WPG HOLDINGS LIMITED

2021 ANNUAL SHAREHOLDERS' MEETING

MEETING AGENDA

(Translation)

June 23, 2021

WPG HOLDINGS LIMITED

2021 ANNUAL SHAREHOLDERS' MEETING

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WPG HOLDINGS LIMITED

Meeting Procedure for 2021 Annual Shareholders' Meeting

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2. Meeting Agenda

WPG HOLDINGS LIMITED

2021 Annual Shareholders' Meeting Agenda

Time: 9:00 a.m., June 23, 2021 (Wednesday)

Place: B1F, Conference Hall, No.76, Sec. 1, Chenggong Rd., Nangang Dist., Taipei City, Taiwan

(If a change in meeting venue is warranted due to COVID-19 epidemic prevention reasons, we will make the related public announcements on WPG's website and Market Observation Post System.)

Chairman: Simon Huang, Chairman of the Board of Directors

1. Report on the Number of Shares Present and Call Meeting to Order
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7. Other Matters
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9. Meeting Adjourned

Report Items

1. **To report the business of 2020**

   Explanatory Notes: 2020 Business Report. Please refer to Attachment I on page 8-11 of this Handbook.

2. **Audit Committee's Review Report**

   Explanatory Notes: Audit Committee's Review Report. Please refer to Attachment II on page 12 of this Handbook.

3. **To report 2020 employees' and directors' compensation**

   Explanatory Notes:

   (1) To be conducted in accordance with the regulations stipulated in Article 31 of the Articles of Incorporation.

   (2) The Board of Directors approved 2020 employees' and directors' compensation on April 27, 2021.

   (3) 2020 employees' compensation is NT$42,600,000, and 2020 Directors' compensation is NT$47,694,317, totaling NT$90,294,317 to be distributed in cash.

Proposed Resolutions

1. **To accept 2020 Business Report and Financial Statements (including Parent Company Only and Consolidated Financial Statements)**
   (Proposed by the Board of Directors)

   Explanatory Notes:

   (1) The Company's 2020 Financial Statements, including Parent Company Only and Consolidated Financial Statements, were audited by independent auditors, Mr. Chun-Yao Lin and Mr. Chien-Hung Chou of PricewaterhouseCoopers, Taiwan.

   (2) See Attachment I on page 8-11 and Attachments III and IV on page 13-39 for the Company's 2020 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements.

   (3) Please accept the aforementioned Business Report and Financial Statements.

Resolution:

2. To approve 2020 profits distribution proposal

(Proposed by the Board of Directors)

Explanatory Notes:

(1) The Board has proposed 2020 Profit Distribution in accordance with Article 31 of the Articles of Incorporation. Please refer to the 2020 PROFIT DISTRIBUTION TABLE below.

WPG HOLDINGS LIMITED

2020 PROFIT DISTRIBUTION TABLE

Unit: NT$

Beginning Retained Earnings		6,413,070,009
Plus: 2020 Net Profit after Tax		8,123,354,672
Plus: Adjustments for the Retained Earnings in 2020 (Note 1)		38,879,273
Less: Legal Reserve (Note 2)		(816,223,395)
Less: Amount appropriated as Special Reserve		(3,412,100,049)
Accumulated Retained Earnings Available for Distribution		10,346,980,510
Distribution Items:		
Dividends to Preferred Shares A (Note 3)		400,000,000
Cash Dividends to Common Shareholders	NT$3.1 per share	5,205,076,182
Unappropriated Retained Earnings at the end of the period (Note 4)		4,741,904,328

Note 1: The increase in 2020 retained earnings by remeasurement of defined benefit obligations amounted to NT$8,697,380 and changes in equity of associates and joint ventures accounted for using the equity method amounted to NT$30,181,893

Note 2: (NT$8,123,354,672+NT$38,879,273)*10%=NT$816,223,395.

Note 3: The Company issued 200,000,000 shares of preferred shares A on September 18, 2019. As per the issuance price of NT$50, the dividend for the preferred shares A based on the earnings in 2020 amounted to NT$400,000,000 (200,000,000 shares*50*4%)

Note 4: This year's earnings assignment sequence is based on the calculation in Article 66-9 of the Income Tax Act. Thus, the 2020 earnings will be assigned first.

(2) From the Company's accumulated retained earnings available for distribution in 2020, NT$400,000,000 is proposed to be distributed as dividend for preferred shares A, and NT$5,205,076,182 is proposed to be distributed as dividend for common shares (The

aforesaid dividend for individual shareholders are rounded down to a New Taiwan Dollar, and the total amount of the fractional sums should be listed as other income in our business ledger). Upon the approval of the shareholders' meeting, it is proposed to distribute such amount as cash dividend, and to authorize the Chairman of the Board to determine record date, distribution date and other relevant matters. (Please refer to Letter No. 10002407180 issued by Ministry of Economic Affairs on April 7, 2011).

(3) In case of share capital change which causes an impact on the number of outstanding shares, and thus impacts dividend payout ratio, it is proposed that the shareholders' meeting authorizes the Chairman of the Board to handle related matters in comply with the Company Law or related laws and regulations.

(4) Please approve the proposal of 2020 Profits Distribution.

Resolution:

Discussion Matters

1. **To amend the Rules for Election of Directors.**
   (Proposed by the Board of Directors)

   Explanatory Notes:

   (1) To amend the Rules for Election of Directors to comply with regulations and actual needs. For the comparison table, please refer to Attachment V on page 40-42 of this Handbook.

   (2) Please discuss the amendment to the Rules for Election of Directors.

2. **To amend the Rules of Procedures for Shareholders' Meetings.**
   (Proposed by the Board of Directors)

   Explanatory Notes:

   (3) To amend the Rules of Procedures for Shareholders' Meetings to comply with regulations and actual needs. For the comparison table, please refer to Attachment VI on page 43-46 of this Handbook.

   (4) Please discuss the amendment to the Rules of Procedures for Shareholders' Meetings.

Resolution:

Director Election

1. **To elect one Independent Director to fill the vacancy.**
   (Proposed by the Board of Directors)

   Explanatory Notes:

   (1) The Sixth Board of Directors originally totaling 11 Directors including 4 Independent Directors resolved by Board of Directors, and the term is from June 24, 2020 to June 23, 2023. 2020 Annual Shareholders’ Meeting elected ten directors, three of whom were independent as the resignation of candidate. The Board of Directors approved to elect a new independent director to fill such vacancy at WPG’s 2021 Annual Shareholders’ Meeting.

   (2) The newly-elected Independent Director will take office upon the election of the 2021 annual shareholders' meeting and the term expires on June 23, 2023, as the same date as the term of the existing directors.

(3) In accordance with the Articles of Incorporation of the Company, the candidate nomination system is adopted for the election. Directors shall be selected from the list of Independent Director Candidates. Please refer to Attachment VII on page 47 of this Handbook for the education background, experience, other relevant information of the Candidate.

Other Proposals

1. To release Directors of the Company from Non-Compete Restriction.
(Proposed by the Board of Directors)

Explanatory Notes:

(1) According to Paragraph one, 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." Please refer to Attachment VIII on page 48 of this Handbook for the List of Director Candidates to be released from Non-Compete Restriction submitted to the shareholders' meeting for approval.

(2) The details and the status on the competition of the newly by-elected Independent Director to be released from Non-Compete Restriction will be disclosed at the shareholders' meeting after the election.

(3) Please discuss the matter.

Resolution:

Other Business and Special Motions

Meeting Adjourned

3. Attachment

<Attachment I>

Business Report

Thanks to accurate product portfolio, growing productivity, and continuous operation expansion, WPG was named the largest semiconductor components distributor in revenue both globally and among Asia Pacific in 2020. We are expanding our operation globally. Currently our main sales locations are Greater China and South Asia, but we are gradually expanding our sales locations to Europe, Northeast Asia, ASEAN countries, India, and North America. Looking into 2021 global semiconductor revenue growth, 5G mobile communication, servers, memory, IoT, automobiles, and industrial electronics remain to be the market mainstay. After years of active deployment, WPG sufficiently grasps market growth opportunities by continue growing in market applications, offering supply chain management service with added value, providing components and turnkey solution with competitive advantage, and helping our customers develop and invest in future markets. We aim to create win-win-win situations with our vendors and customers.

1. 2020 Review

WPG's consolidated revenue in 2020 reached NT$609.886 billion (US$20.651 billion), net profit after tax reached NT$8,123 million. Basic earnings per share (EPS) were NT$4.77. All three of the above hit record-high. Key performance indicators Return on Working Capital (ROWC) and Return on Equity (ROE) were 9.5% and 12.6%, respectively.

In 2020, WPG developed diverse product structure. Core 3C products showed stable growth while non-3C fields such as IoT, automobiles, and industrial electronics grew rapidly, accounted for 23% of the total revenue. We have approximately 5,200 employees in total, of which field applications engineers (FAE) account for 20.9% and offered 207 "online solutions." WPG has approximately 104 operating locations worldwide, including 76 in Asia Pacific and 28 in North America. Our global supply chain supported approximately 550 VMI logistic projects cross-regions, and our Hong Kong smart warehouse construction was completed to realize one-stop service. We believe the added-value service we provided is highly recognized in semiconductor supply chain.

To enhance corporate competitiveness in respect of sustainability, WPG introduced Chief Sustainability Officer to strengthen sustainability management.

- E (Environment): Maintain and manage resources adhere to environmental protection and energy-saving philosophy. In response to climate change, promote smart warehouse continuously to maximize resource efficiency and achieve carbon reduction goal through collaborative operation of human and machine. Promote and encourage employees to respond to environmental protection through various advocacy, thereby enhancing environmental protection atmosphere and awareness.

- S (Social): Won Corporate Sustainability Report Awards - Service Industry Gold Award and Sustainable Corporation Outstanding Awards - Service and Telecommunication Industry in 2020 Taiwan Corporate Sustainability Awards (TCSA)
- G (Governance): Ranked top 20% of listed companies in corporate governance evaluation for 6 consecutive years, and was selected as a constituent stock of the "TWSE Corporate Governance 100 Index".

2. 2021 Outlook

Having digital transformation as the foundation, WPG actively cooperates with vendors and customers regarding supply chain transfer plan through both online platforms and offline teams, and searches for new product lines based on customer needs in various regions. We construct and explore new business models, from LaaS (Logistics as a Service) to BPaaS (Business Process as a Service), to interpret tomorrow with the day after and illustrate the look of the industry ten years later.

- **Key financial indicators:** Increase net income and effectively control operating costs. Use ROWC as the key financial indicator to continuously optimize product mix. Improve account receivable and collateral management to ensure asset quality and liquidity. Utilize financial leverage discreetly as well as enhance asset structure and profitability in order to improve shareholders' return on equity and dividend distribution.
- **Active deployment and expansion:** Redefine the "customers" in the upstream and downstream of the supply chain, to develop corresponding strategies and goals of service expansion in response to their needs. Provide different forms of package combinations according to the needs of different customers, to expand the objectives and fields of customer service. Strive to deepen the cultivation of customers and revenue growth, integration of team resources to enhance productivity.
- **Product portfolio management and enhancement:** Propose corresponding resource allocation plan and communication strategy considering the advantages/disadvantages of various product lines to improve operating efficiency and operating profit model. Strengthen WPG brand image in service and promote WPGDADAWANT service platform continuously. Through improving the perceived quality of digital transformation services, WPG creates long-term customer value, and deepens the influence within the supply chain. WPG continues to promote new media marketing "online and offline (O2O) mode", to strengthen the consistency of internal and external brand recognition and expand sustainable competitiveness. Combining WPG's business design capabilities and organizational transformation capabilities, as well as the support of DADATONG, which provides data scale and data assets advantage, WPG may achieve the goal effectively.
- **Integration process and information platform:** In response to digital transformation, WPGDADAWANT, Business Process as a Service (BPaaS), and ISMS (Information Security Management System) are emphasized. Operation process optimization and smart warehouse and platform construction for cross-region logistics management continue to be implemented in accordance with WPG development strategy. We aim to improve quality and efficiency to meet the needs of company operation and to face the rapidly changing environment.
- **Sustainability (ESG):** Key focuses include corporate governance, risk management, supply chain and customer management, environment, workplace, corporate citizenship, stakeholder concerns, internal operational impact investigation and analysis, and sustainable development strategies. We aim to enhance information transparency to achieve the goal of being ranked top

5% of listed companies in corporate governance evaluation, and to effectively fulfill the functions of the board of directors, audit committee, remuneration committee, and new business strategy committee in order to implement the annual work plan.

