors shall preside. In case that shareholders' meeting convened by other person who received the convening right, he/she shall act as the chairman of the meeting. In an event that there is more than one Director who has power to convene such meeting, such Directors shall agree among themselves as to who shall act as the chairman of the meeting.

Article 17: Except as provided in the Company Law of the Republic of China, shareholders' meetings may be held if attended by shareholders representing more than one half of total issued and outstanding capital stock of the Company, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting.

According to regulatory requirements, shareholders may vote via a written form or an electronic voting system.

The resolutions of the shareholders' meeting shall be recorded in the minutes and shall be signed by or sealed with the chop of the chairman of the meeting. Such minutes shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The distribution of the minutes of shareholders' meeting may be affected by means of public announcement.

Chapter 4 Directors, Board of Directors and Audit Committee

Article 18: The Company shall have nine to eleven Directors, appointing by the Board of Shareholders. The term of office for Directors shall be three (3) years, and all Directors shall be eligible for re-election. The aforesaid Board of directors must have at least three independent directors. Directors shall be elected by adopting candidates nomination system. The shareholders shall elect the directors from among the nominees candidates list. The election of independent directors and non-independent directors shall be held together; provided, however, the number of Independent directors and non-independent directors elected shall be calculated separately. The professional qualifications, shareholding, concurrent posts restrictions, nomination and election methods of independent directors and other matters that should be complied with, shall be handled in accordance with the relevant regulations of the securities competent authority. The aggregate shareholding ratio of all Directors shall be subject to the provisions of the securities competent authority.

Article 18-1: In compliance with Articles 14-4 of the Securities and Exchange Law, the Company shall establish, which shall consist of all independent directors. The Audit Committee's responsibilities, organizational rules, authorities, and other matters to complied with shall be conducted in accordance with the relevant regulations of the securities competent authority and the Company.

Article 19: The Board of Directors is organized by the Directors, and the Directors shall elect from among themselves a Chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall have the authority to represent the Company.

Article 20: The powers and authority of the Board of Directors are as below:

- I. Decision of the Business Plans
- II. Review important rules and contracts.
- III. Establishment and abolition of branches.
- IV. Preparation of budgets and final accounts.
- V. Appointment and dismissal of key employees.
- VI. Decision of material borrowings of the Company.
- VII. Decision of material business and investment of the Company.
- VIII. Decision of employee stock subscription method.
- IX. Other matters as stipulated in the Company Law of the Republic of China and the Articles of Incorporation.

Article 21: Unless otherwise provided for in the Company Law of the Republic of China, the Board of Directors shall be convened by the chairman of the board who shall be the chairman of board of directors. In case the chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the chairman of the Board of Directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors. Board Meetings shall be convened with specific reasons and each director shall be notified seven days prior to the meeting in written form, by email or fax. If any emergency occurs, the Board of Directors' meeting may be convened at any time in written form, by email or fax.

Article 22: Unless otherwise provided for in the Company Law of the Republic of China, the resolution at the Board of Directors shall be adopted by a majority of the directors' present who represent majority of all directors.

Article 23: When a Director is unable to attend a board meeting in person for any cause, he/she shall appoint another director to attend such meeting. However, when a director attends the Board of Directors as a proxy, he/she shall be appointed as a proxy for one other director only.

Article 23-1: The Board of Directors is authorized to determine the salary for the Chairman and the Directors, considering the extent and value of the services provided for the management of the Company and the standards of the industry.

Article 23-2: All directors of the Company shall take out liability insurance for the actual needs of their business scope during their term of office to reduce and disperse the risk of damage to all directors, the Company and Shareholders, and submit the latest report of the Board of Directors.

Chapter 5 Supervisor

Article 24: Deleted.

Article 25: Deleted.

Article 26: Deleted.

Chapter 6 Manager

Article 27: The Company may have a number of managers who shall conduct all the business of the

Company in accordance with the policies set forth in the resolutions of the Board of Directors and the relevant laws and regulations, and whose appointment, dismissal and remuneration shall be governed by Article 29 of the Company Law of the Republic of China.

Article 28: Deleted.

Chapter 7 Accounting

Article 29: The fiscal year of the Company shall be from January 1 of each year to December 31 of the same year.

Article 30: At the end of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance:

I. Business Report.

II. Financial Statements.

III. Proposal Concerning Appropriation of Earnings or Covering of Losses.

Article 30-1: The Company shall reserve 0.1%~15% of profits of the year as employees' compensation. Where employees bonus is paid in stock or cash, the payees includes employees who meet certain criteria in the subsidiaries of the Company. However, in case of the accumulated losses, certain profits shall first be reserved to cover the losses.

Depending on business circumstances, the Company shall appropriate no more than 3% of profits of the year as director's remuneration. However, in case of the accumulated losses, certain profits shall first be reserved to cover the losses.