In the future, WPG shall maintain global leading position, continue expansion, and develop healthy product revenue structure through digital transformation projects, including customer needs integration and analysis, upstream and downstream integration, and supply chain management. We aim to create innovative business model and provide higher added-value services to customers.

We, the management team, as well as all WPG employees thank you for the support and encouragement, and look forward to the continuous guidance and advice in the coming year. With our vision “To Become the First Choice of Industry. To Become the Benchmark of Distribution.” in mind, we will remain consistent in our business philosophy and services, and promote the core value of “Global Distribution, Strong and Fearless, Double Production Value, Happy Corporation, Platform Empowerment, Seamless Handover” comprehensively. We will strive to create win-win solutions with our vendors, customers, and shareholders, and wish to share exceptional business results with you.

We sincerely welcome all our peers and shareholders to share their concerns and advice with us.

Chairman: Simon Huang

Chief Executive Officer: Mike Chang

Chief Financial Officer: Cliff Yuan

<Attachment II>

Audit Committee's Review Report

The Board of Directors has prepared the 2020 Business Report, Financial Statements, and proposal for allocation of profits. The aforementioned 2020 Business Report, Financial Statements, and proposal for allocation of profits have been reviewed and determined to be correct and accurate by the Audit Committee members of WPG HOLDINGS LIMITED. According to Article 14-4, 14-5 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

AUDIT COMMITTEE OF WPG HOLDINGS LIMITED

Independent Director Charles Chen

Independent Director Jack J. T. Huang

Independent Director Weiru Chen

April 27, 2021

<Attachment III>

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Stockholders of WPG Holdings Limited

Opinion

We have audited the accompanying parent company only balance sheets of WPG Holdings Limited (the "Company") as at December 31, 2020 and 2019, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers".

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2020 financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2020 parent company only financial statements are stated as follows:

Impairment assessment of investments accounted for under equity method

Description

Refer to Note 4(12) for accounting policy on investments accounted for under equity method, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to impairment assessment of investments accounted for under equity method, and Note 6(4) for details of investments accounted for under equity method.

In 2010, the Company acquired 100% shareholding of Yosun Industrial Corp. (referred herein as "Yosun Industrial") amounting to $12,939,060 thousand, and was recognized as investments accounted for under equity method. The Company uses the estimated future cash flows of each cash-generating unit and proper discount rate to assess whether the investment may be impaired. Given that the assumptions used in the calculation of recoverable amount requires significant management judgement with respect to the discount rate and the underlying cash flows, we considered the impairment assessment of the investment a key audit matter.

How our audit addressed the matter

Our audit procedures in relation to the above key audit matter included:

1. Assessing the process in which management evaluates the estimated future cash flows of each cash generating unit, and reconciling the input data used in the valuation model to the approved operational plan by management.
2. Evaluating the reasonableness of the estimated growth rate, gross rate, discount rate and other significant assumptions used in the valuation model, by:
   (1) Comparing estimated growth rate and gross rate with historical data and our knowledge of the business and industry;
   (2) Comparing discount rate assumptions with respect to cash generating units' capital cost and similar return on assets; and
   (3) Checking the setting of valuation model's calculation formula.
3. Comparing the recoverable value and book value of each cash-generating unit.

Valuation of investments accounted for under equity method

Description

Refer to Note 4(12) for accounting policy on investments accounted for under equity method, and Note 6(4) for details of investments accounted for under equity method.

As at December 31, 2020, the balance of the Company's investments in its subsidiaries, World Peace Industrial Co., Ltd. (referred herein as "World Peace Industrial"), Yosun Industrial, Silicon Application Corp. (referred herein as "Silicon Application") and Asian Information Technology Inc. (referred herein as "Asian Information Technology") amounted to $24,925,013 thousand, $11,919,185 thousand, $7,288,058 thousand and $5,702,692 thousand, respectively, and the investment income amounted to $3,311,641 thousand, $927,668 thousand, $1,079,540 thousand and $1,137,808 thousand for the year then ended, respectively. As the balance of investments accounted for under equity method constituted 61% of the Company's total assets, and investment income constituted 80% of the Company's profit before tax, we considered the assessment of investments accounted for under equity method, valuation of allowance for uncollectible accounts receivable, and recognition of purchase discounts and allowances of these subsidiaries as key audit matters as summarised below:

Valuation of allowance for uncollectible accounts receivable - World Peace Industrial, Yosun Industrial, Silicon Application and Asian Information Technology (collectively referred herein as the "Subsidiaries")

Description

Refer to Note 4(10) of consolidated financial statements for accounting policy on accounts receivable, Note 5(2) of consolidated financial statements for uncertainty of accounting estimates and assumptions in relation to provision for uncollectible accounts receivable, and Note 6(5) of consolidated financial statements for details of accounts receivable and overdue receivables.

The Subsidiaries assess the collectibility of accounts receivable based on historical experience with its customers. As the estimation of allowance for uncollectible accounts is subject to management's judgment in estimating future recovery, such as management's assessment of customer's credit risk, we consider the valuation of allowance for uncollectible accounts receivable a key audit matter.

How our audit addressed the matter

Our audit procedures in relation to the above key audit matter included:

1. Obtaining an understanding of, and evaluating the formal approval process for the customer's credit

limit application.

2. Checking the provision policy on allowance for uncollectible accounts, and assessing the reasonableness of provision policy.
3. Checking the adequacy of the loss rate calculation by sampling the historical accounts receivable aging data and verifying the formula for the calculation of expected credit loss rate.
4. Comparing the classification of accounts receivable aging with current year and prior year, and checking subsequent collections after balance sheet date to confirm recovery of outstanding receivables.
5. For those accounts receivable specifically identified by management to have been impaired, evaluating propriety of impairment assessment against related supporting documents.

Recognition of purchase discounts and allowances - subsidiaries

Description

Refer to Note 4(13) of the consolidated financial statements for accounting policy on recognition of purchase discounts and allowances.

The Subsidiaries are engaged in operating sales channel for various electronic components. In line with industry practice, the Subsidiaries have entered into purchase discounts and allowances agreements with suppliers for various kinds and quantities of inventories. The Subsidiaries calculate and recognize the amount of purchase discounts and allowances in accordance with the agreement. The Subsidiaries negotiate the amount with the supplier, and after receiving credit note from supplier, the Subsidiaries pay the net amount.

The discounts and allowances from supplier are calculated either automatically by the system or manually. The Subsidiaries have to gather a lot of information to input in the system, such as the items subject to discount and corresponding discount rate, etc. Given that the Subsidiaries have a large volume of purchases, and have entered into various purchase discounts and allowances agreements with terms and conditions that vary with each agreement, we consider the recognition of purchase discounts and allowances a key audit matter.

How our audit addressed the matter

Our audit procedures in relation to the above key audit matter included:

1. Understanding the process in recognizing purchase discounts and allowances, evaluating related

internal control procedures and testing its effectiveness, checking the basic information set up in the computer system with respect to discount and allowance calculation randomly, and selecting samples to determine whether purchase discounts and allowances recognized were reviewed by an authorised supervisor.

2. Selecting samples of purchase discounts and allowances, obtaining confirmed documents and approved credit note from supplier for selected commodity's part number, and checking whether the part number and discount and allowance amount in obtained vouchers were consistent with the amounts recognized.
3. Performing confirmation of selected material accounts payable, checking whether there is a difference between the amount of purchase discounts and allowances recognized based on credit note from supplier with the amount confirmed by the supplier, and investigating differences, if any. Selecting samples of outstanding accounts payable and checking whether subsequent payments were made after the balance sheet date.

Responsibilities of management and those charged with governance for financial statements

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

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

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

Auditors' responsibilities for the audit of the financial statements

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

As part of an audit in accordance with the generally accepted auditing standards in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

responsible for our audit opinion.

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

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

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

Lin, Chun-Yao

Chou, Chien-hung

for and on behalf of PricewaterhouseCoopers, Taiwan
March 30, 2021

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers, Taiwan cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

WPG HOLDINGS LIMITED
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Assets	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 40,435	-	$ 1,983,588	3
1180	Accounts receivable - related parties, net	7(3)	123,169	-	105,022	-
1200	Other receivables		56	-	56	-
1210	Other receivables - related parties	7(3)	341,239	1	803,118	1
1410	Prepayments		44,600	-	23,269	-
1470	Other current assets		60,068	-	537	-
11XX	**Total current assets**		609,567	1	2,915,590	4
	Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current	6(2)	610,915	1	594,615	1
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	1,594,081	2	-	-
1550	Investments accounted for under equity method	6(4) and 8	70,484,850	87	58,854,405	81
1600	Property, plant and equipment	6(5) and 8	6,931,550	8	1,427,534	2
1755	Right-of-use assets	6(6) and 7(3)	23,061	-	15,819	-
1760	Investment property, net	6(7) and 8	704,332	1	709,805	1
1780	Intangible assets	6(8)	109,573	-	15,419	-
1840	Deferred income tax assets	6(25)	24,685	-	15,437	-
1960	Prepayment for investments	6(9)	-	-	8,111,638	11
1990	Other non-current assets		12,696	-	10,045	-
15XX	**Total non-current assets**		80,495,743	99	69,754,717	96
1XXX	**Total assets**		$ 81,105,310	100	$ 72,670,307	100

(Continued)

WPG HOLDINGS LIMITED
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Liabilities and Equity	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
	Current liabilities					
2100	Short-term borrowings	6(10)	$ 4,450,000	6	$ 7,200,000	10
2110	Short-term notes and bills payable	6(11)	1,199,421	1	998,987	1
2150	Notes payable		1,698	-	1,603	-
2200	Other payables		421,295	1	288,929	1
2220	Other payables - related parties	7(3)	7,802	-	133,802	-
2230	Current income tax liabilities		343,154	-	430,090	1
2280	Current lease liabilities		12,050	-	7,013	-
2300	Other current liabilities	6(12)	95,768	-	4,664	-
21XX	**Total current liabilities**		6,531,188	8	9,065,088	13
	Non-current liabilities					
2540	Long-term borrowings	6(12) and 8	8,929,646	11	-	-
2570	Deferred income tax liabilities	6(25)	78,941	-	78,413	-
2580	Non-current lease liabilities		10,746	-	8,890	-
2600	Other non-current liabilities	6(13)	84,867	-	45,759	-
25XX	**Total non-current liabilities**		9,104,200	11	133,062	-
2XXX	**Total liabilities**		15,635,388	19	9,198,150	13
	Equity					
	Capital	6(14)				
3110	Common stock		16,790,568	21	16,790,568	23
3120	Preference stock		2,000,000	2	2,000,000	3
	Capital reserve	6(15)				
3200	Capital reserve		28,848,733	36	27,456,298	38
	Retained earnings	6(16)				
3310	Legal reserve		6,667,417	8	6,021,073	8
3320	Special reserve		5,420,694	7	2,602,682	4
3350	Unappropriated earnings		14,575,304	18	14,022,230	19
	Other equity interest	6(17)				
3400	Other equity interest		(8,832,794)	(11)	(5,420,694)	(8)
3XXX	**Total equity**		65,469,922	81	63,472,157	87
	Significant contingent liabilities and unrecognized contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	**Total liabilities and equity**		$ 81,105,310	100	$ 72,670,307	100

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

WPG HOLDINGS LIMITED
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS PER SHARE DATA)

	Items	Notes	2020 Amount	2020 %	2019 Amount	2019 %
4000	**Operating revenues**	6(18) and 7(3)	$ 9,072,831	100	$ 7,384,531	100
5000	**Operating costs**	6(23)(24)and 7(3)	(905,763)	(10)	(732,414)	(10)
5900	**Gross profit**		8,167,068	90	6,652,117	90
	Non-operating income and expenses					
7100	Interest income	6(19)	533	-	1,263	-
7010	Other income	6(20)	44,692	-	24,864	-
7020	Other gains or losses	6(21)	(19,551)	-	2,884	-
7050	Financial costs	6(22)	(111,124)	(1)	(26,166)	-
7000	**Total non-operating income and expenses**		(85,450)	(1)	2,845	-
7900	**Income before income tax**		8,081,618	89	6,654,962	90
7950	Income tax benefit (expense)	6(25)	41,737	(1)	(201,561)	(3)
8200	**Profit for the year**		$ 8,123,355	90	$ 6,453,401	87
	Other comprehensive income / (loss), net					
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8311	Loss on remeasurement of defined benefit plan	6(13)	($ 3,914)	-	($ 1,702)	-
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	6(3)	56,066	-	-	-
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for under equity method		1,816,133	20	11,399	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(25)	783	-	339	-
8310	**Other comprehensive income that will not be reclassified to profit or loss**		1,869,068	20	10,036	-
	Components of other comprehensive income (loss) that will be reclassified to profit or loss					
8361	Exchange differences on translation of foreign financial statements		(74,489)	(1)	(200,675)	(3)
8380	Share of other comprehensive loss of subsidiaries, associates and joint ventures accounted for under equity method		(5,203,124)	(57)	(2,620,770)	(35)
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(25)	5,142	-	3,433	-
8360	**Other comprehensive loss that will be reclassified to profit or loss**		(5,272,471)	(58)	(2,818,012)	(38)
8300	**Other comprehensive loss, net**		($ 3,403,403)	(38)	($ 2,807,976)	(38)
8500	**Total comprehensive income**		$ 4,719,952	52	$ 3,645,425	49
	Earnings per share (in dollars)					
9750	**Basic earnings per share**	6(26)	$ 4.77		$ 3.84	
9850	**Diluted earnings per share**	6(26)	$ 4.77		$ 3.84	

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

WPG HOLDINGS LIMITED
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Capital			Retained Earnings			Other Equity Interest		
	Notes	Common stock	Preference stock	Capital reserve	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Total equity
2019										
Balance at January 1, 2019		$ 16,790,568	$ -	$ 19,454,882	$ 5,274,872	$ 4,124,936	$ 11,316,193	($ 2,596,682)	($ 6,000)	$ 54,358,769
Net income		-	-	-	-	-	6,453,401	-	-	6,453,401
Other comprehensive income (loss)		-	-	-	-	-	10,036	(2,818,012)	-	(2,807,976)
Total comprehensive income (loss)		-	-	-	-	-	6,463,437	(2,818,012)	-	3,645,425
Appropriations and distribution of 2018 retained earnings	6(16)									
Legal reserve		-	-	-	746,201	-	(746,201)	-	-	-
Reversal of special reserve		-	-	-	-	(1,522,254)	1,522,254	-	-	-
Cash dividends		-	-	-	-	-	(4,533,453)	-	-	(4,533,453)
Issuance of preference stock	6(14)	-	2,000,000	7,994,638	-	-	-	-	-	9,994,638
Changes in equity of associates and joint ventures accounted for under equity method	6(15)	-	-	6,778	-	-	-	-	-	6,778
Balance at December 31, 2019		$ 16,790,568	$ 2,000,000	$ 27,456,298	$ 6,021,073	$ 2,602,682	$ 14,022,230	($ 5,414,694)	($ 6,000)	$ 63,472,157
2020										
Balance at January 1, 2020		$ 16,790,568	$ 2,000,000	$ 27,456,298	$ 6,021,073	$ 2,602,682	$ 14,022,230	($ 5,414,694)	($ 6,000)	$ 63,472,157
Net income		-	-	-	-	-	8,123,355	-	-	8,123,355
Other comprehensive income (loss)		-	-	-	-	-	8,697	(5,272,471)	1,860,371	(3,403,403)
Total comprehensive income (loss)		-	-	-	-	-	8,132,052	(5,272,471)	1,860,371	4,719,952
Appropriations and distribution of 2019 retained earnings	6(16)									
Legal reserve		-	-	-	646,344	-	(646,344)	-	-	-
Special reserve		-	-	-	-	2,818,012	(2,818,012)	-	-	-
Cash dividends for common stock		-	-	-	-	-	(4,029,736)	-	-	(4,029,736)
Cash dividends for preference stock		-	-	-	-	-	(115,068)	-	-	(115,068)
Changes in equity of associates and joint ventures accounted for under equity method	6(15)	-	-	1,392,435	-	-	30,182	-	-	1,422,617
Balance at December 31, 2020		$ 16,790,568	$ 2,000,000	$ 28,848,733	$ 6,667,417	$ 5,420,694	$ 14,575,304	($ 10,687,165)	$ 1,854,371	$ 65,469,922

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

WPG HOLDINGS LIMITED
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2020	2019
Cash flows from operating activities			
Income before income tax		$ 8,081,618	$ 6,654,962
Adjustments			
Income and expenses			
Depreciation	6(23)	43,808	25,133
Amortization	6(23)	50,610	8,174
Interest expense	6(22)	111,124	26,166
Interest income	6(19)	(533)	(1,263)
Dividend income	6(20)	(22,021)	(4,128)
Share of profit of subsidiaries, associates and joint ventures accounted for under the equity method	6(18)	(8,049,744)	(6,580,682)
Gains on financial assets at fair value through profit or loss	6(21)	(6,856)	(12,602)
Loss on disposal of investment	6(21)	17,447	-
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Accounts receivable - related parties, net		(18,147)	(23,597)
Other receivables		-	8,584
Other receivables - related parties		462,564	640,097
Prepayments		(92,709)	64,979
Other current assets		(59,531)	(241)
Changes in operating liabilities			
Notes payable		95	585
Other payables		61,832	7,990
Other payables - related parties		(1,000)	(5,883)
Other current liabilities		246	141
Other non-current liabilities		652	7,957
Cash inflow generated from operations		579,455	816,372
Interest paid		(109,480)	(25,020)
Income tax paid		(648,567)	(681,415)
Interest received		533	1,263
Dividends received		4,696,648	4,662,994
Net cash provided by operating activities		4,518,589	4,774,194

(Continued)

WPG HOLDINGS LIMITED
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2020	2019
Cash flows from investing activities			
Increase in prepayments for investments	6(9)	$ -	($ 8,111,638)
Acquisition of property, plant and equipment	6(27)	(5,440,649)	(330,668)
Proceeds from disposal of property, plant and equipment	6(5)	41	-
Acquisition of intangible assets	6(27)	(65,101)	(15,902)
Increase in guarantee deposits paid		(2,651)	(4,800)
Proceeds from capital reduction of financial assets at fair value through profit or loss		17,466	22,666
Acquisition of financial assets at fair value through profit or loss - non-current		(26,910)	(57,322)
Capital increase in investees	7(3)	(1,600,000)	(5,100,000)
Acquisition of financial assets at fair value through other comprehensive income - non-current		(1,538,015)	-
Net cash used in investing activities		(8,655,819)	(13,597,664)
Cash flows from financing activities			
Principal repayment of lease liability	6(28)	(8,257)	(6,959)
Increase in short-term borrowings	6(28)	28,440,000	35,270,000
Decrease in short-term borrowings	6(28)	(31,190,000)	(30,065,000)
Increase in short-term notes and bills payables	6(28)	5,850,000	4,391,097
Decrease in short-term notes and bills payables	6(28)	(5,649,566)	(4,011,703)
Increase in long-term borrowings (including current portion of long-term borrowings)	6(28)	9,025,620	-
Decrease in long-term borrowings (including current portion of long-term borrowings)	6(28)	(5,116)	(409,199)
(Decrease) increase in other payables - related parties		(125,000)	125,000
Increase in guarantee deposits received		1,200	-
Distribution of cash dividends	6(16)	(4,144,804)	(4,533,453)
Issuance of preference stock	6(14)	-	9,994,638
Net cash provided by financing activities		2,194,077	10,754,421
Net (decrease) increase in cash and cash equivalents		(1,943,153)	1,930,951
Cash and cash equivalents at beginning of year		1,983,588	52,637
Cash and cash equivalents at end of year		$ 40,435	$ 1,983,588

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

<Attachment IV>

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Stockholders of WPG Holdings Limited

Opinion

We have audited the accompanying consolidated balance sheets of WPG Holdings Limited and its subsidiaries (the "Group") as at December 31, 2020 and 2019, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2020 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2020 consolidated financial statements of the current period are stated as follows:

Impairment assessment of goodwill

Description

Refer to Note 4(19) for accounting policy on goodwill impairment, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to goodwill impairment, and Note 6(13) for details of intangible assets.

The Group acquired shares of stock of target companies by cash or through exchange of shares of stock. The difference between the acquisition price and the carrying amount of the net identifiable assets is allocated in accordance with the accounting policies on business combinations. The Group uses the estimated future cash flows of each cash-generating unit and proper discount rate to determine recoverable amount of goodwill, and assesses whether goodwill may be impaired. Given that the assumptions used in the calculation of recoverable amount requires significant management judgement with respect to the discount rate and the underlying cash flows, we considered the impairment assessment of goodwill a key audit matter.

How our audit addressed the matter

Our audit procedures in relation to the above key audit matter included:

1. Assessing the process in which management evaluates the estimated future cash flows of each cash generating unit, and reconciling the input data used in the valuation model to the approved operational plan by management.
2. Evaluating the reasonableness of the estimated growth rate, gross rate, discount rate and other significant assumptions used in the valuation model, by:
   (1) Comparing estimated growth rate and gross rate with historical data and our knowledge of the business and industry;
   (2) Comparing discount rate assumptions with respect to cash generating units' capital cost and similar return on assets; and
   (3) Checking the setting of valuation model's calculation formula.
3. Comparing the recoverable value and book value of each cash-generating unit.

Valuation of allowance for uncollectible accounts receivable

Description

Refer to Note 4(10) for accounting policy on accounts receivable, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to provision for uncollectible accounts receivable, and Notes 6(5)(15) for details of accounts receivable and overdue receivables.

The Group assesses the collectability of accounts receivable based on historical experience with its customers. As the estimation of allowance for uncollectible accounts is subject to management's judgment in estimating future recovery, such as management's assessment of customer's credit risk, we considered the valuation of allowance for uncollectible accounts receivable a key audit matter.

How our audit addressed the matter

Our audit procedures in relation to the above key audit matter included:

1. Obtaining an understanding of, and evaluating the formal approval process for the customer's credit limit application.
2. Checking the provision policy on allowance for uncollectible accounts, and assessing the reasonableness of provision policy.
3. Checking the adequacy of the loss rate calculation by sampling the historical accounts receivable aging data and verifying the formula for the calculation of expected credit loss rate.
4. Comparing the classification of accounts receivable aging with current year and prior year, and checking subsequent collections after balance sheet date to confirm recovery of outstanding receivables.
5. For those accounts receivable specifically identified by management to have been impaired, evaluating propriety of impairment assessment against related supporting documents.

Recognition of purchase discounts and allowances

Description

Refer to Note 4(13) for accounting policy on recognition of purchase discounts and allowances.