Article 30-2: The Board of the Company shall, at the end of each interim fiscal period, compile the statements and reports and proposal pursuant to Article XXX, refer to the Audit Committee for review and present to the Board for resolution. The Company shall estimate and retain appropriate amount for tax payment, offsetting carryforward loss, and legal reserve at the time of distributing earnings. No further appropriation of legal reserve is necessary if the amount of legal reserve is equivalent to the paid-in capital.

If new shares are offered as the mean for distribution of earnings as mentioned in the preceding paragraph, proceed to Article 240 of the Company Act. If cash is paid, the resolution of the Board for approval is required.

Article 31: If there is net profit after tax in the annual accounts of the Company, 10% the net profit after tax shall be appropriated as the legal reserve after covering the deficiency of previous years, and the special reserve shall be appropriated if necessary. If there is still surplus, together with the accumulated undistributed surplus of the previous years, the Board of Directors may reserve a portion of the surplus based on the business situation, and draw the allocation plan of net income and submit to the board of shareholders for resolution on the distribution of shareholders' dividends. Authorize the Board of Directors by a special resolution to distribute all or part of the dividends and bonuses payable in cash and to report to the board of shareholders.

Article 31-1: The Company's dividend policy shall take into consideration its fiscal earnings result, investment environment, capital requirement, budgeting and operating plans, financial structure and earnings dilution. The dividend shall be distributed not less than 10% of the

net income after-tax in current fiscal year, and shall be retained without allocation under the condition that the EPS is below NT\$ 0.5 or the dividend distribution might result in a breach of contract. Earnings of the Company may be distributed by way of stock dividend and/or cash dividend, of which the cash dividend shall not be less than 10% of the total dividends.

Chapter 8 Supplementary Provisions

- Article 32: The Company's organizational rules and working rules are prescribed separately.
- Article 33: In regard to all matters not specified in these Articles of Incorporation, the Company Law of the Republic of China shall govern.
- Article 34: This Articles of Incorporation was formulated on April 21, 2000.
- The first Amendment was on May 8, 2000.
- The second Amendment was on August 5, 2001.
- The third Amendment was on September 6, 2001.
- The fourth Amendment was on May 28, 2002.
- The fifth Amendment was on June 30, 2003.
- The sixth Amendment was on April 15, 2004.
- The seventh Amendment was on June 23, 2005.
- The eighth Amendment was on June 14, 2006.
- The ninth Amendment was on June 13, 2007.
- The tenth Amendment was on October 5, 2007.
- The eleventh Amendment was on June 20, 2009.
- The twelfth Amendment was on June 5, 2012.
- The thirteenth Amendment was on September 22, 2015.
- The fourteenth Amendment was on June 14, 2017
- The fifteenth Amendment was on June 10, 2019

Winstek Semiconductor Co., Ltd.

Chairman of the board: Huang Hsing Yang

Appendix 2

Winstek Semiconductor Co., Ltd.

Rules and Procedures of Shareholders' Meeting

- I. Shareholders' Meeting of the Company (the "Meeting"), unless specified otherwise by regulations, shall be conducted in accordance with these Rules and Procedures. Any matter not provided in
- II. This Company shall prepare shareholders attending the Meeting with an attendance book for the purpose of signing in. Shareholders may submit the attendance card for the purpose of signing in.

The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance book or the attendance cards submitted by the shareholders.
- III. Attendance and voting at a shareholders meeting shall be calculated based the number of shares.
- IV. The venue for a shareholders meeting shall be the premises of this Corporation, 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.
- V. If a shareholders meeting is convened by the Board of Directors, 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 vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

If a shareholders meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting.
- VI. Attorneys, PA, or related persons appointed by the Company shall attend a shareholders meeting in a non-voting capacity.

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
- VII. The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be preserved for at least 1 year.
- VIII. The chairman shall call the meeting to order at the time scheduled for the Meeting. If the number of shares represented by shareholders present at the Meeting has not yet constituted the quorum at the time schedules for the Meeting, the chairman may postpone the time for the Meeting. The postponement should be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one-third of the total outstanding shares, tentative resolutions may be adopted in accordance with Article 175, paragraph 1 of the Company Law of the Republic of China.

If during the process of the Meeting the number of outstanding shares represented by the shareholders becomes sufficient to constitute the quorum, the chairman may resubmit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Law of the Republic of China.
- IX. The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in

accordance with the agenda.

The above provisions apply mutatis mutandis to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved.

The shareholder cannot designate any other person as chairman and continue the meeting at the same or another place after the meeting is adjourned. However, if the chairman adjourns the Meeting in violation of the Rules and Procedures, the shareholders may designate, by a majority of the votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.

- X. When a shareholder present at the Meeting would like to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or Attendance Card number), and the name of the shareholder. The sequence of speeches by shareholders would be decided by the chairman.

If a shareholder present at the Meeting submits a Speech Note but does not speak, no speech shall be deemed to have been made by such shareholder. When the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of other shareholders; otherwise the chairman shall stop such interruption.