The Group is engaged in operating sales channel for various electronic components. In line with industry practice, the Group has entered into purchase discounts and allowances agreements with suppliers for various kinds and quantities of inventories. The Group calculates and recognizes the amount of purchase discounts and allowances in accordance with the agreement. The Group negotiates the amount with the supplier, and after receiving credit note from supplier, the Group pays the net amount.

The discounts and allowances from supplier are calculated either automatically by the system or manually. The Group has to gather a lot of information to input in the system, such as the items subject to discount and corresponding discount rate, etc. Given that the Group has a large volume of purchases, and has entered into various purchase discounts and allowances agreements with terms and conditions that vary with each agreement, we considered the recognition of purchase discounts and allowances a key audit matter.

How our audit addressed the matter

Our audit procedures in relation to the above key audit matter included:

1. Understanding the process in recognizing purchase discounts and allowances, evaluating related internal control procedures and testing its effectiveness, checking the basic information set up in the computer system with respect to discount and allowance calculation randomly, and selecting samples to determine whether purchase discounts and allowances recognized were reviewed by an authorized supervisor.
2. Selecting samples of purchase discounts and allowances, obtaining confirmed documents and approved credit note from supplier for selected commodity's part number, and checking whether the part number and discount and allowance amount in obtained vouchers were consistent with the amounts recognized.
3. Performing confirmation of selected material accounts payable, checking whether there is a difference between the amount of purchase discounts and allowances recognized based on credit note from supplier with the amount confirmed by the supplier, and investigating differences, if any. Selecting samples of outstanding accounts payable and checking whether subsequent payments were made after the balance sheet date.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion on the parent company only financial statements of WPG Holdings Limited as at and for the years ended December 31, 2020 and 2019.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

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

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

Auditors' responsibilities for the audit of the consolidated financial statements

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

As part of an audit in accordance with the generally accepted auditing standards in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

Lin, Chun-Yao　　　　Chou, Chien-hung

For and on behalf of PricewaterhouseCoopers, Taiwan
March 30, 2021

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and audit report of independent auditors are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the consolidated financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

WPG HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Assets	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
Current assets					
Cash and cash equivalents	6(1)	$ 11,020,020	5	$ 9,992,582	4
Financial assets at fair value through profit or loss - current	6(2)	87,124	-	339,649	-
Financial assets at amortized cost - current	6(4) and 8	246,682	-	84,055	-
Notes receivable, net	6(5)	3,210,976	1	1,977,097	1
Accounts receivable, net	6(5)	108,221,027	46	110,656,082	48
Accounts receivable - related parties, net	7(3)	177,893	-	98,292	-
Other receivables	6(7)	12,933,710	6	11,428,975	5
Other receivables - related parties	7(3)	1,615	-	1,208	-
Current income tax assets		13,734	-	27,980	-
Inventory	6(8)	57,100,025	25	67,721,637	29
Prepayments		2,616,586	1	2,242,687	1
Other current assets		2,381,971	1	1,396,017	1
Total current assets		198,011,363	85	205,966,261	89
Non-current assets					
Financial assets at fair value through profit or loss - non-current	6(2) and 8	1,346,806	1	1,315,509	1
Financial assets at fair value through other comprehensive income - non-current	6(3)	1,831,394	1	32,035	-
Financial assets at amortised cost - non-current	6(4)	225,681	-	-	-
Investments accounted for using equity method	6(9)	11,922,666	5	586,142	-
Property, plant and equipment	6(10) and 8	10,560,533	4	5,735,417	3
Right-of-use assets	6(11)	1,630,694	1	1,129,079	1
Investment property - net	6(12) and 8	1,573,739	1	1,060,115	-
Intangible assets	6(13)	5,661,833	2	5,568,851	2
Deferred income tax assets	6(32)	534,834	-	506,897	-
Prepayments for investments	6(14)	31,050	-	8,142,688	4
Other non-current assets	6(15)	646,520	-	303,826	-
Total non-current assets		35,965,750	15	24,380,559	11
TOTAL ASSETS		$ 233,977,113	100	$ 230,346,820	100

(Continued)

WPG HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Liabilities and Equity	Notes	December 31, 2020 Amount	%	December 31, 2019 Amount	%
Current liabilities					
Short-term borrowings	6(16)	$ 59,040,547	25	$ 68,891,614	30
Short-term notes and bills payable	6(17)	4,941,505	2	5,555,424	2
Financial liabilities at fair value through profit or loss - current	6(2)	2,737	-	16,051	-
Notes payable		50,651	-	34,642	-
Accounts payable		62,835,569	27	63,588,170	28
Accounts payable - related parties	7(3)	77,023	-	653	-
Other payables		8,033,574	4	5,697,289	2
Current income tax liabilities		790,796	-	1,310,711	1
Lease liabilities - current		405,282	-	416,902	-
Other current liabilities	6(18)(19)	10,478,634	5	11,447,611	5
Total current liabilities		146,656,318	63	156,959,067	68
Non-current liabilities					
Long-term borrowings	6(18)	18,643,237	8	7,330,788	3
Deferred income tax liabilities	6(32)	495,971	-	499,268	-
Lease liabilities - non-current		1,289,826	1	740,641	-
Other non-current liabilities		888,743	-	849,961	1
Total non-current liabilities		21,317,777	9	9,420,658	4
Total liabilities		167,974,095	72	166,379,725	72
Equity attributable to owners of parent					
Capital	1 and 6(21)				
Common stock		16,790,568	7	16,790,568	7
Preference stock		2,000,000	1	2,000,000	1
Capital reserve	6(22)				
Capital reserve		28,848,733	13	27,456,298	12
Retained earnings	6(23)				
Legal reserve		6,667,417	3	6,021,073	3
Special reserve		5,420,694	2	2,602,682	1
Unappropriated earnings		14,575,304	6	14,022,230	6
Other equity interest					
Other equity interest	6(24)	(8,832,794)	(4)	(5,420,694)	(2)
Equity attributable to owners of the parent		65,469,922	28	63,472,157	28
Non-controlling interest	4	533,096	-	494,938	-
Total equity		66,003,018	28	63,967,095	28
Significant contingent liabilities and unrecognized contract commitments	7(3) and 9				
Significant events after the balance sheet date	11				
TOTAL LIABILITIES AND EQUITY		$ 233,977,113	100	$ 230,346,820	100

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

WPG HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS PER SHARE DATA)

		Year ended December 31			
		2020		2019	
Items	Notes	Amount	%	Amount	%
Operating revenue	6(25) and 7(3)	$ 609,885,871	100	$ 527,601,353	100
Operating costs	6(8) and 7(3)	(586,835,742)	(97)	(505,173,257)	(96)
Gross profit		23,050,129	3	22,428,096	4
Operating expenses	6(30)(31) and 7(3)				
Selling and marketing expenses		(9,089,289)	(1)	(9,030,334)	(1)
General and administrative expenses		(3,933,753)	(1)	(3,777,517)	(1)
Expected credit impairment gain		22,781	-	92,319	-
Total operating expenses		(13,000,261)	(2)	(12,715,532)	(2)
Operating profit		10,049,868	1	9,712,564	2
Non-operating income and expenses					
Interest income	6(26)	36,861	-	55,365	-
Other income	6(27)	254,304	-	228,293	-
Other gains and losses	6(28)	610,895	-	516,634	-
Finance costs	6(29)	(1,926,036)	-	(2,347,372)	(1)
Share of profit of associates and joint ventures accounted for using the equity method		861,661	-	22,118	-
Total non-operating income and expenses		(162,315)	-	(1,524,962)	(1)
Income before income tax		9,887,553	1	8,187,602	1
Income tax expense	6(32)	(1,687,049)	-	(1,681,643)	-
Consolidated net income		$ 8,200,504	1	$ 6,505,959	1

(Continued)

WPG HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS PER SHARE DATA)

		Year ended December 31			
		2020		2019	
Items	Notes	Amount	%	Amount	%
Other comprehensive income					
Components of other comprehensive income that will not be reclassified to profit or loss					
Other comprehensive income before tax, actuarial gain (loss) on defined benefit plans	6(20)	$ 8,110	-	$ 8,849	-
Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	6(3)(24)	100,184	-	-	-
Share of other comprehensive income (loss) of associates and joint ventures accounted for using the equity method that will not be reclassified to profit or loss	6(24)	1,760,187	1	(72)	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(32)	(1,622)	-	(1,771)	-
Other comprehensive income that will not be reclassified to profit or loss		1,866,859	1	7,006	-
Components of other comprehensive income that will be reclassified to profit or loss					
Exchange differences on translation of foreign financial statements		(4,875,766)	(1)	(2,814,019)	-
Share of other comprehensive loss of associates and joint ventures accounted for using the equity method	6(24)	(408,554)	-	(5,027)	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(32)	6,489	-	3,218	-
Other comprehensive loss that will be reclassified to profit or loss		(5,277,831)	(1)	(2,815,828)	-
Total other comprehensive loss		($ 3,410,972)	-	($ 2,808,822)	-
Total comprehensive income		$ 4,789,532	1	$ 3,697,137	1
Consolidated net income attributable to:					
Owners of the parent		$ 8,123,355	1	$ 6,453,401	1
Non-controlling interest		77,149	-	52,558	-
		$ 8,200,504	1	$ 6,505,959	1
Comprehensive income attributable to:					
Owners of the parent		$ 4,719,952	1	$ 3,645,425	1
Non-controlling interest		69,580	-	51,712	-
		$ 4,789,532	1	$ 3,697,137	1
Earnings per share (in dollars)	6(33)				
Basic earnings per share		$	4.77	$	3.84
Diluted earnings per share		$	4.77	$	3.84

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

WPG HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

		Equity attributable to owners of the parent										
		Share Capital			Retained Earnings			Other Equity Interest				
	Notes	Common stock	Preference stock	Capital reserve	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences of foreign financial statements	Unrealized gains (loss) on financial assets at fair value through other comprehensive income	Total	Non-controlling interest	Total equity
Year ended December 31, 2019												
Balance at January 1, 2019		$ 16,790,568	$ -	$ 19,454,882	$ 5,274,872	$ 4,124,936	$ 11,316,193	($ 2,596,682)	($ 6,000)	$ 54,358,769	$ 465,226	$ 54,823,995
Total consolidated profit		-	-	-	-	-	6,453,401	-	-	6,453,401	52,558	6,505,959
Net other comprehensive income (loss)	6(24)	-	-	-	-	-	10,036	(2,818,012)	-	(2,807,976)	(846)	(2,808,822)
Total comprehensive income		-	-	-	-	-	6,463,437	(2,818,012)	-	3,645,425	51,712	3,697,137
Appropriations and distribution of 2018 retained earnings	6(23)											
Legal reserve		-	-	-	746,201	-	(746,201)	-	-	-	-	-
Reversal of special reserve		-	-	-	-	(1,522,254)	1,522,254	-	-	-	-	-
Cash dividends		-	-	-	-	-	(4,533,453)	-	-	(4,533,453)	-	(4,533,453)
Issuance of preference stock	6(21)	-	2,000,000	7,994,638	-	-	-	-	-	9,994,638	-	9,994,638
Changes in equity of associates and joint ventures accounted for using the equity method	6(22)	-	-	6,778	-	-	-	-	-	6,778	-	6,778
Changes in non-controlling interests		-	-	-	-	-	-	-	-	-	(22,000)	(22,000)
Balance at December 31, 2019		$ 16,790,568	$ 2,000,000	$ 27,456,298	$ 6,021,073	$ 2,602,682	$ 14,022,230	($ 5,414,694)	($ 6,000)	$ 63,472,157	$ 494,938	$ 63,967,095
Year ended December 31, 2020												
Balance at January 1, 2020		$ 16,790,568	$ 2,000,000	$ 27,456,298	$ 6,021,073	$ 2,602,682	$ 14,022,230	($ 5,414,694)	($ 6,000)	$ 63,472,157	$ 494,938	$ 63,967,095
Total consolidated profit		-	-	-	-	-	8,123,355	-	-	8,123,355	77,149	8,200,504
Net other comprehensive income (loss)	6(24)	-	-	-	-	-	8,697	(5,272,471)	1,860,371	(3,403,403)	(7,569)	(3,410,972)
Total comprehensive income (loss)		-	-	-	-	-	8,132,052	(5,272,471)	1,860,371	4,719,952	69,580	4,789,532
Appropriations and distribution of 2019 retained earnings	6(23)											
Legal reserve		-	-	-	646,344	-	(646,344)	-	-	-	-	-
Special reserve		-	-	-	-	2,818,012	(2,818,012)	-	-	-	-	-
Cash dividends for common stock		-	-	-	-	-	(4,029,736)	-	-	(4,029,736)	-	(4,029,736)
Cash dividends for preferred stock		-	-	-	-	-	(115,068)	-	-	(115,068)	-	(115,068)
Changes in equity of associates and joint ventures accounted for using the equity method	6(22)	-	-	1,392,435	-	-	30,182	-	-	1,422,617	-	1,422,617
Changes in non-controlling interests		-	-	-	-	-	-	-	-	-	(31,422)	(31,422)
Balance at December 31, 2020		$ 16,790,568	$ 2,000,000	$ 28,848,733	$ 6,667,417	$ 5,420,694	$ 14,575,304	($ 10,687,165)	$ 1,854,371	$ 65,469,922	$ 533,096	$ 66,003,018

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

WPG HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Years ended December 31, 2020	2019
Cash flows from operating activities			
Income before income tax		$ 9,887,553	$ 8,187,602
Adjustments			
Income and expenses			
Depreciation	6(30)	764,940	724,256
Amortization	6(13)(30)	64,419	16,303
Expected credit impairment gain		(22,781)	(92,319)
Interest expense	6(29)	1,926,036	2,145,552
Net gain on financial assets or liabilities at fair value through profit or loss	6(28)	(172,962)	(83,921)
Interest income	6(26)	(36,861)	(55,365)
Dividend income	6(27)	(45,510)	(17,285)
Other income		(6,052)	-
Share of profit of associates and joint ventures accounted for using the equity method		(861,661)	(22,118)
Loss on disposal of investment	6(28)	27,036	8
Loss on disposal of property, plant and equipment	6(28)	673	1,939
Loss on lease modification	6(28)	300	-
Changes in assets/liabilities relating to operating activities			
Changes in assets relating to operating activities			
Financial assets (liabilities) at fair value through profit or loss - current		412,173	(300,736)
Notes receivable		(1,233,879)	907,790
Accounts receivable		2,427,602	(15,305,726)
Accounts receivable - related parties, net		(79,601)	(15,702)
Other receivables		(1,505,619)	(2,896,080)
Other receivables - related parties		(407)	402
Inventories		10,619,861	(2,950,244)
Prepayments		(373,899)	(735,455)
Other current assets		(79,613)	15,541
Changes in liabilities relating to operating activities			
Notes payable		16,009	(855)
Accounts payable		(752,601)	10,426,266
Accounts payable - related parties		76,370	252
Other payables		2,464,236	412,201
Other current liabilities		(1,895,933)	1,491,128
Other non-current liabilities		(46,414)	(48,588)
Cash inflow generated from operations		21,573,415	1,804,846
Interest paid		(1,952,786)	(2,193,406)
Income tax paid		(2,332,894)	(1,173,322)
Interest received		37,745	54,154
Income tax refund		48,603	21,779
Dividends received		450,911	72,431
Net cash provided by (used in) operating activities		17,824,994	(1,413,518)

(Continued)

WPG HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2020 AND 2019
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Years ended December 31, 2020	Years ended December 31, 2019
Cash flows from investing activities			
Acquisition of financial assets at fair value through other comprehensive income - non-current		($ 1,706,254)	$ -
Increase in prepayments for investments	6(14)	-	(8,142,688)
Acquisition of property, plant and equipment and intangible assets	6(34)	(6,039,506)	(429,587)
Proceeds from disposal of property, plant and equipment and intangible assets		1,663	4,097
Increase in guarantee deposits paid		(20,536)	(30,566)
Decrease in guarantee deposits paid		13,919	32,765
Decrease in other financial assets - current		(906,341)	(895,975)
Increase in other financial assets - non-current		(1,636)	-
(Increase) decrease in other non-current assets		(44,447)	65,438
Acquisition of financial assets at fair value through profit or loss - non-current		(26,910)	(102,096)
Proceeds from disposal of financial assets at fair value through profit or loss - non-current		-	14,971
Proceeds from capital reduction of financial assets at fair value through profit or loss		21,833	38,203
Proceeds from capital reduction of financial assets at fair value through other comprehensive income		7,079	-
Increase in financial assets at amortized cost - current		(176,752)	(11,583)
Decrease in financial assets at amortized cost - current		8,795	124,325
Increase in financial assets at amortised cost - non-current		(225,681)	-
Net cash used in investing activities		(9,094,774)	(9,332,696)
Cash flows from financing activities			
Principal repayment of lease liability	6(35)	(433,139)	(432,770)
Increase in short-term borrowings	6(35)	778,159,521	745,217,964
Decrease in short-term borrowings	6(35)	(788,010,588)	(733,547,786)
Increase in long-term borrowings (including current portion of long-term liabilities)	6(35)	20,203,922	2,415,923
Decrease in long-term borrowings (including current portion of long-term liabilities)	6(35)	(7,973,802)	(3,439,965)
Increase in short-term notes and bills payable	6(35)	40,807,726	39,514,147
Decrease in short-term notes and bills payable	6(35)	(41,421,645)	(38,915,750)
Increase in guarantee deposits received		247,092	9,118
Decrease in guarantee deposits received		(156,947)	(8,571)
Issuance of preference stock	6(21)	-	9,994,638
Cash dividends paid	6(23)	(4,144,804)	(4,533,453)
Change in non-controlling interests		(31,422)	(22,000)
Net cash (used in) provided by financing activities		(2,754,086)	16,251,495
Effect of exchange rate changes on cash and cash equivalents		(4,948,696)	(2,629,587)
Net increase in cash and cash equivalents		1,027,438	2,875,694
Cash and cash equivalents at beginning of year		9,992,582	7,116,888
Cash and cash equivalents at end of year		$ 11,020,020	$ 9,992,582

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

<Attachment V>

WPG HOLDINGS LIMITED

Comparison Table for Amendments to the Rules for Election of Directors

Original Article	Amended Article	Explanation
Article 2 Election of directors of the Company shall be held at the shareholders' meeting. The Company shall prepare ballots and note the number of voting rights. The names of voters may be represented by shareholders' numbers. Electronic voting records are regarded as the check result of ballots.	Article 2 Election of directors of the Company shall be held at the shareholders' meeting. The person with the right to convene shareholders' meeting shall prepare ballots and note the number of voting rights. The names of voters may be represented by shareholders' numbers. Electronic voting records are regarded as the check result of ballots when shareholders exercise voting rights by means of electronic transmission.	Modification in accordance with Taiwan Stock Exchange No. 10900094681 dated June 3, 2020.
Article 6 If a candidate is a shareholder, the voter shall enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a government organization or corporate shareholder, the name of the government organization or corporate shareholder shall be entered in the column for the candidate's account name on the ballot, or both the name of the government organization or corporate shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each representative shall be entered. When the shareholder fills in the name, account number and identification	Article 6 (deleted)	Modification in accordance with Securities and Future Bureau's No. 1080311451 dated April 25, 2019 and Taiwan Stock Exchange No. 10900094681 dated June 3, 2020.

Original Article	Amended Article	Explanation
number of the candidate in the preceding paragraph, stamping can be valid.		
Article 7 A ballot is invalid under any of the following circumstances: (I) Ballots not placed in the ballot box. (II) Ballots not prepared by the Company. (III) A blank ballot is placed in the ballot box. (IV) The writing is unclear and indecipherable or has been altered. (V) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform to those given in the shareholder register. (VI) The candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match. (VII) Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted. (VIII) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such an individual. (IX) There is more than one candidate in a ballot.	Article 7 A ballot is invalid under any of the following circumstances: (I) Ballots not placed in the ballot box. (II) Ballots not prepared by the Company. (III) A blank ballot is placed in the ballot box. (IV) The writing is unclear and indecipherable or has been altered. (V) The candidate is verified to be inconsistent with the list of director candidates. (VI) Other words or marks are entered in addition to the candidate's account name and the number of voting rights allotted. (VII) There are two or more than two candidates in a ballot.	Modification in accordance with Taiwan Stock Exchange No. 10900094681 dated June 3, 2020.
Article 8 Those receiving ballots representing the highest numbers of voting rights will be	Article 8 Those receiving ballots representing the highest numbers of voting rights will be	Revised the words

Original Article	Amended Article	Explanation
elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.	elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.	

<Attachment VI>

WPG HOLDINGS LIMITED

Comparison Table for Amendments to Rules of Procedures for Shareholders' Meetings

Original Article	Amended Article	Explanation
Article 7 We shall record with an audio or video tape the whole proceedings of the shareholders' meeting, and such video tapes or audio tapes shall be kept for at least 1 year.	Article 7 We shall record with an uninterrupted audio or video tape the whole proceedings of the shareholders' meeting, which beginning from the time we accept shareholder attendance, the proceedings of the shareholders meeting, and the voting and vote counting procedures. Such video tapes or audio tapes shall be kept for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.	Modification in accordance with Taiwan Stock Exchange No. 1100001446 dated January 28, 2021.
Article 8 When it is time to convene a shareholders' meeting, the Chairman shall immediately convene the meeting. If the attending shareholders do not represent a majority of the total amount of issued shares, the Chairman may postpone the meeting. However, the postponement of such meeting shall be limited to two times, and the total time postponed shall not exceed 1 hour. If the meeting has been postponed for two times, but the attending shareholders still do not represent a majority of the total amount of issued shares, a tentative resolution may be adopted in accordance	Article 8 When it is time to convene a shareholders' meeting, the Chairman shall immediately convene the meeting and also announce the number of shares without voting rights and the number of shares in attendance and other information. If the attending shareholders do not represent a majority of the total amount of issued shares, the Chairman may postpone the meeting. However, the postponement of such meeting shall be limited to two times, and the total time postponed shall not exceed 1 hour. If the meeting has been postponed for two times, but the	Modification in accordance with Taiwan Stock Exchange No. 1100001446 dated January 28, 2021.

Original Article	Amended Article	Explanation
with Paragraph 1 of Article 175 of Company Act by shareholders representing one-third of the total amount of issued shares. By the end of such meetings if the attending shareholders represent a majority of the total amount of issued shares, the Chairman may submit the tentative resolution to the meeting for approval in accordance with the provisions of Article 174 of the Company Act.	attending shareholders still do not represent a majority of the total amount of issued shares, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of Company Act by shareholders representing one-third of the total amount of issued shares. By the end of such meetings if the attending shareholders represent a majority of the total amount of issued shares, the Chairman may submit the tentative resolution to the meeting for approval in accordance with the provisions of Article 174 of the Company Act.	
Article 9 If a shareholders' meeting is called by the Board of Directors, the agenda of the meeting shall be formulated by the Board of Directors, and the meeting shall be conducted based on the agenda. The agenda shall not be changed without a resolution made by the shareholders' meeting. If a shareholders' meeting shall be called by any person other than the Board of Directors, the preceding provisions shall apply mutatis mutandis to such meeting. The Chairman shall not adjourn a meeting without resolution adopted by shareholders if the motions (including extraordinary motions) covered in the agenda as arranged in the above two Paragraphs shall not have been resolved. <u>By the end of such meeting, shareholders shall not elect another Chairman to hold another meeting at the same place or at</u>	Article 9 If a shareholders' meeting is called by the Board of Directors, the agenda of the meeting shall be formulated by the Board of Directors, <u>votes shall be cast on each separate proposal in the agenda,</u> and the meeting shall be conducted based on the agenda. The agenda shall not be changed without a resolution made by the shareholders' meeting. If a shareholders' meeting shall be called by any person other than the Board of Directors, the preceding provisions shall apply mutatis mutandis to such meeting. The Chairman shall not adjourn a meeting without resolution adopted by shareholders if the motions (including extraordinary motions) covered in the agenda as arranged in the above two Paragraphs shall not have been resolved. Provided where the Chairman closes the meeting in breach of the Rules, the	Modification in accordance with Taiwan Stock Exchange No. 1100001446 dated January 28, 2021.