- XI. Unless otherwise permitted by the chairman, each shareholder shall not speak more than twice (each time not exceeding 5 minutes) for each discussion item.

In case the speech of any shareholder violates the above rules or exceeds the scope of the discussion item, the chairman may terminate the speech of such shareholder.

- XII. Any legal entity designated as proxy by a shareholder(s) to be present at the Meeting may appoint only one person to attend the Meeting.

When a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.

- XIII. After the speech of a shareholder, the chairman may respond in person or appoint relevant personnel to respond.

- XIV. The chairman may announce to end the discussion of any resolution and put it into voting if the chairman regards it as appropriate.

- XV. The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder of the Company.

The results of voting shall be announced on-site at the Meeting and placed on record.

- XVI. During the Meeting, the chairman may, at his discretion, set time for intermission.

- XVII. Except otherwise specified in the Company Law of the Republic of China and the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after solicitation by the chairman.

- XVIII. If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them

has been adopted, the others shall be deemed rejected and no further voting is necessary.

- XIX. The chairman may conduct the disciplinary officers or the security guards to assist in maintaining order of the Meeting place. The disciplinary officers or the security guards shall wear badges marked "Disciplinary Officers" for identification purpose.
- XX. These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

This regulation was formulated on May 28, 2002.

Appendix 3

Winstek Semiconductor Co., Ltd. Corporate Social Responsibility Best Practice Principles

Chapter I General Provision

Article 1 The Company duly established the Corporate Social Responsibility Best Practice Principles for managing its economic, environmental, and social risk and the influence thereof.

Article 2 The Company spare no effort in pursuing its corporate social responsibility while running the operation to align with the international development trend. With the obligation as a corporate citizen, the Company seeks to enhance its economic contribution to the country, improve the quality of living for the employees, community, and the society so as to buttress its competitive advantage rest with corporate social responsibility.

Article 3 In pursuing its corporate social responsibility, the Company pay utmost attention to the rights of the stakeholders. In the quest for sustainable development and profit, the Company values the ESG factors and incorporated as an integral part of the management policy and corporate activities.

Article 4 The Company pursues its corporate social responsibility in accordance with the following principles:
I. Proper pursuit of corporate governance
II. Environment for sustainable development
III. Social charity
IV. Enhancement of disclosure of corporate social responsibility

Article 5 The Company shall consider the development trend of corporate social responsibility at domestic and overseas enterprises, and its association with the core operation of the enterprises, the enterprises themselves, and the influence of the overall operation of the group enterprises on the stakeholders thereby to map out the corporate social responsibility policy, system, or related management policy and action plans subject to the resolution of the Board and reporting to the Shareholders' Meeting.
When presenting motions pertinent to corporate social responsibility, the Board of the Company shall review and list the motions on the agenda of the Shareholders' Meeting.

Chapter II Proper pursuit of corporate governance

Article 6 The Company should establish related governance framework and related ethic code of conduct in conformity to the Corporate Governance Best Practice Principles for TWSE Listed and TPEX Listed Companies, the Ethical Corporate Management Best Practice Principles for TWSE Listed and TPEX Listed Companies, and the Guidelines for the Adoption of Codes of Ethical Conduct for TWSE Listed and TPEX Listed Companies.

Article 7 The Company owes a duty of care as reasonable person in due diligence to supervise the proper pursuit of corporate social responsibility, and review the result and continue improvement for assurance of the proper pursuit of its corporate social responsibility.
The Board of the Company shall include the following as an integral part of the pursuit of corporate social responsibility:

I. Propose the mission or vision of corporate social responsibility, establish corporate social responsibility policy, system or related Management policies.

II. Include corporate social responsibility into corporate activities and direction of development, and approve the action plans For the pursuit of corporate social responsibility.

III. Assure the timeliness and accuracy of the disclosure of related information on corporate social responsibility.

The Board of the Company shall authorize the senior management to administer the ESG issues inherent to corporate activities. The senior management shall report to the Board on the status of work. The operation procedure and related persons charged with the duties of corporate social responsibility shall be properly defined.

Article 8 The Company shall provide training on corporate social responsibility at regular intervals including the education of the issues specified in paragraph 2 of the preceding article.

Article 9 The Company shall, for the vitalization of corporate social responsibility management, establish a designated (part-time) body for the advocacy of corporate social responsibility charged with the duties of proposing and implementing corporate social responsibility policy, system or related management policies and the action plans, and report to the Board at regular intervals.

The Company shall establish a reasonable remuneration policy for assuring the design of remuneration conform to the organization strategic objective and the interest of the stakeholders.

Article 10 The Company shall respect the right of the stakeholders and identify the stakeholders, and shall set up a stakeholder section at its official website. Through appropriate communication, the Company could understand the reasonable expectation and needs of the stakeholders, and properly respond to the issue of corporate social responsibility to the concern of the stakeholders.