Original Article	Amended Article	Explanation
any other place. Provided where the Chairman closes the meeting in breach of the Rules, the attending shareholders might elect, by more than half of the voting rights, another person to serve as the Chairman and continue the meeting.	attending shareholders might elect, by more than half of the voting rights, another person to serve as the Chairman and continue the meeting.	
Article 11 A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his or her speech exceeds the scope of the motion, the Chairman may prevent him/her from doing so.	Article 11 A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the provisions or his or her speech exceeds the scope of the motion, the Chairman may prevent him/her from doing so.	Redundant words are deleted.
Article 14 When the Chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.	Article 14 When the Chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion, submit the motion for resolution, and schedule sufficient time for voting.	Modification in accordance with Taiwan Stock Exchange No. 1100001446 dated January 28, 2021.
Article 17 Unless otherwise specifically provided in Company Act or the Company's Articles of Incorporation, resolutions shall be adopted by a majority vote at a meeting attended by the shareholders. When a motion is to be voted for, it shall be deemed adopted if the Chairman consults all shareholders and none of them voice the objection, and its effect shall be the same as a motion adopted by ballots.	Article 17 Unless otherwise specifically provided in Company Act or the Company's Articles of Incorporation, resolutions shall be adopted by a majority vote at a meeting attended by the shareholders.	Modification in accordance with Taiwan Stock Exchange No. 1100001446 dated January 28, 2021.
Article 23 The Rules were formulated on June 14,	Article 23 The Rules were formulated on June 14,	Add the modification date.

Original Article	Amended Article	Explanation
2005. The first amendment was made on June 25, 2008. The second amendment was made on June 22, 2012.	2005. The first amendment was made on June 25, 2008. The second amendment was made on June 22, 2012. The third amendment was made on June 23, 2021.	

<Attachment VII>

List of Independent Director Candidates

Nominee Name	Education Background	Experience and Current Position
Kathy Yang	Bachelor's degree in Department of Business Administration from National ChengChi University Master degree in Master of Business Administration from Kansas State University, USADegree in Business Administration Executive Program from National ChengChi University	Independent Director of Sinopower Semiconductor Inc. (2020-present) Director of CDIB & Partners Investment Holding Corporation (Corporate Representative) (2019-present) Executive Vice President and head of Venture and Industrial Investment Department of CDIB Capital Group (1999-2020) General Manager of CDIB Capital Management (2003-2020) General Manager of CDIB Venture Capital Corporation (2004-2020)

<Attachment VIII>

List of Independent Director Candidates to be released from Non-Compete Restriction

Director Classification	Nominee	Company where position is held concurrently	Title	Remarks
Independent	Kathy Yang	CDIB & Partners Investment Holding Corporation	Director (Corporate Representative)	Has Inaugurated

4. Appendix

<Appendix I>

WPG HOLDINGS LIMITED

Rules of Procedures for Shareholders' Meetings

Article 1. The shareholders’ meetings of the Company, unless otherwise required by the laws and regulations, shall be conducted in accordance with the Rules.

Article 2. The attending shareholders (or proxies) shall hand in attendance cards in lieu of signing on the attendance book. The number of shares of the attending shareholders in the meeting shall be calculated based on the attendance cards handed in and electronic voting records.

Article 3. The presence of shareholders in a shareholders’ meeting and their voting thereof shall be calculated based on the number of shares.

Article 4. The place of convening a shareholders’ meeting shall be held inside the premises of We, or at any other place convenient for shareholders to attend, and suitable for holding such meeting. The time of commencing such meetings shall not be earlier than 9 a.m. or later than 3 p.m.

Article 5. If a shareholders’ meeting is called by the Board of Directors, the Chairman shall preside at the said shareholder meeting. In case the Chairman is on leave or absence, or cannot exercise his power and authority, the person acts in lieu of him shall be determined by the requirements of the Company Act. If a shareholders’ meeting is called by any person other than the Board of Directors, who has the right to call the meeting, such person shall preside at the meeting. Where there are two or more such persons with the right to call the meeting, they shall elect among themselves a person to preside at the meeting.

Article 6. We may designate lawyer, certified public accountant or other relevant persons to attend the shareholders’ meeting. Those handling the affairs of the shareholders’ meeting shall wear an identification card or a badge.

Article 7. We shall record with an audio or video tape the whole proceedings of the shareholders’ meeting, and such video tapes or audio tapes shall be kept for at least 1 year.

Article 8. When it is time to convene a shareholders' meeting, the Chairman shall immediately convene the meeting. If the attending shareholders do not represent a majority of the total amount of issued shares, the Chairman may postpone the meeting. However, the postponement of such meeting shall be limited to two times, and the total time postponed shall not exceed 1 hour. If the meeting has been postponed for two times, but the attending shareholders still do not represent a majority of the total amount of issued shares, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of Company Act by shareholders representing one-third of the total amount of issued shares.

By the end of such meetings if the attending shareholders represent a majority of the total amount of issued shares, the Chairman may submit the tentative resolution to the meeting for approval in accordance with the provisions of Article 174 of the Company Act.

Article 9. If a shareholders' meeting is called by the Board of Directors, the agenda of the meeting shall be formulated by the Board of Directors, and the meeting shall be conducted based on the agenda. The agenda shall not be changed without a resolution made by the shareholders' meeting.

If a shareholders' meeting shall be called by any person other than the Board of Directors, the preceding provisions shall apply mutatis mutandis to such meeting.

The Chairman shall not adjourn a meeting without resolution adopted by shareholders if the motions (including extraordinary motions) covered in the agenda as arranged in the above two Paragraphs shall not have been resolved. By the end of such meeting, shareholders shall not elect another Chairman to hold another meeting at the same place or at any other place. Provided where the Chairman closes the meeting in breach of the Rules, the attending shareholders might elect, by more than half of the voting rights, another person to serve as the Chairman and continue the meeting.

Article 10. A shareholder wishing to speak in a shareholders' meeting shall first fill out with a speech note, specifying therein the major points of his speech, his serial number as a shareholder (or number of attendance) and his name, and the Chairman shall determine his order of giving a speech.

A shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. If the contents of speech are inconsistent with the contents of speaker's slip, the contents of speech shall prevail.

When a shareholder attends the shareholders' meeting, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chairman and the shareholder that has the floor. The Chairman shall stop any violation.

Article 11. A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his or her speech exceeds the scope of the motion, the Chairman may prevent him/her from doing so.

Article 12. A corporate shareholder being entrusted to attend in a shareholders' meeting may designate only one representative to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives may speak on the same proposal.

Article 13. After a shareholder has given a speech, the Chairman may respond personally or designate relevant person to respond.

Article 14. When the Chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.

Article 15. The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the Chairman, provided, however, that the person supervising the casting of votes shall be a shareholder. The voting result shall be announced at the meeting and placed on record.

Article 16. During the proceedings of a meeting, the Chairman may consider the schedule and announce for a break. Where events of force majeure arise, the Chairman shall declare that the meeting is adjourned, and announce time for restoration of the meeting after having considered the circumstances, or by resolution of the shareholders' meeting restore the meeting within 5 days without notice and announcement.

If the motions (including extraordinary motions) set forth in the shareholders' meeting are not concluded, and the meeting cannot be continued to be convened in the place, the shareholders' meeting might resolve to restore the meeting in another place.

Article 17. Unless otherwise specifically provided in Company Act or the Company's Articles of Incorporation, resolutions shall be adopted by a majority vote at a meeting attended by the shareholders. When a motion is to be voted for, it shall be deemed adopted if the Chairman consults all shareholders and none of them voice the objection, and its effect shall be the same as a motion adopted by ballots.

Article 18. If there shall be an amendment or alternative to one motion, the Chairman may combine the amendment or alternative into the original motion and determine their orders for resolution. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 19. The Chairman may direct disciplinary personnel (or security personnel) to maintain the order of the meeting. For doing so they shall wear armbands with the word "Picket" when maintaining order. Where a shareholder violates the Rules of Procedures and disagrees with the correction from the Chairman, or obstructs the meeting process and fails to obey after being stopped, the Chairman may instruct disciplinary officers (or security personnel) to escort the shareholder leaving the meeting venue.

Article 20. Matters not fully provided for in this Procedure shall be handled in accordance with the relevant acts and the Company's Articles of Incorporation.

Article 21. (Deleted)

Article 22. The Rules and any amendments hereto shall be implemented after adoption by shareholders’ meetings.

Article 23. The Rules were formulated on June 14, 2005.

The first amendment was made on June 25, 2008.

The second amendment was made on June 22, 2012.

<Appendix II>

WPG HOLDINGS LIMITED

Articles of Incorporation

Chapter 1. General Provisions

Article 1. The Company shall be incorporated in accordance with the Business Mergers and Acquisitions Act, Company Act and the requirements of relevant acts, and its name shall be WPG Holdings Limited.

Article 2. The headquarters of the Company shall be in Taipei City. Where it is necessary for business, the Company might set up branch companies and representative offices in appropriate locations within and outside the territory upon resolutions by the Board of Directors.

Chapter 2. Shares

Article 3. The total capital stock of the Company shall be NT$25 billion divided into 2.5 billion shares, with face value of each share at NT$10. The Board of Directors is authorized to issue the shares by installments, part of which may be preferred shares. 50 million shares among the above shall be reserved for issuance of stock warrants, restricted stock awards, preferred shares with warrants or corporate bonds with warrants issued.

Where the Company issues share warrants to its employees, the share warrants may be purchased by employees of the Company or the companies controlled by or subordinate to the Company that meet certain conditions. Under the special resolution of the shareholders' meeting, the exercise prices of such share warrants issued to the employees might be lower than the market prices. Such an issue shall be preceded and reported in batches within 1 year from the date of resolution by a shareholders' meeting.

The Company may repurchase treasury stocks to transfer them to employees of the Company or the companies controlled by or subordinate to the Company. If the stocks are transferred at a price lower than the average repurchase price, prior to such transfer, it shall be submitted to the most recent shareholders' meeting for special resolution.

When the Company issues new stocks, it must retain a portion for purchase by employees according to Article 267-1 of the Company Act. This can include employees of the Company and its subsidiary companies or domestic/international controlled companies that meet certain conditions.

Restricted stock awards, according to Article 267-9 of the Company Act, are new stocks with service conditions or performance conditions attached that are issued to employees with restricted stock rights until the conditions are met. Restricted stock awards issuance by the Company shall be approved through special resolution at shareholders' meeting. The stocks can be issued to employees of the Company and its subsidiary companies or domestic/international controlled companies that meet certain conditions. Such an issue shall be preceded and reported in batches within 1 year from the date of resolution by a shareholders' meeting.

Article 3-1 The rights and obligations of this Company's preferred stock and related issuing conditions are as follows:

1. Preferred stock dividend is limited to an annual rate of 8%, calculated based on the issuing price of each share. The dividend can be issued in a cash lump sum each year. After the annual shareholders' meeting accepts the Financial Statements, the Board of Directors shall set a benchmark date to issue the previous year's dividend. The issued dividend of the issuing year and the recovery year is based on the calculation of the current year's actual issued days.
2. The Company's preferred stock dividend distribution has autonomous discretion. If the Company's annual final account shows no earnings or the earnings are insufficient for preferred stock dividend distribution, or any other consideration, the shareholders' meeting may decide not to distribute preferred stock dividends without violation of the contract. If the issued preferred stock is of the non-cumulative type, and the resolution is not to distribute or to distribute insufficient dividend, this is not accumulated as deferred payment in future earnings years.
3. In addition to receiving dividend described in Item one, the holder of preferred stocks shall not participate in the distribution of common stock earnings, capital reserve for cash, and capitalization.
4. The holder of the Company's preferred stocks has priority over holders of common stocks in the distribution of the Company's remaining asset. Holders of preferred stock also have the same compensation priority sequence as the holder of other preferred stocks issued by the Company, and are only second to ordinary creditors. However, this is limited to the amount calculated based on the number of circulating preferred stock and the issuing price.
5. The holders of preferred stock do not have voting or election rights in the shareholders' meeting. However, holders of preferred stocks have voting rights in the preferred stock shareholders' meeting and regarding issues in the shareholders' meeting that is unfavorable to the rights and obligations of preferred stockholders.
6. Preferred stock cannot be converted to common stock.

7. Preferred stock has no expiration date. Holders of preferred stock cannot request this Company to buy back their preferred stocks. However, the Company can buy back part or all preferred stock on the following day of the 5-year anniversary of the issuing based on the actual issuing price. The unrecovered preferred stock will continue to have the aforementioned issuing conditions and rights and obligations. If the Company decides to issue dividends for the current year, the dividend that should be issued up to the recovery date shall be calculated according to the current year's actual number of issuing days.
8. The paid-in-capital that the preferred stock premium is issued from shall not be used for capitalization during the preferred stock issuing period other than to make up for losses.

The name of the preferred stock, the issuing date, and specific issuing conditions shall be determined by the Board of Directors based on actual market situation and investors' willingness to purchase the stocks at the time of issuance. The Directors' authorization is according to the Articles of Incorporation and related regulations.

Article 4. The share certificates of the Company shall all be name-bearing, be signed or sealed by Directors representing the company and numbered in accordance with the requirements of the competent securities authority. The Company might issue shares without printing share certificates, that such are registered or kept in custody by a centralized securities depository enterprise.

Article 5. Shareholder services of the Company shall be administered in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies enacted by the competent securities authority and the requirements of other relevant acts.

Chapter 3. Scope of Business

Article 6. The business operated by the Company: H201010 General Investment.

Article 7. The Company's expertise is on investment, provided that the total amount of investment shall not be limited to 40% of the paid-in capital of the Company by virtue of the first paragraph of Article 13 of the Company Act.

Article 8. With respect to guarantees to the external parties necessary for business or to the projects invested by the Company, the Board of Directors is authorized to formulate separate regulations.

Chapter 4. Shareholders' Meetings

Article 9. Shareholders' meetings shall be divided into regular shareholders' meetings and special shareholders' meetings. The regular shareholders' meeting shall be convened within 6 months after close of each fiscal year; a special shareholders' meeting shall be held when necessary in accordance with the requirements of the Company Act.

A shareholders' meeting shall, unless otherwise provided in the Company Act and other acts, be convened by the Board of Directors.

The preferred stockholders' meeting shall be convened in accordance with the relevant laws and regulations, whenever necessary.

Article 10. A notice to convene a regular shareholders' meeting shall be given no later than 30 days prior to the scheduled meeting date. Where a special shareholders' meeting is convened, notice shall be given no later than 15 days prior to the scheduled meeting date. The date, place, and cause(s) of a shareholders' meeting to be convened shall be notified to each shareholder and be announced. However, for shareholders holding registered shares that are less than one thousand shares, the notice of the shareholders' meeting may be issued by announcement. Such notice of a shareholders' meeting might be given by means of electronic transmission, after obtaining prior consent from the recipient(s) thereof.

Article 11. A shareholder might appoint a proxy to attend a shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted. A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

Where a shareholder appoints a proxy to attend a shareholders' meeting on his/her/its behalf by a power of attorney printed by the Company, the appointment shall be invalid.

As the Company holds the shareholders' meeting, a shareholder, except attending the meeting in person, could also exercise his voting right in writing or by way of electronic transmission, which shall be exercised in accordance with the information in the meeting notice. Those who exercise his voting right in writing or by way of electronic transmission shall be deemed as participation in person, while deemed as abstention for the other business and special motions, and the amendment to the original agenda. In case a shareholder elects to exercise his voting right in writing or by way of electronic transmission, his declaration of intention shall be delivered to the Company 2 days prior to the scheduled meeting date of the shareholders' meeting, whereas if two or more declarations of the same intention are delivered to the Company, the first declaration of such intention received shall prevail, unless an explicit statement to rescind the previous declaration is made in the declaration which comes later. In case a shareholder who has exercised his voting right in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he shall, 2 days prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his voting right, deliver a separate declaration of intention to rescind his previous declaration of intention made in exercising the voting right under the preceding paragraph. In the absence of a timely rescission of the previous declaration of intention, the voting right exercised in writing or by way of electronic transmission shall prevail.

In case a shareholder has exercised his voting right in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting on his behalf, then the voting right exercised by the authorized proxy for the said shareholder shall prevail.

Article 12. Each shareholder of the Company shall have one voting power in respect of each share; except the preferred stock with no voting rights issued by the Company or those with no voting right as set out in the second paragraph of Article 179 of the Company Act.

Where a government agency or a juristic person acts as the shareholder, the voting rights of such representatives shall be exercised based on their combined shareholding. Where there are more than two representatives, such representatives shall jointly exercise their voting rights.

Where a shareholder holds shares for others, such shareholder may exercise his voting right separately. The qualifications and methods of exercise shall comply with the regulation of the competent authorities.

Article 13. Except that the acts require otherwise, the following matters shall be determined by shareholders’ meetings:

I. Formulation and amendments of the Articles of Incorporation of the Company.

II. Election of Directors.

III. Examination and approval of statements and reports prepared by the Board of Directors and the reports by the Audit Committee.

IV. Resolutions on the increase/decrease of the total capital stock.

V. Distribution of profits or covering of losses.

VI. Dissolution, merger or split of the Company.

VII. Other matters to be resolved by shareholders' meetings in accordance with the acts.

Article 14. For a shareholders' meeting convened by the Board of Directors, the Chairman of the meeting shall be the Chairman of the Board. In case the Chairman of the Board is on leave or absent or cannot exercise his power and authority for any cause, the Vice Chairman shall act on his behalf. In case the Vice Chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors shall elect one from among themselves to act for him. Where a shareholders' meeting is convened by a person with convening rights outside the Board of Directors, such person with convening right shall act as the Chairman; where two or more persons having the convening right, the Chairman of the meeting shall be elected from among themselves.

Article 15. Resolutions at a shareholders' meeting shall, unless otherwise provided in the Company Act or other acts, be adopted by a majority vote of the attending shareholders, who represent more than one-half of the total number of voting shares.

The "special resolution" in this charter refers to resolution passed by shareholders' meeting attended by shareholders that represent over 2/3 of the total issued shares, and the resolution was passed by over half the present votes. Or, according to regulations, when the number of shares represented by attending shareholders does not reach the aforementioned amount, attending shareholders must represent over half of the total issued shares and over 2/3 of the attending shareholders must agree to the resolution. However, if other regulations stipulate shares held by attending shareholders or the votes of attending shareholders, follow the regulation.

Article 16. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the Chairman of the meeting and shall be distributed to all shareholders of the Company within 20 days after the close of the meeting.

The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be made by means of electronic transmission. The distribution of the minutes of shareholders' meeting as required in the preceding paragraph to the registered stock shareholders whose shareholding is less than one thousand shares may be made by means of a public notice.

Chapter 5. Directors and the Audit Committee

Article 17. The Board of Directors of the Company shall have 9 to 13 Directors. The number of

Directors shall be determined by the Board of Directors and shall be in accordance with the requirements of the relevant acts. The election of the Board of Directors, pursuant to Article 192-1 of the Company Act, shall adopt the candidate nomination measure. The shareholders shall elect the Directors from the list of candidates.

The percentage of shareholdings of all the Directors shall be subject to the provisions prescribed by the competent securities authority.

Among the number of Directors specified in the first paragraph, there shall be at least three Independent Directors, whom shall be elected from lists of candidates by shareholders' meetings in candidate nomination system. The professional qualifications, shareholdings, restrictions on concurrent positions, manners of nomination and election and other matters to be adhered to shall be handled in accordance with the requirements of the competent securities authority.

Article 18. Directors shall each hold office for a term not exceeding 3 years; but he/she may be eligible for re-election.

In case no election of new Directors is affected after expiration of the term of existing directors, the term of out-going directors shall be extended until the new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the Company to elect new directors within a given time limit; and if no re-election is effected after the expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Within the terms of the directors, the Company might by resolution of the Board of Directors purchase liability insurance for the directors.

Article 19. The Company shall have one Chairman of the Board, whom shall be elected by more than half of the directors present at a meeting attended by more than two third of all Directors, and where necessary, a Vice Chairman of the Board of Directors shall be elected among themselves.

The Chairman of the Board shall internally preside at the shareholders' meetings and Board meetings and shall externally represent the Company.

Article 19-1 Other than the first Board meeting, which shall be convened by the Director with the most representative votes at the election, the Board meeting shall be convened by the Chairman.

Over half of the directors may request the Chairman to convene a Board meeting by filing a written proposal which sets forth the subjects for discussion and the reasons thereof.

If the Chairman does not convene a Board meeting within 15 days of the submission of the request, board meeting with over half of the directors can be convened on their own.

Article 20. In calling a Board meeting, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each Director no later than 7 days prior to the scheduled meeting date, which might be given by ways of facsimile or electronic mails. However, in the case of an emergency, the meeting may be convened at any time.

Unless otherwise provided in the Company Act, Business Mergers and Acquisitions Act or other acts, resolutions of the Board of Directors shall be adopted by a majority vote of the Directors at a meeting attended by a majority of the Directors.

Article 21. In case the Chairman of the Board is on leave or absent or cannot exercise his power and authority for any cause, where there is a Vice Chairman, the Vice Chairman shall act on his behalf. In case the Vice Chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors shall elect from among themselves a Director to act on his behalf.

Article 22. Each Director shall attend the Board meeting in person. Where a Director cannot attend a Board meeting, he shall in each time appoint another Director to attend the meeting on his behalf by issuing a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A Director may accept the appointment to act as the proxy referred to in the above of one other Director only.

In case a Board meeting is proceeded via visual communication network, the Directors participate in such visual communication meetings shall be deemed as participation in person.

Article 23. The powers of the Board of Directors shall be as follows:

I. Determination of guiding principles of business.
II. Approval of budgets and examination of final accounts.
III. Approval of material internal regulations.
IV. Drafting proposals on an increase/decrease of total capital stock.
V. Drafting proposals on distribution of profits and covering of losses.
VI. Resolutions on the issue of company bonds.
VII. Resolutions on the purchase of the shares of the Company.
VIII. Ratification of the appointment, dismissal, and remuneration of the Chief Manager.
IX. Designation of directors and supervisors of subsidiaries.
X. Other powers stipulated by acts to be exercised by the Board of Directors and matters authorized by shareholders' meetings.
XI. The Board of Directors of the Company might establish various specialized functional committees, each of which shall be accountable to the Board of Directors and shall submit its proposals to the Board of Directors for resolutions. The committees shall establish the regulations governing the exercise of their

power, which shall be approved by the Board of Directors.

XII. The Company shall, in accordance with Article 14-4 of the Securities and Exchange Act, establish an Audit Committee, which or the members of which shall be responsible for exercising the powers of supervisors stipulated by the Company Act, Securities and Exchange Act and other acts. The Audit Committee shall be composed of all Independent Directors. The relevant articles shall be formulated by resolutions of the Board of Directors.