Chapter III Environment for sustainable development

Article 11 The Company shall duly observe applicable laws and related international standards on the environment, and protection the natural environment appropriately. In addition, the Company shall seek to achieve the objective of environmental sustainability in its engagement in business activities and internal management.

Article 12 The Company shall enhance the efficient use of all resources, and use regenerated materials that could mitigate the impact on the environment so that global resources could be used in sustainability.

Article 13 The Company shall establish suitable environmental management system by nature of its industry. This system shall include the following:

I. Collect and assess with sufficient and timely information on the influence of business activities on the natural environment.

II. Set the measurable environmental sustainability objective with routine review the continuity of development and relevance.

III. Establish concrete plan or action plans for implementation, and review the result of implementation at regular intervals.

Article 14 The Company shall establish designated body or personnel for environment management to establish, advocate, and protect related environmental management system and the action plans. In addition, the Company shall also provide training on the environment for the management and the employees.

Article 15 The Company shall consider the influence of business operation on the ecology, and prompt for the idea of sustainable consumption through education. In addition, the Company shall follow the principles specified below in corporate activities such as research and development, procurement, production, operation, and service so as to mitigate the impact of corporate activities on the natural environment and human beings:

I. Reduce the resources and energy consumption on products and services.

II. Reduce the emission of pollutants, toxic substances and wastes, and treat the wastes properly.

III. Enhance the recyclability and reusability of resources or products.

IV. Maximize the sustainable use of regenerated resources.

V. Enhance the durability of products.

VI. Improve the efficacy of products and services.

Article 16 For enhancing the efficient use of water resources, the Company shall consume water resources with sustainable concern and map our related management policies.

The Company shall install and reinforce related facilities for environmental protection management to avoid water, air, and soil pollution. The Company shall spare no effort to mitigate the influence that jeopardize human health and the environment, and adopt the best and most feasible skills in the prevention and control of pollution.

Article 17 The Company shall pay attention to the effect of climate change on corporate activities, and shall map out the strategy for energy saving, carbon reduction, and the reduced emission of greenhouse gas.

Chapter IV Protection of public interest

Article 18 The Company shall duly observe applicable laws and the international convention of human rights such as gender equality, right of employment, and no discrimination.

The Company shall duly observe internationally recognized labor rights, including the freedom of association, right of collective bargaining, concern for the social vulnerable groups, prohibition of underage workers, elimination of forced-labor of any kind, elimination of discrimination in employment, and assurance of no discrimination against sex, race, social class, age, marital status in its human resources utilization policy so as to materialize equality and fairness in the condition of employment, remuneration, benefits, training, evaluation, and opportunity for promotion.

The Company shall provide effective and suitable channels for filing complaints against jeopardy to labor right and assure the procedure of complaint is fair and transparent. The channels for complaints shall be simple, convenient and through. The complaints from employees shall be properly responded.

Article 19 The Company shall provide information to the employees so that they can understand the labor laws and rights in the country of business operation.

Article 20 The Company shall provide the employees a safe and healthy work environment, including necessary health and first-aid facilities, and shall reduce the factors

hazardous to the safety and health of the employees to prevent occupational hazards.

The Company shall provide education and training on safety and health for the employees at regular intervals.

Article 21 The Company shall create a positive environment for the career development of the employees, and set up an effective career capacity development training program.

The Company shall reflect corporate management performance or result to the remuneration policy of employees for assurance of the recruitment, keeping, and encouragement of human resources achieving the goal of sustainable development.

Article 22 The Company shall establish channels for routine communication and dialogues with the employees so that the employees can access to the information on corporate management activities and decisions and the rights of expression of opinions.

The Company shall respect the rights of the representatives of the employees in bargaining for working condition, and provide the employees with necessary information and hardware so as to bolster the consultation and cooperation between the employer and the employees and their representatives.

The Company shall inform the employees of any change in the operation that may cause significant influence through reasonable means.

Article 23 The Company shall be responsible for its products and services and values the ethics of marketing. The Company shall assure the transparency and safety of products and services in the process of research and development, procurement, production, operations and service, and map out with disclosure of the policy of consumer rights and pursue the policy in its corporate activities to prevent damage to the right, health, and safety of the consumers caused by its products or services.

Article 24 The Company shall assure product and service quality in conformity the applicable laws of the government and rules and regulations in the industry. The Company shall duly observe applicable laws and international standards in the marketing and labeling of products and services. There shall be no cheating, misleading, fraud or any other acts that detract the trust of consumers and cause damage to the rights of the consumers.

Article 25 The Company shall assess and manage all risks that may result in the interruption of operation, and reduce possible impact of these risks on the consumers and the society.

The Company shall provide the procedures for the transparent and effective complaints of the consumers on the products and services of the Company so that consumers can file complaints fairly and timely. The Company shall duly observe the Personal Information Protection Act and other applicable laws and assure to respect the privacy right of the consumers, and protect the personal information provided by consumers.