Article 24. (Deleted)

Article 25. (Deleted)

Article 26. Where a Director of the Company fulfill duties for the Company, without regard to the operational profits or losses, the Company shall pay remuneration considering his degree of participation in the operation of the Company and the value he contributes, and with reference with the industrial standards within and outside the territory. The Board of Directors is authorized to determine such remuneration. The remuneration of Independent Directors might be determined reasonably higher than and different from the remuneration of non-independent Directors. Where the Company makes profits, remunerations shall also be allocated in accordance with Article 31.

Article 27. Directors of the Company might serve concurrently as directors and supervisors of its subsidiaries.

Chapter 6. Chief Managers

Article 28. The Company shall, in accordance with the resolutions by the Board of Directors, appoint a President or Chief Executive Officer and several chief managers. The appointment, dismissal, and remuneration of whom shall be submitted for resolutions by more than half of the Directors present at a Board meeting attended by more than half of all Directors. The President or Chief Executive Officer shall be accountable to the Board of Directors and shall fulfill the duties designated by the Chairman of the Board or the Board of Directors.

The appointment and dismissal of the President or Chief Executive Officer in the preceding paragraph shall be submitted by the Chairman to the Board of Directors for handing in accordance with the requirements of the preceding paragraph.

The appointment and dismissal of other chief managers shall be submitted by the President or Chief Executive Officer to the Board of Directors for handling in accordance with the first paragraph.

Article 29. In addition to the powers conferred by the acts or the Articles of Incorporation of the Company, the regulations and authorizations with respect to the division of powers and responsibilities between the Board of Directors, President or Chief Executive Officer and each department shall be determined and executed by the Board of Directors.

Chapter 7. Accounting

Article 30. The fiscal year for the Company shall be from January 1 to December 31 of each year. After the closing of each fiscal year, the Board of Directors shall prepare the following statements and records the consolidated reports of the Company and all its subsidiaries. Such consolidated statements shall be forwarded to the Audit Committee for their auditing not later than the 30th day prior to the meeting date of a general shareholders' meeting.

I. Business Reports.

II. Financial Statements.

III. The surplus earning distribution or loss off-setting proposals.

The documents in the preceding paragraph and the preparation, audition, declaration, and reference of the items required by the competent authority shall comply with the Company Act, Securities and Exchange Act and other relevant regulations.

The financial statements in the first item, surplus earnings distribution, or loss make-up proposal, after presented at a shareholders' meeting for acceptance, shall be distributed to the shareholders. The distribution may be made by means of public announcement.

Article 31. Where the financial results for the fiscal year show a profit, the Company shall, by the resolution of Board of Directors, distribute not less than 0.01% and not more than 5% of the profit as employees' compensation, and distribute not more than 3% of the foresaid profit as remuneration of Directors and Supervisors. Reports of such distribution shall be submitted to the shareholders' meeting. However, in case of the accumulated losses, certain profits shall first be reserved to cover them.

The employees' compensation could be distributed in the form of shares or in cash and the employees of subsidiaries meeting certain specific requirements shall be entitled to receive shares or cash.

The profits stated in the first paragraph represent the pre-tax income of current year before deducting distributed employees' compensation and Directors' remuneration.

When the Company has no surplus, it shall not pay dividends and bonuses. If the Company has surplus at the end of the year, after tax payment and recovery of losses over the years, 10% of the amount shall be appropriated as legal capital reserve; the balance after the special capital reserve is set aside or reversed in accordance with laws and regulations (hereinafter referred to as "surplus earnings of the year") plus the retained earnings at the beginning of the year shall be used to pay the dividends for preferred shares in priority as the surplus earnings available for distribution. The distribution plan shall be proposed by the Board of Directors and subject to the resolution of the shareholders' meeting.

This Company’s dividend policy and dividend distribution shall consider the Company’s profitability, future operation funding needs, and changes in industry environment, as well as the shareholders’ rights and the Company’s long-term financial plans. This Company’s yearly total dividend distribution amount shall not be less than 50% of the year’s earnings. The distributed cash dividend shall not be less than 20% of the total dividend distribution amount.

Chapter 8. Supplementary Provisions

Article 32. The Board of Directors is authorized to formulate the Articles of Incorporation, detail procedures of operation and management rules for the Company.

Article 33. Matters not fully provided for by the Articles shall be handled in accordance with the Company Act, Securities and Exchange Act, Business Mergers and Acquisitions Act, and the requirements of other relevant acts.

Article 34. The Articles were formulated on June 14, 2005.

The first amendment was made on June 14, 2006.

The second amendment was made on June 13, 2007.

The third amendment was made on June 25, 2008.

The fourth amendment was made on June 16, 2009.

The fifth amendment was made on June 21, 2010.

The sixth amendment was made on June 22, 2012.

The seventh amendment was made on June 19, 2013.

The eighth amendment was made on June 18, 2014.

The ninth amendment was made on June 22, 2016.

The tenth amendment was made on June 28, 2019.

The eleventh amendment was made on June 24, 2020.

<Appendix III>

WPG HOLDINGS LIMITED

Rules for Election of Directors

The amendments were approved by the shareholders' meeting on June 19, 2013.

Article 1. Unless otherwise provided in the Company Act and Articles of Incorporation, the Directors of the Company shall be elected in accordance with the rules specified herein.

Article 2. Election of directors of the Company shall be held at the shareholders' meeting. The Company shall prepare ballots and note the number of voting rights. The names of voters may be represented by shareholders' numbers. Electronic voting records are regarded as the check result of ballots.

Article 3. The election of directors of the Company shall be conducted in accordance with the candidate nomination system set out in Article 192-1 of the Company Act. The Directors shall be elected from candidates based on the candidate nomination system.

Article 4. The Company shall adopt a cumulative voting method with open ballots to elect the Directors. The number of votes exercisable in respect of one share shall be the same as the number of Directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for the election of two or more candidates. The election for independent and non-independent Directors shall be held at the same time, but the numbers to be elected shall be calculated separately.

Article 5. Before election, the Chairman shall designate several controllers and counters to perform relevant duties. The ballot boxes shall be prepared by the Company and publicly checked by the vote monitoring personnel before voting commences.

Article 6. If a candidate is a shareholder, the voter shall enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a government organization or corporate shareholder, the name of the government organization or corporate shareholder shall be entered in the column for the candidate's account name on the ballot, or both the name of the government organization or corporate shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each representative shall be entered.

When the shareholder fills in the name, account number and identification number of the candidate in the preceding paragraph, stamping can be valid.

Article 7. A ballot is invalid under any of the following circumstances:

(I) Ballots not placed in the ballot box

(II) Ballots not prepared by the Company.

(III) A blank ballot is placed in the ballot box.

(IV) The writing is unclear and indecipherable or has been altered.

(V) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform to those given in the shareholder register.

(VI) The candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.

(VII) Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.

(VIII) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such an individual.

(IX) There is more than one candidate in a ballot.

Article 8. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.

Article 9. After voting, the votes shall be opened on the spot, and the voting result shall be announced by the Chairman on the spot.

Article 10. The Board of Directors shall send each elected Director a notice of appointment, and the elected Directors are required signing the letter of intent to take office.

Article 11. These Rules and any amendments thereto shall be implemented after the approval by the shareholders' meeting.

<Appendix IV>

WPG HOLDINGS LIMITED

Shareholdings of All Directors

Base Day: April 25, 2021

Position	Name	Date elected	Term	Shareholding when elected			Shareholding in the shareholders roster within the share transfer prohibition period		
				Share Type	Shares	Shareholding ratio (%) (Note 1)	Share Type	Shares	Shareholding ratio (%) (Note 1)
Chairman	Simon Huang	2020/06/24	3 years	Common Share	41,411,507	2.47	Common Share	41,411,507	2.47
				Preferred Share A	—	—	Preferred Share A	—	—
Vice Chairman	Frank Yeh	2020/06/24	3 years	Common Share	1,196,537	0.07	Common Share	1,196,537	0.07
				Preferred Share A	113,000	0.06	Preferred Share A	113,000	0.06
Director	K.D. Tseng	2020/06/24	3 years	Common Share	9,654,480	0.57	Common Share	9,654,480	0.57
				Preferred Share A	—	—	Preferred Share A	—	—
Director	Mike Chang	2020/06/24	3 years	Common Share	25,112,020	1.50	Common Share	12,612,020	0.75
				Preferred Share A	—	—	Preferred Share A	—	—
Director	T.L. Lin	2020/06/24	3 years	Common Share	19,195,570	1.14	Common Share	18,195,570	1.08
				Preferred Share A	—	—	Preferred Share A	—	—
Director	K.Y. Chen	2020/06/24	3 years	Common Share	4,614,658	0.27	Common Share	4,614,658	0.27
				Preferred Share A	561,738	0.28	Preferred Share A	561,738	0.28
Director	Fullerton Technology Co. (Representative: Richard Wu)	2020/06/24	3 years	Common Share	34,421,074	2.05	Common Share	32,421,074	1.93
				Preferred Share A	2,000,000	1.00	Preferred Share A	2,000,000	1.00

<table>
<tr><th rowspan="2">Position</th><th rowspan="2">Name</th><th rowspan="2">Date elected</th><th rowspan="2">Term</th><th colspan="3">Shareholding when elected</th><th colspan="3">Shareholding in the shareholders roster within the share transfer prohibition period</th></tr>
<tr><th>Share Type</th><th>Shares</th><th>Shareholding ratio (%) (Note 1)</th><th>Share Type</th><th>Shares</th><th>Shareholding ratio (%) (Note 1)</th></tr>
<tr><td rowspan="2">Independent Director</td><td rowspan="2">Jack J. T. Huang</td><td rowspan="2">2020/06/24</td><td rowspan="2">3 years</td><td>Common Share</td><td>—</td><td>—</td><td>Common Share</td><td>—</td><td>—</td></tr>
<tr><td>Preferred Share A</td><td>—</td><td>—</td><td>Preferred Share A</td><td>—</td><td>—</td></tr>
<tr><td rowspan="2">Independent Director</td><td rowspan="2">Charles Chen</td><td rowspan="2">2020/06/24</td><td rowspan="2">3 years</td><td>Common Share</td><td>—</td><td>—</td><td>Common Share</td><td>—</td><td>—</td></tr>
<tr><td>Preferred Share A</td><td>—</td><td>—</td><td>Preferred Share A</td><td>—</td><td>—</td></tr>
<tr><td rowspan="2">Independent Director</td><td rowspan="2">Weiru Chen</td><td rowspan="2">2020/06/24</td><td rowspan="2">3 years</td><td>Common Share</td><td>—</td><td>—</td><td>Common Share</td><td>—</td><td>—</td></tr>
<tr><td>Preferred Share A</td><td>—</td><td>—</td><td>Preferred Share A</td><td>—</td><td>—</td></tr>
<tr><td rowspan="2">Total Shareholdings of the Directors</td><td rowspan="2"></td><td rowspan="2"></td><td rowspan="2"></td><td>Common Share</td><td>135,605,846</td><td>8.08</td><td>Common Share</td><td>120,105,846</td><td>7.15</td></tr>
<tr><td>Preferred Share A</td><td>2,674,738</td><td>1.34</td><td>Preferred Share A</td><td>2,674,738</td><td>1.34</td></tr>
</table>

Note 1: Total issued common shares on June 24, 2020 and April 25, 2021 (Book closure date): 1,679,056,833 shares.
Total issued preferred shares A on June 24, 2020 and April 25, 2021 (Book closure date): 200,000,000 shares.

Remarks:

1. The minimum required combined shareholding ratio of all Directors by law: 2.4%
2. The minimum required combined shareholding of all Directors by law: 45,097,363 shares; As of April 25, 2021 (Book closure date), the total common shares and preferred shares A held by all Directors was 122,780,584 shares (not including the shareholding of Independent Directors)
3. The Company has established the Audit Committee; hence there is no applicable legal requirement for shareholding of Supervisors