Article 26 The Company shall assess the influence of the act of procurement on the environment and the society of the source community of the suppliers, and work in cooperation with the suppliers for the realization of corporate social responsibility in concerted effort.

The Company shall, before engaging in business transactions, assess if the suppliers have a record of negative influence on the environment and society and

shall avoid business transactions with those who defy corporate social responsibility policy.

In entering into agreements with major suppliers, the Company shall include the corporate social responsibility policies of both sides in the agreements, and the right of the Company to terminate or rescind the agreements if the suppliers allegedly violate the policy and cause significant influence on the environment and the society of the source community of the suppliers.

- Article 27 The Company shall assess the influence of its operation on the local community, and employ local people in the surrounding areas of company facilities appropriately so as to improve community identification.
The Company shall participate in activities organized by civil organizations, charity groups, and local governments for community development and community education through commercial activities, donation in kind, corporate volunteer service, or other professional charity services for bolstering community development

Chapter V Intensify the disclosure of information on corporate social responsibility

- Article 28 The Company shall fully disclose relevant and reliable information on corporate social responsibility in accordance with the Corporate Governance Best Practice Principles for TWSE Listed and TPEX Listed Companies in information disclosure so as to enhance the transparency of information.
Information on corporate social responsibility disclosed by the Company is specified as follows:
- I. The corporate social responsibility policy, system, or related management policies and
Action plans approved by the Board.
 - II. Pursue corporate governance, sustainable development and protection of public interest, and manage the risks to the operation and financial performance
Of the Company and the influence.
 - III. The objectives, policies and performance of the Company for performing corporate social responsibility.
 - IV. Major stakeholders and the issues of their concern.
 - V. Disclosure of the information on the management and performance of major suppliers on the environment and society.
 - VI. Other information on corporate social responsibility.

- Article 29 The Company compiles the Corporate Social Responsibility Report (CSR Report) for the disclosure of the state of performance of corporate social responsibility so as to improve the reliability of the information. The content covers:
- I. The pursuit of corporate social responsibility policy, system or related management policies and the action plans.
 - II. Major stakeholders and the issues of their concern.
 - III. The result of the pursuit of corporate governance, sustainable environment, protection of public interest, and contribution to economic development.
And the review of the performance.
 - IV. The direction and objective of improvement in the future.

Chapter VI Miscellaneous

- Article 30 The Company shall pay close attention to the development of related standards of corporate social responsibility at home and abroad and the change in the corporate environment basing on which the Company shall review the corporate

social responsibility system established by the Company for improving the performance of corporate social responsibility.

Appendix 4

Winstek Semiconductor Co., Ltd. Ethical Corporate Management Best Practice Principles

- Article 1 The Company established the Ethical Corporate Management Best Practice Principles applicable to the Company, its subsidiaries, non-profit organizations with more than 50% of the funding donated by the Company directly or indirectly, other institutions under the de facto control of the Company, legal entities, or other group enterprises and organizations (hereinafter referred to as the “group enterprises and organizations”).
- Article 2 Directors, managers, employees, agents, or any other parties with substantive control (hereinafter referred to as the “dominant party”) shall not directly or indirectly offer, promise, request or accept any form of unjustifiable benefits, or act in defiance of the ethic code, law, or fiduciary obligations so as to acquire or maintain benefit in the conduct of business activities (hereinafter collectively refer to as “unethical practices”).
The targets of the aforementioned practices include public officials, political candidates, political parties or party apparatus, any public or private enterprise or institution and their directors, supervisors, managers, employees, dominant parties or other stakeholders.
- Article 3 Benefits as referred to under these principles are anything bearing value in any form or under any title such as money, gifts, commission, offering of job position, service, preferential treatment or kickbacks. Except common practices under social custom, which happened occasionally without affecting specific rights and obligations.
- Article 4 The Company shall duly observe the Company Act, Securities and Exchange Act, Business Entities Accounting Act, Political Donation Act, Anti-Corruption Act, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, applicable rules and regulations governing TWSE and TPEX listed companies, and other applicable legal rules governing business activities, as the pre-requisites for the realization of ethical corporate management.
- Article 5 The Company should uphold the corporate philosophy of integrity, transparency and accountability to map out policies basing on ethics and set up the mechanisms for sound corporate governance and risk control to create an operation environment for sustainable development.
- Article 6 The Company shall comply with the laws effective in the place where the operation of the group enterprises and organizations take place in making its ethical corporate management policy (hereinafter referred to as “preventive plans”).
The Company shall communicate with the employees, labor unions, important counterparties of trade, or other stakeholders in the course of establishing the preventive plans.
- Article 7 In mapping out preventive plans, the Company shall analyze business activities vulnerable to higher risk of unethical practices within the scope of operation, and intensify for the prevention of unethical practices.

The policy for prevention of unethical practices of the Company shall cover at least the following:

- I. Offering and acceptance of bribes.
- II. Offering of illegal political donations.
- III. Unjustifiable charity donations or sponsorships.
- IV. Offering or acceptance of unjustifiable gifts, reception or other illicit benefits.
- V. Infringement of business secrets, trademarks, patents, copyrights or other intellectual property rights.
- VI. Engagement in unfair competition.
- VII. Direct or indirect damage to the rights, health, and safety of consumers or other stakeholders in the course of the research and development, procurement, manufacturing, offering or sale of products and services.

Article 8 The Company and its group enterprises and organizations shall explicitly state the policy of ethical corporate management in their internal codes and external documents. The Board and the management shall fulfill the promise stated in the ethical corporate management policy and practice in internal management and business activities.

Article 9 The Company shall conduct business activities in fairness and transparency Under the ethical corporate management principles of the Company. Before engaging in business transactions, companies listed at TWSE or TPEX shall consider the legality of their agents, suppliers, customers, or counterparties of business transactions and determine if they are involved with unethical practices, and avoid to do business with those involved in unethical practices. In entering into agreements with agents, suppliers, customers, or other counterparties of business transactions, the Company shall inscribe the obligation of compliance with the ethical corporate management policy and the right of termination or rescission of the agreement at any time if the counterparty was found unethical in business practices as an integral part in the agreements.

Article 10 Directors, managers, employees, agents, and other dominant parties shall not directly or indirectly offer, promise, request or accept any form of illicit benefits with customers, distributors, contractors, suppliers, public officials, or other stakeholders.

Article 11 Directors, managers, employees, agents, and other dominant parties make donate to political parties or participate in political organizations or individual engaged in political activities in compliance with the Political Donation Act and the internal rules and regulations or operation procedures of the Company, and shall not make use of the situation for business interest or trading advantage.

Article 12 Directors, managers, employees, agents, and other dominant parties of the Company may donate or sponsor for charity purpose, and shall comply with applicable laws and the internal rules and regulations or operation procedures of the Company and make use of these activities as bribery in disguise.

Article 13 Directors, managers, employees, agents, and other dominant parties of the Company shall not directly or indirectly offer or accept unjustifiable gifts, reception, or any other illicit benefit to cultivate business relations or affect business transactions.

Article 14 Directors, managers, employees, agents, and other dominant parties of the Company shall duly observe applicable legal rules governing intellectual property, the internal rules and regulations or operation procedures of the Company and contractual requirements. There shall be no use, divulgence, disposition, damage or any other act of infringement of intellectual property without the consent of the proprietors of the intellectual property rights.

Article 15 The Company engaged in business activities in accordance with applicable legal rules governing competition and shall not fix price, manipulate bidding, limit production quantity and quota or share or split up the market through allocation of customers, suppliers, operation regions, or business types.

Article 16 Directors, managers, employees, agents, and other dominant parties of the Company shall duly observe applicable legal rules and international standards in the course of research and development, procurement, manufacturing, supply or sale of products and services for assurance of information transparency and safety of the products and services. The Company shall also make and disclose its policy for the protection of the rights of the consumers or other stakeholders with proper pursuit of the policy in all aspects of business activities to prevent direct or indirect damages of products or services to the right, health, and safety of the consumers or other stakeholders. If there is evidence incriminating possible hazards of the products and/or services to the safety and health of the consumers and other stakeholders, these lots of products shall be recalled or the service shall be stopped at once.

Article 17 The Directors, managers, employees, appointees and parties of actual control owe a duty of care as reasonable persons in due diligence, and supervise the prevention of unethical practices in the Company. They shall from time to time review the results of the pursuit and make continued improvement for assurance of the proper pursuit of the ethical corporate management policy of the Company.

Article 18 Directors, managers, employees, agents, and other dominant parties shall duly observe applicable legal rules and preventive plans in the conduct of business.

Article 19 Directors, managers of the Company and other stakeholders attending the session of the Board as participants or observers, shall explain if specific motion may pose a conflict between their private interests and the interest of the Company, and the important content of the motion. The parties concerned shall not participate in the discussion and voting on the motion and shall recuse when the motion is in discussion and voting. The parties concerned shall not act as proxy of other Directors or managers in voting on the motion. Directors shall be self-disciplined and shall not give improper support to one another. Directors, managers, employees, agents and other dominant parties of the Company shall not make use of their positions in the Company or their influence to allow themselves, spouse, parents, children or a third party for access to unjustifiable benefits.

Article 20 The Company shall establish an effective accounting system and internal control system and shall not keep different versions of the books or keep secret accounts. The Company shall also review the system from time to time for assurance of the effective design and continued effectiveness of the system.
The internal audit function of the Company shall examine the aforementioned system for assurance of compliance, and compile the findings into audit reports for presenting to the Board. Certified public accountants may also be retained to conduct audits and may invite professionals for assistance where necessary.

Article 21 The Company shall regulate the conduct of business by Directors, managers, employees, agents, and other dominant parties with guidelines covering at least the following:

- I. The standard of offering or accepting unjustifiable benefits.
- II. The procedure for regulating political donation.
- III. The procedure for avoidance an declaration of the conflict of interest deriving from the functions performed.
- IV. The requirement of no-disclosure of confidential information and sensitive materials of business acquired from business activities.
- V. The procedure for regulating alleged unethical practices of suppliers, customers, and counterparties of trade.
- VI. Procedure for regulating the acts of defiance against the Ethical Corporate Governance Best Practice Principles.
- VII. Disciplinary action on the offenders.

Article 22 The Chairman, President or senior management of the Company shall convey the message of the importance of integrity to the Directors, employees and appointees at regular intervals.
The Company shall provide education and training for the Directors, managers, employees, appointees, and parties with actual control at regular intervals and invite counterparties of business with the Company to participate in the training so that they could fully understanding the determination, policy, preventive plans of the Company in ethical corporate management, and the result of unethical practices. The Company shall combine its ethical corporate management policy with employee performance evaluation and human resources policy and establish a clear-cut and effective system of reward and punishment.

Article 23 The Company shall establish a substantive system for reporting of unethical practices and properly implement the system. The system shall cover at least the following:

- I. Set up and announce an independent mail box for reporting on unethical practices, ~~hotline~~ or retain other external independent institutions
to provide a mail box for reporting on unethical practices, hotline for the internal use of the Company and staff.
- II. Appoint designated personnel or body for responding to the reports. If the content of report involves the Directors, or senior executives of the Company, report to the level of Independent Directors.
- III. Keep a record of the acceptance of the cases reported, the investigation process, investigation result, and production of related documents for filing.

IV. Keep the identity of the whistle blower and the content of the report in strict confidence.

V. Protect the whistle blowers from undue treatment because of the reporting on the unethical practices.

VI. Provide incentive for whistle blowers.

If the designated personnel or body of the Company for responding to reports on unethical practices discovered material breach of rules and regulations after investigation, or may cause significant damage to the Company, compile the findings into reports at once and inform the Independent Directors in writing.

Article 24 The Company shall establish and announce the system of punishment and complaints of the act of defiance against ethical corporate management best practice principles and disclose the title, name of the offenders, the date of offense, content of offense and the proceedings in response to the offense at the intranet at once.

Article 25 The Company shall conduct analysis of the result of the advocacy of the ethical corporate management policy, and disclose its policies for pursuit of ethical corporate management, the progress and result at its official website, annual reports and prospectus, and also disclose the content of the ethical corporate management best practice principles at MOPS.

Article 26 The Company shall pay attention to the development of applicable legal rules governing ethical corporate management at home and abroad from time to time and encourage the Directors, managers, and employees to give suggestions, which will be served as reference for the Company to review and improve the ethical corporate management policy and the measures for the pursuit of the policy to upgrade the result of ethical corporate management.

Article 27 The Ethical Corporate Management Best Practice Principles shall come into force at the resolution of the Board and forwarded to the respective Independent Directors and reported to the Shareholders Meeting. The same procedure is applicable to any amendment thereto.

Companies listed at TWSE or TPEx which have established the position of Independent Directors shall referred the aforementioned Ethical Corporate Management Best Practice Principles to the Board for discussion. The opinions of respective Independent Directors shall be fully considered. The adverse opinions or qualified opinions of the Independent Directors shall be tracked as minutes of Board meeting on record. If a specific Independent Director cannot attend the session of the Board in person and who expressed adverse opinion or qualified opinion, this Independent Director shall present the opinion in writing beforehand and tracked as minutes of Board meeting on record unless under justifiable reasons.

Appendix 5

Winstek Semiconductor Co., Ltd.

Regulations Governing the Election of Directors

- I. The election of the Directors of the Company is governed by the Regulations unless the law or the Articles of Incorporation provides otherwise.
- II. The Company adopted the cumulative voting system for the election of Directors. The names of the voters may be substituted by the attendance pass number printed on the ballots. Unless the Company Act provides otherwise, the holder of each share will be entitled to votes equivalent to the number of seats of Directors to be elected. Shareholders may cast the votes in favor of particular candidates or distribute the votes to different candidates. In the election of Directors, shareholders may cast vote by balloting and also adopt vote by correspondence or electronic mean to exercise their voting rights.
- III. The Board shall prepare the ballots for the election in the quantity equivalent to the number of Directors to be present in the session of the Board and mark down the votes on the ballots for release to the Shareholders in session. ◦
- IV. The Chairman shall appointed several scrutineers (who are also shareholders) and tally clerks to perform related duties as the election starts. ◦
- V. The Board shall prepare the ballot box and open the box for the inspection of the public before balloting. ◦
- VI. If the candidates in the election are also shareholders, voters shall put down the account title and account number in the field of “Candidate” of the ballot. If the candidates are not shareholders, put down the names and identity certification number of the candidates. Where t
- VII. A ballot shall be invalid if any of the following applies:
 - (VIII) The ballot used is not governed by This Regulations
 - (IX) Blank ballot in the ballot box .
 - (X) The handwriting is blurred that cannot be identified or being marked for correction
 - (XI) If the candidate is a shareholder, the account title and account number marked on the ballot are not relevant with the record of the shareholders’ roster. If the candidate is not a shareholder, the name and identity certification document were proved irrelevant.
 - (XII) Other wording was marked on the ballot in addition to the account title (name) and account number (identity certification number) of the candidate
 - (XIII) The account title (name) or shareholder account number (ID card number) of the candidate has not been filled in.
 - (XIV) Two or more candidates were put down on the same ballot.
 - (XV) The name of the candidate marked on the ballot is identical with another shareholder but no account title or identity certification number was marked down for identification. ◦
- VIII. The Company adopts the candidate nomination system in the election of Directors. Candidates of competence under law shall be elected by the Shareholders’ Meeting as Directors. The regulations of the Company governing the election, nomination procedure, qualification and appointment of Independent Directors shall be governed by the “Regulations Governing Appointment of

Independent Directors and Compliance Matters for Public Companies” and regulated by the number of seats allocated to Independent Directors for counting the voting rights of election of Directors and Independent Directors. Candidates who win a majority of the votes in descending order will be elected to the seats of Independent Directors and Directors. If there are two or more candidates earning the same number of votes but there is no more seats available, they will be elected to the seats by lot drawing. The presiding officer shall draw the lot on behalf of those who are absent from the scene.

The votes as specified in the preceding paragraph shall be counted on the basis of the votes cast at the venue of the Shareholders’ Meeting, votes by correspondence, and electronic balloting. °

- IX. The ballots shall be counted on the scene immediately after balloting. The presiding officer shall announce the result of the vote count on the scene.
- X. The Director Elects will receive a notice of election to office from the Company. °
- XI. Anything not covered by the Regulations shall be governed by the Company Act, the Articles of Incorporation of the Company, and other applicable laws.
- XII. The Regulations shall come into force at the resolution of the Shareholders Meeting. The same procedure is applicable to any amendment thereto.

This set of Regulations was instituted on 2002.05.28

Amendment for the 1st instance on 2008.06.13

Amendment of the 2nd instance on 2017.06.14

Appendix 6

Note to motions presented by shareholders in this regular session of Shareholders' Meeting:

- I. According to Article 172-1 of the Company Act, shareholders who hold more than 1% of the outstanding shares issued by the Company may present motions to the regular session of the Shareholders' Meeting of the Company. Each motion is limited to 300 characters.
- II. The Company will accept motions presented by shareholders for this regular session of Shareholders' Meeting from 2020.04.03 to 2020.04.13, and has disclosed related information at MOPS as required by law.
- III. The Company did not receive any shareholder proposals during the period of acceptance.

Appendix 7

The impact of the stock grants on the Company's business performance, and earnings per share:

- I. The impact of the stock grants on the Company's business performance, earnings per share and return on shareholders' investment: Not applicable.
- II. The Company did not disclose the financial forecast for 2020. It is not necessary to disclose forecast information for 2020.

Appendix 8

Shareholding situation of all directors:

Winstek Semiconductor Co., Ltd.

Shareholding situation of all directors

Unit: shares

Position	Name	Number of shares held	Shareholding ratio:
Chairman of the board	Singapore merchants Bloomeria Limited Representative: Huang Hsing Yang	70,694,438	51.88%
Director	Singapore merchants Bloomeria Limited Representative: Wu Min Hung		
Director	Singapore merchants Bloomeria Limited Representative: Yeh Ts'an Lien		
Director	Singapore merchants Bloomeria Limited Representative: Kuo Hsü Tung		
Director	Singapore merchants Bloomeria Limited Representative: Hsieh Chao Hung		
Director	Wêng Chih Li	571,507	0.42%
Independent Director	Lin Min Kai	-	-
Independent Director	Wei Jen Yu	-	-
Independent Director	Wen-chou Vincent Wang	-	-
Number of shares held by all directors		71,265,945	52.30%

Note:

- The information listed in the table is the number of shares held by individual and all directors in the shareholders' book as at the book closure day of the regular shareholders' meeting (April 11, 2020).
- The statutory share ownership ratios of the directors of the Company are as follows:
 - Total shares issued on April 11, 2020: 136,261,659 common stock shares
 - The statutory number of shares held by all directors is 8,175,699, and as of April 11, 2020, the number of shares held by all directors is 71,265,945.
 - The Company has established an Audit Committee and therefore there is no statutory number of shares held by the supervisor applicable.
 - The shareholding of all directors of the Company has been in compliance with the percentage of the ownership ratios standard as set forth in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies".