

Winbond Electronics Corporation
Minutes of 2023 Annual General Meeting of Shareholders¹
(English Translation)

Time and Date: 9:00 a.m. ,May 30, 2023 (Tuesday)

Place: No.539, Sec. 2, Wenxing Rd., Zhubei City, Hsinchu County 302052, Taiwan (R.O.C.)

Shares present at the meeting: Shareholders who were present in person or by proxy together held 3,170,346,768 shares (including 1,341,321,911 shares present by electronic means), representing 79.65 % of the total number of issued shares of the Company, which is 3,980,000,193 shares.

Chairman: Arthur Yu-Cheng Chiao, the Chairman of the Board of Directors

Recorder: Chou,Chih-Chung

Attendees :

Directors : Mr. Tung-Yi Chan (Vice Chairman), Mr. Allen Hsu (Chairman of the Audit Committee),

Mr. Francis Tsai (Independent Director),

Mr. Fred Pan (Director Representative of Walsin Lihwa Corporation),

Mr. Yuan-Mou Su (Director Representative of Chin Xin Investment Co., Ltd.),

Others : Mr. Kuo-Tyan Hong, Mr. Wen-Yea Shyu ,and Ms. Ming-Yu Chiu, CPA, Deloitte

Ms. Hsin-Lan Hsu, Attorney-at-Law, Lee and Li

Meeting called:

The total number of issued shares of the Company is 3,980,000,193 shares. As of 9:00 a.m., the number of shares present were 3,170,304,768 shares (including 953,709,904 shares in person, 875,272,953 shares by proxy, and 1,341,321,911 shares by electronic means), which constituted the quorum of shareholders representing at least two-thirds of issued shares of the Company, and therefore the Chairman announced the commencement of the meeting.

Opening Speech of the Chairman : (omitted)

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

Matters to be reported

1. Business report of fiscal year 2022

Both the Company's business report and financial statements of fiscal year 2022 are hereby presented (please refer to Attachment 1 for details). Please examine. To be reported by the President.

No question was raised by Shareholder.

2. Audit Committee's review report on 2022 audited financial statements and report

The Audit Committee's review report is hereby presented (please refer to Attachment 3 for details). Please examine.

No question was raised by Shareholder.

3. Report on distribution of employee and director compensations for 2022

According to the Company's 2022 earnings audited by the certified public accountants, it is proposed to, in accordance with Article 22 of the Company's Articles of Incorporation, allot 1% of the earnings to be director compensation, which is NT\$153,939,912 in total, and allot 2% of the earnings to be employee compensation, which is NT\$307,879,824 in total. All of the above amounts will be paid in cash. The aforesaid ratios and amounts for allocation have been approved by the Company's Compensation Committee and Board of Directors, respectively.

No question was raised by Shareholder.

4. Report on distribution of cash dividends from the 2022 profit

Based on the authorization of Article 240 of the Company Act and the Articles of Incorporation of the Company, the Board of Directors meeting held on March 14, 2023 has resolved to distribute cash dividends amounting to NT\$3,980,000,193 for 2022, at NT\$1 in cash per common share. The Chairman of the Board of Directors is authorized to modify the cash dividend per share distributable to shareholders based on the actual number of the outstanding shares in the Company as of the ex-dividend record date, if such distributable amount of cash dividend per share is changed due to changes in the number of the outstanding shares in the Company arising from any event such as a share buyback by the Company. In the calculation of the cash dividend to be distributed to each shareholder, the amount thereof will be rounded to the nearest whole New Taiwan dollar, with the amount below one New Taiwan dollar being unconditionally discarded. All fractional amounts thereof less than one New Taiwan dollar will be credited to the Company's other income.

No question was raised by Shareholder.

5. Other matters to be reported:

(1) Report on the shareholdings of all directors of the Company:

a. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Share Ownership Ratios of Directors and Supervisors of Public Companies, the minimum combined shareholdings of all directors of the Company should be 95,520,005 shares. The Company has set up an Audit Committee and thus the requirement on the minimum shareholdings of all supervisors is not applicable.

b. Please refer to Attachment 4 for the shareholding of each director and the shareholdings of all directors as of the record date for determining the shareholders eligible to attend this annual general shareholders meeting.

c. The aggregate shareholdings of all directors of the Company meet the minimum shareholding required by laws and regulations.

(2) During the period for accepting shareholders' proposals and nomination of director candidates, no shareholder submitted any written proposal or nomination to the Company for the Company's 2023 annual general shareholders meeting in accordance with Article 172-1 and Article 192-1 of the Company Act.

No question was raised by Shareholder.

Matters to be recognized and discussed and election of directors

Motion 1: (proposed by the Board of Directors)

Proposal: The business report and financial statements of fiscal year 2022 are hereby presented. Please acknowledge and recognize the same.

Explanation:

1. Please refer to Attachment 1 for the business report and financial statements of fiscal year 2022.
2. The aforementioned financial statements had been approved by the Board of Directors. After being audited by the certified public accountants, such financial statements, together with the business report, had been submitted to and reviewed by the Audit Committee.

Resolution: Total number of voting rights present at the time of voting: 3,170,343,768. Yes votes: 2,902,076,808 (including voting via electronic transmission); No votes: 159,379 (including voting via electronic transmission) ; invalid votes: 0; abstained votes and uncast votes: 268,107,581 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 91.53% of the voting shares present.

No question was raised by Shareholder.

Motion 2: (proposed by the Board of Directors)

Proposal: The proposal for distribution of the 2022 profit is hereby presented. Please acknowledge and recognize the same.

Explanation:

1. The Company made a profit of NT\$12,927,165,250 after tax in 2022. The proposed statement of profit distribution is as follows.
2. The distribution of cash dividends for common shares has been approved by the resolution of the Board of Directors held on March 14, 2023.

Winbond Electronics Corporation
Statement of Profit Distribution
For the year ended December 31, 2022

(Unit : NT\$)

Items	Total
Unappropriated Earnings, Beginning of Year	\$15,393,855,198
Plus : Net Income of 2022	\$12,927,165,250
Plus : Gain on Disposals of investments in equity instruments designated as at fair value through other comprehensive income and the cumulative gain or loss transferred to retained earnings	300,524,739
Plus : Gains on Remeasurement of Defined Benefit Plans	159,407,249
Net Income of 2022 and other adjustments transferred to retained earnings in 2022	13,387,097,238
Minus : 10% Legal Reserve Appropriated	(1,338,709,724)
Earnings Available for Distribution as of December 31, 2022	\$27,442,242,712
Distributable items:	
Cash Dividends to Common Shareholders (NT\$ 1 per share)	(3,980,000,193)
Unappropriated Earnings, End of Year	\$23,462,242,519

(Note: Distribution of the Company's profit or make up its losses for the end of half of 2022: None.)

Chairman: Arthur Yu-Cheng Chiao

Manager: Pei-Ming Chen

Chief Accountant: Chin-Feng Yang

Resolution: Total number of voting rights present at the time of voting: 3,170,343,768. Yes votes: 2,920,654,596 (including voting via electronic transmission); No votes: 244,693 (including voting via electronic transmission) ; invalid votes: 0; abstained votes and uncast votes: 249,444,479 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 92.12 % of the voting shares present.

No question was raised by Shareholder.

Motion 3: Election of Directors (proposed by the Board of Directors)

Proposal: It is proposed to elect directors (including independent directors) of the thirteenth term.

Explanation:

1. The directors (including independent directors) of the twelfth term were elected at the annual general shareholders meeting on June 12, 2020 and their term of office will expire on June 11, 2023. As the annual general shareholders meeting of this year is brought forward to May 30, 2023, it is proposed to re-elect all of the directors (including independent directors) of the thirteenth term of the Company in advance in accordance with Article 199-1 of the Company Act.
2. According to Article 13 of the Articles of Incorporation, the Company has nine to eleven directors and the number of independent directors should not be less than three and should account for not less than one-fifth of the total number of directors. The term of office of directors shall be three years. The twentieth-first meeting of the Board of Directors of the twelfth term passed a resolution that the total number of the directors (including independent directors) of the thirteenth term shall be eleven (inclusive of four independent directors); the newly-elected directors will take office after the 2023 annual general shareholders meeting, and their term of office should be effective from May 30, 2023 to May 29, 2026.
3. The Company's directors (including independent directors) of the thirteenth term shall be elected according to its candidate nomination system. The list of director candidates (including independent directors) for this election has been reviewed and approved by the twenty-first meeting of the Board of Directors of the twelfth term. Please refer to Attachment 5 for the list of director candidates.

Election results : Elected list announced by chairman , details are as follows

Category	Name	Voting Rights
Director	Arthur Yu-Cheng Chiao	3,326,099,556
Director	Chin-Xin Investment Co., Ltd	2,972,293,536
Director	Yung Chin	2,499,668,348
Director	Walsin Lihwa Corporation	2,258,608,092
Director	Jamie Lin	2,248,839,631
Director	Wei-Hsin Ma	2,247,385,912
Director	ELAINE SHIHLAN CHANG	2,243,991,668
Independent Director	Allen Hsu	3,040,339,523
Independent Director	Stephen T. Tso	3,025,852,877
Independent Director	Chung-Ming Kuan	3,019,785,472
Independent Director	LI -JONG PEIR	3,017,583,483

No question was raised by Shareholder.

Motion 4: (proposed by the Board of Directors)

Proposal: It is proposed to release the directors (including independent directors) of the Company from non-competition restrictions. Please review and approve the same.

Explanation:

1. It is conducted in accordance with Paragraph 1 of Article 209 of the Company Act.
2. Please refer to Attachment 6 for the items of competitive conduct of the newly elected directors of the thirteenth term who act as directors or managerial officers in other companies which engage in the same businesses as those of the Company.
3. It is proposed to release the newly elected directors of the thirteenth term from the non-competition restrictions starting from the date on which such directors take office as the Company's directors.
4. The proposal was approved by the Board of Directors.

Resolution:

- (4-A) Total number of voting rights present at the time of voting: 2,866,870,701 after deducting 63,472,995 voting shares held by shareholder Arthur Yu-Cheng Chiao and 240,003,072 voting shares held by shareholder Chin-Xin Investment Co., Ltd voluntarily abstained from voting. Yes votes: 2,543,688,274 (including voting via electronic transmission); No votes: 9,368,443 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 313,813,984 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 88.72% of the voting shares present.
- (4-B) Total number of voting rights present at the time of voting: 2,866,870,701 after deducting 63,472,995 voting shares held by shareholder Arthur Yu-Cheng Chiao and 240,003,072 voting shares held by shareholder Chin-Xin Investment Co., Ltd voluntarily abstained from voting. Yes votes: 2,001,948,928 (including voting via electronic transmission); No votes: 552,143,619 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 312,778,154 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 69.83 % of the voting shares present.
- (4-C) Total number of voting rights present at the time of voting: 3,158,567,971 after deducting 11,778,797 voting shares held by shareholder Yung Chin who voluntarily abstained from voting. Yes votes: 2,549,427,622 (including voting via electronic transmission); No votes: 295,133,168 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 314,007,181 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 80.71 % of the voting shares present.
- (4-D) Total number of voting rights present at the time of voting: 2,286,498,345 after deducting 883,848,423 voting shares held by shareholder Walsin Lihwa Corporation who voluntarily abstained from voting. Yes votes: 1,425,482,307 (including voting via electronic transmission); No votes: 548,231,587 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 312,784,451 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 62.34 % of the voting shares present.
- (4-E) Mr. Jamie Lin did not own any shares in the Company and thus is not required to abstain from voting. Total number of voting rights present at the time of voting: 3,170,346,768. Yes votes: 2,544,986,901 (including voting via electronic transmission); No votes: 311,949,818 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 313,410,049 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 80.27 % of the voting shares present.
- (4-F) Ms. Wei-Hsin Ma did not own any shares in the Company and thus is not required to abstain from voting. Total number of voting rights present at the time of voting: 3,170,346,768. Yes votes: 2,547,816,911 (including voting via electronic transmission); No votes: 309,123,324 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 313,406,533 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 80.36 % of the voting shares present.
- (4-G) Mr. Allen Hsu did not own any shares in the Company and thus is not required to abstain from voting. Total number of voting rights present at the time of voting: 3,170,346,768. Yes votes: 2,548,801,694 (including voting via electronic transmission); No votes: 308,129,441 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 313,415,633 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 80.39 % of the voting shares present.
- (4-H) Mr. Chung-Ming Kuan did not own any shares in the Company and thus is not required to abstain from voting. Total number of voting rights present at the time of voting: 3,170,346,768. Yes votes: 2,856,562,520 (including voting via electronic transmission); No votes: 945,926 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 312,838,322 (including voting via electronic transmission). This Proposal was passed as

originally made by a simple majority, with affirmative vote of 90.10% of the voting shares present.

(4-I) Mr. LI -JONG PEIR did not own any shares in the Company and thus is not required to abstain from voting. Total number of voting rights present at the time of voting: 3,170,346,768. Yes votes: 2,856,623,776 (including voting via electronic transmission); No votes: 933,073 (including voting via electronic transmission) ; invalid votes: 0; abstain votes and uncast votes: 312,789,919 (including voting via electronic transmission). This Proposal was passed as originally made by a simple majority, with affirmative vote of 90.10 % of the voting shares present.

No question was raised by Shareholder.

Other Extemporary Matters and Motions: None.

Meeting Adjourned. (10:08 a.m.).

Winbond Electronics Corporation 2022 Business Report

Central banks around the world have raised interest rates to curb inflation arising from conflicts between Ukraine and Russia, rising energy prices, and China's zero COVID policy in 2022. Tightened fiscal policies have significantly slowed manufacturing activity, weakened global stock and bond market performance, and signaled a clear trend toward an economic downturn. For Winbond, operations in the first half of the year remained at peak levels thanks to the flow of electronic products and remote business opportunities presented by the pandemic. In the latter half of 2022, however, business growth has been hampered by diminished demand for consumer electronics, alleviated material shortages, and the accumulated inventory stemming from supply chain imbalances during the pandemic. Nevertheless, with the easing of the pandemic, the pace of innovation-driven operations in the electronic and electrical manufacturing industries is expected to slowly but gradually pick up pace. We are confident that we can overcome the challenges of the current global economic and political situation as well as continue to work closely with our partners to provide them with total memory solutions, ultimately reaching the goal of stability and growth together.

Financial Performance

In 2022, our consolidated revenue amounted to NT\$94.53 billion, a decrease of 5.06% compared to 2021, mainly due to the impact of inventory adjustments and weakened demand for consumer electronics. Memory and logic products constituted 56% and 44% of consolidated revenue respectively. The gross margin was 46% and the operating margin was 17%. Our net earnings after tax were NT\$15.0 billion (NT\$12.9 billion attributed to the parent company) while earnings per share were NT\$3.25.

Market and Product Applications

Winbond's memory business is dedicated to the design, fabrication, and distribution of Code Storage Flash Memory and Specialty DRAM. The two product lines are the cornerstones of the Company's robust operation. Our logic IC business provides eight major solutions—microcontroller applications, smart home, cloud security, motion sensing technologies, battery monitoring, IoT applications, semiconductor components, and IC foundry, and we are always seeking to expand its product lineup to give our clients the most comprehensive service possible.

In terms of product application, Winbond's memory IC products are balanced across the four major sectors of electronics. In 2022, the communication applications product line remains the major revenue source of our memory business, accounting for 29% of its total revenue. Automotive and industrial products were unaffected by the economic downturn in the second half of the year, accounting for 27% of our total revenue, with uninterrupted growth thanks to the growing adoption of electric vehicles and the advancement of smart technologies. Attributable to a wave of replacements due to software upgrades, computer and peripheral products generated 24% of our total revenue, with only 20% on consumer products as less was spent on electronics during the post-pandemic period. Our automotive applications also showed significant growth, accounting for 40% of our logic IC revenue. Communications and consumer products revenue were at 22% each, on par with the previous year. Although the smartphone market weakened, sales of our CSP MOSFETs for lithium-ion mobile battery protection performed well, which continue to increase our market share and help maintain our momentum. Revenue from computer and peripheral products and applications decreased slightly to 16%.

Capacity Planning

Winbond's Kaohsiung Fab has commenced operations according to plan with a capacity of 10,000 wafers per month expected to go toward our 2023 revenue. Our latest DRAM 25nm technology will

provide 2G/4G DDR3 and other higher-end niche products to meet the demand for IoT, smart systems, automotive, industrial, and metaverse applications. Facilities will continue to be built in Kaohsiung Fab module A based on market and business prospects.

The CTSP Fab in Central Taiwan Science Park is currently producing 58,000 wafers per month while catering to Code Storage Flash Memory and Specialty DRAM product lines. With the Kaohsiung Fab now having Specialty DRAM capacity, we will be able to progressively increase our Code Storage Flash Memory fabrication at the CTSP Fab, thus maintaining our leading position in the market.

Product Innovation and Technology Development

To bolster our competitive advantage, Winbond is proactively incorporating green design thinking into the core product design process. We have completed verification of using Flash memory in Low Temperature Soldering (LTS) processes that conform with Joint Electron Device Engineering Council (JEDEC) standards, which effectively reduces our carbon footprint. The process flow for Surface Mount Technology (SMT) has been streamlined and shortened to reduce production costs. Vigorous growth of the Internet of Vehicles has highlighted network security risks and the rising significance of information security functions for vehicular systems and software. In 2022, Winbond became the world's first memory manufacturer to match international industry standards with ISO/SAE 21434 Road Vehicles—Cybersecurity Engineering certification.

A multitude of resources have been invested in our logic IC business, developing various types of products that are in demand. For automotive products, we are developing novel Human-Machine Interface solutions with vehicular communication security technology that supports quick startup and high-resolution displays. We verified our battery deterioration diagnosis technology in collaboration with international manufacturers to build a circular ecosystem for recycling automotive batteries. For industrial control systems, we launched the first MA35D1 series microprocessor based on the dual-core 64-bit Arm® Cortex®-A35 and single-core Cortex®-M4 architectures to target the need for high-performance edge computing in industrial IoT. On top of breakthroughs in computing, communications, and consumer products, we are always looking to bring new products and applications to the market.

For the development of in-house memory technologies, our latest DRAM 25nm technology has been put into production as the main line of the Kaohsiung Fab. The development of next-generation DRAM 20nm processes is on schedule and projected to enter production in the second half of 2023, providing yet another solid foundation and driving force for our long-term growth. Regarding flash processes, Winbond is developing NOR Flash 45nm and NAND Flash 24nm processes in response to future market demand for high density memory. Our goal is to increase the technological competitive edges of both Winbond and our clients by strengthening core technologies and value-added products.

Corporate Sustainability

Winbond established the Sustainable Development Committee in May, which is directly supervised by the Board of Directors and headed by the Chairman. In August, we joined the Taiwan Climate Partnership (TCP), a major climate initiative organization, with the Chairman serving as director and group convener. In November, Winbond acquired 1,000 tons of CO₂e high-quality blue carbon credits from the Singaporean Climate Impact X (CIX), some of which were used to offset carbon emissions for the zero-carbon 35th Anniversary ESG Family Day. For green products, we have successfully developed an 1.2V Serial NOR Flash—the first of its kind that supports ultra-low voltage operations which significantly reduce energy consumption.

Winbond gives back to society by serving breakfasts for students and children in rural areas and supporting STSP Charity Month activities aimed at improving the lives and quality of life for economically disadvantaged families. Regarding environmental protection, in 2022, Winbond combined efforts to adopt and maintain the HouFeng Bikeway. To foster interdisciplinary semiconductor talent, Winbond joined hands with National Cheng Kung University to plan and develop the Winbond × NCKU Semiconductor Leadership Program.

Winbond's robust profitability and outstanding performance in sustainability and corporate

governance allow us to pass the rigorous review of investment institutions and be selected as a constituent of their investment indices. In 2022, we were included in the FTSE4Good Emerging Index, FTSE4Good TIP Taiwan ESG Index, and TWSE Corporate Governance 100 Index while ranking in the top 6%-20% ranking in the TWSE Corporate Governance Evaluation for multiple years consecutively.

Honors and Awards

In 2022, Winbond received numerous awards for innovation and sustainable development. Our TrustME® W77Q Secure Flash Memory was crowned the winner at the 2022 China OFweek 7th IoT& AI Innovative Technology Product Awards. The product supports secure storage and startup, root of trust, and system recovery, which allows a simple drop-in replacement for existing NOR Flash devices. Furthermore, our HYPERRAM™ 3.0 product was recognized at the 7th China IoT Technology Innovation Award in 2022 by Elecfans for its low pin count, low power consumption, and ease of control, which substantially improve the performance of IoT end devices.

The NuMicro® M030G/M031G series microcontrollers launched by our logic IC business with a complete platform solution for optical transceiver applications were named Microcontroller/Interface of the Year at the ASPENCORE World Electronics Achievement Awards (WEAA) and Promising Product of the Year at the 2022 EE Awards Asia: Asian Golden Selection Award.

In terms of sustainable development, Winbond has stayed true to our commitment to corporate governance and environmental sustainability. In 2022, we won three awards at the 2022 Taiwan Corporate Sustainability Awards (TCSA): In addition to once again winning the IT & IC Manufacturing Platinum Award and the Talent Development Leadership Award, we took home our first Top 100 Sustainability Exemplary Taiwanese Company Award. These accomplishments are exemplary of the recognition by external organizations for our performance and results in striking a balance between corporate sustainability, ESG management, and business resilience.

Future Prospects

Winbond celebrated its 35th anniversary in 2022, and we treasure all the highs and lows in our 35 years of operation as invaluable experience and cornerstone for tackling future challenges. Through continuous refinement, we have significantly accelerated our R&D roadmap. We have seen particular success in the progress of our NOR Flash 45mm, DRAM 20mm, and NAND Flash 24mm technology development, which are expected to hit mass production and begin contributing to the Company's revenues in the near future. In addition to strengthening the competitiveness of its core products, Winbond continues to base its operation on providing comprehensive localized services and a flexible and stable supply of products. We will continue to stand by our global customers to strive for mutual growth.

Lastly but most importantly, Winbond, with its vision to “be a hidden champion in providing sustainable semiconductors to enrich human life,” has long been committed to corporate sustainability management. In the coming year, our management strategies will remain focused on green R&D, digital innovation, identification of material sustainability topics and opportunities, optimization of manufacturing processes, minimization of energy use, procurement of renewable energy, investment in forest capital and carbon credits, and other sustainability concerns. We hope to achieve our “coprosperity with society” and “net zero by 2050” goals using all available and ethical means.

Chairman: Arthur Yu-Cheng Chiao

President: Pei-Ming Chen

CAO: Chin-Feng Yang

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 20,402,936	11	\$ 30,914,427	20
Current financial assets at fair value through profit or loss (Notes 4 and 7)	223,532	-	215,748	-
Current financial assets at fair value through other comprehensive income (Notes 4 and 8)	14,587,832	8	10,977,904	7
Accounts receivable, net (Notes 4 and 9)	9,137,746	5	11,515,593	8
Accounts receivable due from related parties, net (Note 31)	735,659	-	639,262	-
Finance lease receivables - current (Notes 4, 10 and 31)	96,731	-	-	-
Other receivables (Notes 11 and 31)	558,836	-	1,267,026	1
Inventories (Notes 4, 5 and 12)	21,448,078	12	15,940,688	10
Other current assets	1,346,173	1	1,036,085	1
Total current assets	<u>68,537,523</u>	<u>37</u>	<u>72,506,733</u>	<u>47</u>
NON-CURRENT ASSETS				
Non-current financial assets at fair value through profit or loss (Notes 4 and 7)	121,775	-	69,200	-
Non-current financial assets at fair value through other comprehensive income (Notes 4 and 8)	3,056,829	2	3,481,435	2
Investments accounted for using equity method (Notes 4 and 13)	9,971,440	5	8,286,463	5
Property, plant and equipment (Notes 4 and 14)	93,806,639	51	61,079,605	40
Right-of-use assets (Notes 4 and 15)	2,224,481	1	2,796,920	2
Investment properties (Notes 4 and 16)	1,798,160	1	2,005,598	1
Intangible assets (Notes 4 and 17)	782,603	1	1,072,985	1
Deferred income tax assets (Notes 4 and 25)	1,191,547	1	774,072	1
Finance lease receivables - non-current (Notes 4, 10 and 31)	123,451	-	-	-
Other non-current assets (Notes 6 and 31)	2,550,545	1	667,273	1
Total non-current assets	<u>115,627,470</u>	<u>63</u>	<u>80,233,551</u>	<u>53</u>
TOTAL	<u>\$ 184,164,993</u>	<u>100</u>	<u>\$ 152,740,284</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 1,069,040	-	\$ 1,430,417	1
Current financial liabilities at fair value through profit or loss (Notes 4 and 7)	7,412	-	-	-
Notes and accounts payable	5,202,743	3	6,256,539	4
Accounts payable due to related parties (Note 31)	1,188,928	1	1,344,195	1
Payables on machinery and equipment	3,535,586	2	4,462,326	3
Other payables (Note 31)	9,735,007	5	9,946,855	6
Current tax liabilities (Notes 4 and 25)	2,123,413	1	2,704,871	2
Provisions - current (Notes 4 and 20)	132,473	-	532,948	-
Lease liabilities - current (Notes 4 and 15)	276,015	-	333,791	-
Long-term borrowings - current portion (Note 18)	3,171,429	2	785,000	1
Other current liabilities (Note 31)	1,334,708	1	847,989	1
Total current liabilities	<u>27,776,754</u>	<u>15</u>	<u>28,644,931</u>	<u>19</u>
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 19)	9,968,462	5	9,956,086	6
Long-term borrowings (Notes 18 and 27)	34,278,073	19	13,348,865	9
Provisions - non-current (Notes 4 and 20)	2,733,351	2	2,966,575	2
Lease liabilities - non-current (Notes 4 and 15)	2,052,762	1	2,682,609	2
Net defined benefit liabilities - non-current (Notes 4 and 21)	1,892,594	1	2,621,015	2
Other non-current liabilities (Note 31)	2,729,281	1	2,486,691	1
Total non-current liabilities	<u>53,654,523</u>	<u>29</u>	<u>34,061,841</u>	<u>22</u>
Total liabilities	<u>81,431,277</u>	<u>44</u>	<u>62,706,772</u>	<u>41</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT (Notes 4 and 22)				
Share capital	39,800,002	22	39,800,002	26
Capital surplus	7,785,918	4	7,786,124	5
Retained earnings				
Legal reserve	3,434,165	2	2,074,570	1
Unappropriated earnings	28,780,952	15	20,733,450	14
Exchange differences on translation of the financial statements of foreign operations	(654,652)	-	(861,389)	(1)
Unrealized gains on financial assets measured at fair value through other comprehensive income	15,016,611	8	12,911,356	9
Total equity attributable to owners of the parent	94,162,996	51	82,444,113	54
NON-CONTROLLING INTERESTS	<u>8,570,720</u>	<u>5</u>	<u>7,589,399</u>	<u>5</u>
Total equity	<u>102,733,716</u>	<u>56</u>	<u>90,033,512</u>	<u>59</u>
TOTAL	<u>\$ 184,164,993</u>	<u>100</u>	<u>\$ 152,740,284</u>	<u>100</u>

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

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

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

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 23 and 31)	\$ 94,529,790	100	\$ 99,569,924	100
OPERATING COSTS (Notes 12 and 31)	<u>51,478,707</u>	<u>54</u>	<u>57,088,857</u>	<u>58</u>
GROSS PROFIT	<u>43,051,083</u>	<u>46</u>	<u>42,481,067</u>	<u>42</u>
OPERATING EXPENSES (Note 31)				
Selling expenses	2,547,825	3	2,572,816	3
General and administrative expenses	8,301,233	9	6,044,264	6
Research and development expenses	15,818,706	17	15,379,855	15
Expected credit (gain) loss (Note 9)	<u>(151,262)</u>	<u>-</u>	<u>56,210</u>	<u>-</u>
Total operating expenses	<u>26,516,502</u>	<u>29</u>	<u>24,053,145</u>	<u>24</u>
INCOME FROM OPERATIONS	<u>16,534,581</u>	<u>17</u>	<u>18,427,922</u>	<u>18</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 31)	154,580	-	58,948	-
Dividend income (Note 31)	634,979	1	404,585	-
Other income (Notes 15, 27 and 31)	540,182	1	477,608	1
Share of profit (loss) of associates	512,295	1	197,908	-
Gains (losses) on disposal of property, plant and equipment (Note 31)	357,146	-	174,642	-
Gains (losses) on disposal of intangible assets (Note 31)	91	-	(4,803)	-
Gains (losses) on disposal of investments	-	-	(436)	-
Gains (losses) on disposal of non-current held for sale assets	36,181	-	30,371	-
Gains (losses) on foreign exchange (Note 34)	968,662	1	(106,710)	-
Gains (losses) on financial instruments at fair value through profit or loss	(962,983)	(1)	64,345	-
Interest expense (Notes 15, 27 and 31)	(94,874)	-	(205,883)	-
Other expenses (Note 31)	(522,402)	(1)	(512,458)	-
Impairment loss recognized on property, plant and equipment	<u>(112,266)</u>	<u>-</u>	<u>(782,949)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>1,511,591</u>	<u>2</u>	<u>(204,832)</u>	<u>-</u>
INCOME BEFORE INCOME TAX	18,046,172	19	18,223,090	18
INCOME TAX EXPENSE (Notes 4 and 25)	<u>3,059,620</u>	<u>3</u>	<u>3,222,968</u>	<u>3</u>
NET INCOME	<u>14,986,552</u>	<u>16</u>	<u>15,000,122</u>	<u>15</u>

(Continued)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

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

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
Gains (losses) on remeasurement of defined benefit plans (Note 21)	\$ 215,816	-	\$ (116,564)	-
Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	2,811,664	3	3,417,063	3
Share of other comprehensive income (loss) of associates accounted for using the equity method	(529,691)	-	1,901,619	2
Income tax expense related to remeasurement of defined benefit plans	(5,812)	-	-	-
Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>225,926</u>	<u>-</u>	<u>(1,015,187)</u>	<u>(1)</u>
Other comprehensive income (loss)	<u>2,717,903</u>	<u>3</u>	<u>4,186,931</u>	<u>4</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 17,704,455</u>	<u>19</u>	<u>\$ 19,187,053</u>	<u>19</u>
NET INCOME ATTRIBUTABLE TO:				
Owners of the parent	\$ 12,927,165	14	\$ 13,594,643	14
Non-controlling interests	<u>2,059,387</u>	<u>2</u>	<u>1,405,479</u>	<u>1</u>
	<u>\$ 14,986,552</u>	<u>16</u>	<u>\$ 15,000,122</u>	<u>15</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the parent	\$ 15,699,089	17	\$ 17,775,735	18
Non-controlling interests	<u>2,005,366</u>	<u>2</u>	<u>1,411,318</u>	<u>1</u>
	<u>\$ 17,704,455</u>	<u>19</u>	<u>\$ 19,187,053</u>	<u>19</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 3.25</u>		<u>\$ 3.42</u>	
Diluted	<u>\$ 3.23</u>		<u>\$ 3.41</u>	

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

(Concluded)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to Owners of the Parent								
	Share Capital	Capital Surplus	Retained Earnings		Other Equity		Total	Non-controlling Interests	Total Equity
			Legal Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Financial Assets Measured at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2021	\$ 39,800,002	\$ 7,770,865	\$ 1,913,317	\$ 8,094,753	\$ (271,328)	\$ 8,141,510	\$ 65,449,119	\$ 5,143,568	\$ 70,592,687
Appropriation of 2020 earnings (Note 22)									
Legal reserve appropriated	-	-	161,253	(161,253)	-	-	-	-	-
Cash dividends	-	-	-	(796,000)	-	-	(796,000)	-	(796,000)
Total appropriations	-	-	161,253	(957,253)	-	-	(796,000)	-	(796,000)
Net income for the year ended December 31, 2021	-	-	-	13,594,643	-	-	13,594,643	1,405,479	15,000,122
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	(92,951)	(590,061)	4,864,104	4,181,092	5,839	4,186,931
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	13,501,692	(590,061)	4,864,104	17,775,735	1,411,318	19,187,053
Changes in ownership interests in subsidiaries	-	15,259	-	-	-	-	15,259	1,183,301	1,198,560
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Notes 8 and 22)	-	-	-	94,258	-	(94,258)	-	-	-
Cash dividends distributed by subsidiaries (Note 22)	-	-	-	-	-	-	-	(148,788)	(148,788)
BALANCE AT DECEMBER 31, 2021	39,800,002	7,786,124	2,074,570	20,733,450	(861,389)	12,911,356	82,444,113	7,589,399	90,033,512
Appropriation of 2021 earnings (Note 22)									
Legal reserve appropriated	-	-	1,359,595	(1,359,595)	-	-	-	-	-
Cash dividends	-	-	-	(3,980,000)	-	-	(3,980,000)	-	(3,980,000)
Total appropriations	-	-	1,359,595	(5,339,595)	-	-	(3,980,000)	-	(3,980,000)
Net income for the year ended December 31, 2022	-	-	-	12,927,165	-	-	12,927,165	2,059,387	14,986,552
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	159,408	206,737	2,405,779	2,771,924	(54,021)	2,717,903
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	13,086,573	206,737	2,405,779	15,699,089	2,005,366	17,704,455
Changes in ownership interests in subsidiaries	-	8	-	-	-	-	8	8	16
Changes in equity of associates accounted for using equity method	-	(214)	-	-	-	-	(214)	-	(214)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Notes 8 and 22)	-	-	-	300,524	-	(300,524)	-	-	-
Cash dividends distributed by subsidiaries (Note 22)	-	-	-	-	-	-	-	(1,024,053)	(1,024,053)
BALANCE AT DECEMBER 31, 2022	\$ 39,800,002	\$ 7,785,918	\$ 3,434,165	\$ 28,780,952	\$ (654,652)	\$ 15,016,611	\$ 94,162,996	\$ 8,570,720	\$ 102,733,716

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

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 18,046,172	\$ 18,223,090
Adjustments for:		
Depreciation expense	9,195,254	11,361,984
Amortization expense	354,103	293,856
Carbon offset	174	-
Expected credit (gain) loss recognized on accounts receivable	(151,262)	56,210
(Gains) losses on financial assets and liabilities at fair value through profit or loss	10,041	1,058
Interest expense	94,874	205,883
Interest income	(154,580)	(58,948)
Dividend income	(634,979)	(404,585)
Share of (profit) loss of associates	(512,295)	(197,908)
(Gains) losses on disposal of property, plant and equipment	(357,146)	(174,642)
(Gains) losses on disposal of non-current held for sale assets	(36,181)	(30,371)
(Gains) losses on disposal of investments	-	436
(Gains) losses on disposal of intangible assets	(91)	4,803
Impairment loss on property, plant and equipment	112,266	782,949
Gains on lease modification	(111,231)	(15)
Changes in operating assets and liabilities		
(Increase) decrease in financial assets and liabilities at fair value through profit or loss	51,928	(19,867)
(Increase) decrease in accounts receivable	2,452,548	(1,845,248)
(Increase) decrease in accounts receivable due from related parties	(96,397)	(561,502)
(Increase) decrease in other receivables	540,209	294,673
(Increase) decrease in inventories	(5,507,390)	(1,799,274)
(Increase) decrease in other current assets	(310,088)	(297,781)
(Increase) decrease in other non-current assets	(1,859,498)	(774)
Increase (decrease) in notes and accounts payable	(1,053,285)	(314,890)
Increase (decrease) in accounts payable due to related parties	(155,267)	(321,808)
Increase (decrease) in other payables	140,930	3,818,970
Increase (decrease) in other current liabilities	308,338	325,658
Increase (decrease) in other non-current liabilities	(964,949)	(303,820)
Cash flows generated by (used in) operations	19,402,198	29,038,137
Interest received	150,955	53,059
Dividends received	726,400	459,437
Interest paid	(552,169)	(436,963)
Income taxes paid	(4,031,232)	(720,486)
Net cash flows generated by (used in) operating activities	<u>15,696,152</u>	<u>28,393,184</u>

(Continued)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of investments accounted for using equity method	\$ (568,772)	\$ -
Acquisitions of financial assets at fair value through profit or loss	(96,958)	(178,957)
Acquisitions of financial assets at fair value through other comprehensive income	(1,521,393)	(219,676)
Proceeds from disposal of financial assets at fair value through other comprehensive income	18,535	310,667
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	1,000	4,500
Net cash flow from acquisition of subsidiaries	-	(77,934)
Proceeds from disposal of non-current held for sale assets	55,200	279,897
Acquisitions of property, plant and equipment	(42,164,653)	(9,819,828)
Proceeds from disposal of property, plant and equipment	369,674	959,954
Acquisitions of right-of-use assets	(2,167)	-
(Increase) decrease in refundable deposits	(29,160)	442,799
(Increase) decrease in other receivables - time deposits	128,267	13,008
Acquisitions of intangible assets	(381,342)	(314,310)
Proceeds from disposal of intangible assets	356	-
Increase (decrease) in investment payable	(362,643)	-
(Increase) decrease in finance lease receivables	<u>71,848</u>	<u>-</u>
Net cash flows generated by (used in) investing activities	<u>(44,482,208)</u>	<u>(8,599,880)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	(361,377)	(390,793)
Proceeds from long-term borrowings	23,150,000	4,931,600
Repayments of long-term borrowings	-	(5,000,000)
Cash dividends paid	(3,980,000)	(796,000)
Change in non-controlling interests	(1,024,053)	(148,788)
Repayments of lease liabilities	(339,177)	(381,264)
Increase (decrease) in guarantee deposits	<u>433,932</u>	<u>1,982,200</u>
Net cash flows generated by (used in) financing activities	<u>17,879,325</u>	<u>196,955</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>395,240</u>	<u>(820,138)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(10,511,491)	19,170,121
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>30,914,427</u>	<u>11,744,306</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 20,402,936</u>	<u>\$ 30,914,427</u>

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

(Concluded)

WINBOND ELECTRONICS CORPORATION

BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 8,684,164	6	\$ 20,226,289	16
Current financial assets at fair value through profit or loss (Notes 4 and 7)	48,712	-	50,057	-
Current financial assets at fair value through other comprehensive income (Notes 4 and 8)	14,587,832	9	10,977,904	9
Accounts receivable, net (Notes 4 and 9)	3,588,202	2	5,556,897	4
Accounts receivable due from related parties, net (Note 26)	1,179,039	1	1,944,639	2
Other receivables (Note 26)	256,731	-	283,312	-
Inventories (Notes 4, 5 and 10)	13,044,368	8	9,195,814	7
Other current assets	<u>861,614</u>	<u>1</u>	<u>680,687</u>	<u>1</u>
Total current assets	<u>42,250,662</u>	<u>27</u>	<u>48,915,599</u>	<u>39</u>
NON-CURRENT ASSETS				
Non-current financial assets at fair value through other comprehensive income (Notes 4 and 8)	579,064	-	29,086	-
Investments accounted for using equity method (Notes 4 and 11)	20,926,478	14	18,878,347	15
Property, plant and equipment (Notes 4 and 12)	87,575,274	56	55,352,300	44
Right-of-use assets (Notes 4 and 13)	1,562,419	1	1,558,921	1
Investment properties (Notes 4 and 14)	275,254	-	285,814	-
Intangible assets (Notes 4 and 15)	18,158	-	43,999	-
Deferred income tax assets (Notes 4 and 21)	810,000	1	445,000	1
Other non-current assets (Notes 6 and 26)	<u>2,009,285</u>	<u>1</u>	<u>435,513</u>	<u>-</u>
Total non-current assets	<u>113,755,932</u>	<u>73</u>	<u>77,028,980</u>	<u>61</u>
TOTAL	<u>\$ 156,006,594</u>	<u>100</u>	<u>\$ 125,944,579</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 16)	\$ -	-	\$ 1,430,417	1
Notes payable	102,011	-	61,648	-
Accounts payable	2,691,742	2	3,520,195	3
Accounts payable due to related parties (Note 26)	462,039	-	913,581	1
Payables on machinery and equipment	3,382,521	2	4,393,748	3
Other payables (Note 26)	5,423,560	4	5,157,125	4
Current tax liabilities (Notes 4 and 21)	1,386,821	1	2,256,788	2
Lease liabilities - current (Notes 4 and 13)	87,383	-	75,578	-
Long-term borrowings - current portion (Note 16)	3,100,000	2	785,000	1
Other current liabilities	<u>75,372</u>	<u>-</u>	<u>93,942</u>	<u>-</u>
Total current liabilities	<u>16,711,449</u>	<u>11</u>	<u>18,688,022</u>	<u>15</u>
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 17)	9,968,462	7	9,956,086	8
Long-term borrowings (Notes 16 and 23)	32,849,502	21	11,848,865	9
Lease liabilities - non-current (Notes 4 and 13)	1,541,922	1	1,535,495	1
Net defined benefit liabilities - non-current (Notes 4 and 18)	379,105	-	944,555	1
Other non-current liabilities (Note 26)	<u>393,158</u>	<u>-</u>	<u>527,443</u>	<u>1</u>
Total non-current liabilities	<u>45,132,149</u>	<u>29</u>	<u>24,812,444</u>	<u>20</u>
Total liabilities	<u>61,843,598</u>	<u>40</u>	<u>43,500,466</u>	<u>35</u>
EQUITY (Note 19)				
Share capital	39,800,002	25	39,800,002	32
Capital surplus	7,785,918	5	7,786,124	6
Retained earnings				
Legal reserve	3,434,165	2	2,074,570	2
Unappropriated earnings	28,780,952	19	20,733,450	16
Exchange differences on translation of the financial statements of foreign operations	(654,652)	(1)	(861,389)	(1)
Unrealized gains on financial assets measured at fair value through other comprehensive income	<u>15,016,611</u>	<u>10</u>	<u>12,911,356</u>	<u>10</u>
Total equity	<u>94,162,996</u>	<u>60</u>	<u>82,444,113</u>	<u>65</u>
TOTAL	<u>\$ 156,006,594</u>	<u>100</u>	<u>\$ 125,944,579</u>	<u>100</u>

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

WINBOND ELECTRONICS CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 26)	\$ 51,139,171	100	\$ 57,532,802	100
OPERATING COSTS (Notes 10 and 26)	<u>27,181,153</u>	<u>53</u>	<u>32,775,614</u>	<u>57</u>
GROSS PROFIT	<u>23,958,018</u>	<u>47</u>	<u>24,757,188</u>	<u>43</u>
OPERATING EXPENSES (Note 26)				
Selling expenses	1,229,028	3	1,200,719	2
General and administrative expenses	4,672,592	9	2,756,183	5
Research and development expenses	6,610,718	13	6,088,149	10
Expected credit (gain) loss (Note 9)	<u>(39,000)</u>	<u>-</u>	<u>34,000</u>	<u>-</u>
Total operating expenses	<u>12,473,338</u>	<u>25</u>	<u>10,079,051</u>	<u>17</u>
INCOME FROM OPERATIONS	<u>11,484,680</u>	<u>22</u>	<u>14,678,137</u>	<u>26</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	59,527	-	25,480	-
Dividend income (Note 26)	551,906	1	336,520	-
Other income (Notes 23 and 26)	164,340	-	87,948	-
Share of profit (loss) of subsidiaries and associates	2,925,842	6	1,985,911	3
Gains (losses) on disposal of property, plant and equipment (Note 26)	53,438	-	41,973	-
Gains (losses) on disposal of non-current held for sale assets	36,181	-	30,371	-
Gains (losses) on foreign exchange (Note 29)	809,964	2	(109,015)	-
Gains (losses) on financial instruments at fair value through profit or loss	(822,862)	(2)	48,733	-
Interest expense (Notes 13, 23 and 26)	(59,527)	-	(136,158)	-
Other expenses	(159,052)	-	(165,769)	-
Gains (losses) on disposal of investments	-	-	(436)	-
Impairment loss recognized on property, plant and equipment (Note 12)	<u>(112,266)</u>	<u>-</u>	<u>(782,949)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>3,447,491</u>	<u>7</u>	<u>1,362,609</u>	<u>2</u>
INCOME BEFORE INCOME TAX	14,932,171	29	16,040,746	28
INCOME TAX EXPENSE (Notes 4 and 21)	<u>2,005,006</u>	<u>4</u>	<u>2,446,103</u>	<u>4</u>
NET INCOME	<u>12,927,165</u>	<u>25</u>	<u>13,594,643</u>	<u>24</u>

(Continued)

WINBOND ELECTRONICS CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
Gains (losses) on remeasurement of defined benefit plans (Note 18)	\$ 92,216	-	\$ (51,661)	-
Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	2,857,430	6	2,176,120	4
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	(384,459)	(1)	2,646,694	4
Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(43,322)	-	(22,955)	-
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	<u>250,059</u>	<u>1</u>	<u>(567,106)</u>	<u>(1)</u>
Other comprehensive income (loss)	<u>2,771,924</u>	<u>6</u>	<u>4,181,092</u>	<u>7</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 15,699,089</u>	<u>31</u>	<u>\$ 17,775,735</u>	<u>31</u>
EARNINGS PER SHARE (Note 22)				
Basic	<u>\$ 3.25</u>		<u>\$ 3.42</u>	
Diluted	<u>\$ 3.23</u>		<u>\$ 3.41</u>	

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

(Concluded)

WINBOND ELECTRONICS CORPORATION

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	Share Capital	Capital Surplus	Retained Earnings		Other Equity		Total Equity
			Legal Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Financial Assets Measured at Fair Value Through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2021	\$ 39,800,002	\$ 7,770,865	\$ 1,913,317	\$ 8,094,753	\$ (271,328)	\$ 8,141,510	\$ 65,449,119
Appropriation of 2020 earnings (Note 19)							
Legal reserve appropriated	-	-	161,253	(161,253)	-	-	-
Cash dividends	-	-	-	(796,000)	-	-	(796,000)
Total appropriations	-	-	161,253	(957,253)	-	-	(796,000)
Net income for the year ended December 31, 2021	-	-	-	13,594,643	-	-	13,594,643
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	(92,951)	(590,061)	4,864,104	4,181,092
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	13,501,692	(590,061)	4,864,104	17,775,735
Changes in ownership interests in subsidiaries	-	15,259	-	-	-	-	15,259
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Note 19)	-	-	-	94,258	-	(94,258)	-
BALANCE AT DECEMBER 31, 2021	39,800,002	7,786,124	2,074,570	20,733,450	(861,389)	12,911,356	82,444,113
Appropriation of 2021 earnings (Note 19)							
Legal reserve appropriated	-	-	1,359,595	(1,359,595)	-	-	-
Cash dividends	-	-	-	(3,980,000)	-	-	(3,980,000)
Total appropriations	-	-	1,359,595	(5,339,595)	-	-	(3,980,000)
Net income for the year ended December 31, 2022	-	-	-	12,927,165	-	-	12,927,165
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	159,408	206,737	2,405,779	2,771,924
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	13,086,573	206,737	2,405,779	15,699,089
Changes in ownership interests in subsidiaries	-	8	-	-	-	-	8
Changes in equity of associates accounted for using equity method	-	(214)	-	-	-	-	(214)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Note 19)	-	-	-	300,524	-	(300,524)	-
BALANCE AT DECEMBER 31, 2022	\$ 39,800,002	\$ 7,785,918	\$ 3,434,165	\$ 28,780,952	\$ (654,652)	\$ 15,016,611	\$ 94,162,996

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

WINBOND ELECTRONICS CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 14,932,171	\$ 16,040,746
Adjustments for:		
Depreciation expense	8,113,063	10,231,678
Amortization expense	52,841	53,712
Expected credit (gain) loss recognized on accounts receivable	(39,000)	34,000
(Gains) losses on financial assets and liabilities at fair value through profit or loss	7,525	(11,677)
Interest expense	59,527	136,158
Interest income	(59,527)	(25,480)
Dividend income	(551,906)	(336,520)
Share of (profit) loss of subsidiaries and associates	(2,925,842)	(1,985,911)
(Gains) losses on disposal of investments	-	436
(Gains) losses on disposal of property, plant and equipment	(53,438)	(41,973)
(Gains) losses on disposal of non-current held for sale assets	(36,181)	(30,371)
Impairment loss on property, plant and equipment	112,266	782,949
Unrealized profit (loss) on the transactions with subsidiaries	(66,340)	93,720
Carbon offset	174	-
Gains on lease modification	-	(15)
Changes in operating assets and liabilities		
(Increase) decrease in financial assets and liabilities at fair value through profit or loss	45,778	-
(Increase) decrease in accounts receivable	2,007,695	(1,762,452)
(Increase) decrease in accounts receivable due from related parties	765,600	(867,138)
(Increase) decrease in other receivables	30,252	(56,187)
(Increase) decrease in inventories	(3,848,554)	(1,276,190)
(Increase) decrease in other current assets	(180,927)	(204,647)
(Increase) decrease in other non-current assets	(1,761,996)	-
Increase (decrease) in notes payable	40,363	(124,081)
Increase (decrease) in accounts payable	(827,941)	158,062
Increase (decrease) in accounts payable due to related parties	(451,542)	35,621
Increase (decrease) in other payables	256,911	2,804,097
Increase (decrease) in other current liabilities	(18,570)	22,589
Increase (decrease) in other non-current liabilities	(516,481)	27,238
Cash flows generated by (used in) operations	15,085,921	23,698,364
Interest received	58,914	23,337
Dividends received	1,718,099	1,081,156
Interest paid	(518,173)	(374,197)
Income taxes paid	(3,243,031)	(109,456)
Net cash flows generated by (used in) operating activities	<u>13,101,730</u>	<u>24,319,204</u>

(Continued)

WINBOND ELECTRONICS CORPORATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of investments accounted for using equity method	\$ (400,070)	\$ (357,898)
Acquisitions of financial assets at fair value through profit or loss	(51,958)	-
Acquisitions of financial assets at fair value through other comprehensive income	(1,321,011)	(10,000)
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	18,535	-
Proceeds from capital reduction of investments accounted for using equity method	-	16,116
Proceeds from disposal of non-current held for sale assets	55,200	279,897
Acquisitions of property, plant and equipment	(40,798,805)	(9,292,410)
Proceeds from disposal of property, plant and equipment	53,660	61,082
Acquisitions of right-of-use assets	(2,167)	-
(Increase) decrease in refundable deposits	167,545	(81,309)
Acquisitions of intangible assets	(937)	(6,070)
Acquisitions of investment properties	(572)	(2,712)
Net cash flows generated by (used in) investing activities	<u>(42,280,580)</u>	<u>(9,393,304)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	(1,430,417)	1,430,417
Proceeds from long-term borrowings	23,150,000	4,931,600
Repayments of long-term borrowings	-	(5,000,000)
Cash dividends paid	(3,980,000)	(796,000)
Repayments of lease liabilities	(102,858)	(83,965)
Net cash flows generated by (used in) financing activities	<u>17,636,725</u>	<u>482,052</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(11,542,125)	15,407,952
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>20,226,289</u>	<u>4,818,337</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 8,684,164</u>	<u>\$ 20,226,289</u>

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

(Concluded)



勤業眾信

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Winbond Electronics Corporation

Opinion

We have audited the accompanying consolidated financial statements of Winbond Electronics Corporation (the “Company”) and its subsidiaries (collectively referred as the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Occurrence of Sales Revenue from Specific Series of Flash Memory Products

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

As the gross profit margin and the proportion of sales revenue from the specific series of flash memory products are higher than that of other product series, and given that the gross profit of the specific series is significant to the net income of the year, we considered the occurrence of sales revenue from specific series of products as a key audit matter of the Company's consolidated financial statements for the year ended December 31, 2022.

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

Other Matter

We have also audited the parent company only financial statements of Winbond Electronics Corporation as of and for the years ended December 31, 2022 and 2021, on which we have issued an unmodified opinion.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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


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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Kuo-Tyan Hong and Wen-Yea Shyu.



Deloitte & Touche
Taipei, Taiwan
Republic of China

February 16, 2023

Notice to Readers

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

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

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Winbond Electronics Corporation

Opinion

We have audited the accompanying financial statements of Winbond Electronics Corporation (the "Company"), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Occurrence of Sales Revenue from Specific Series of Flash Memory Products

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

As the gross profit margin and the proportion of sales revenue from the specific series of flash memory products are higher than that of other product series, and given that the gross profit of the specific series is significant to the net income of the year, we considered the occurrence of sales revenue from specific series of products as a key audit matter of the Company's financial statements for the year ended December 31, 2022.

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company 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 for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Kuo-Tyan Hong and Wen-Yea Shyu.

The image shows two handwritten signatures in black ink. The first signature is on the left and is more stylized, while the second signature on the right is written in a more legible, cursive style and includes the name 'Wen-yea Shyu'.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 16, 2023

Notice to Readers

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

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

Attachment 3

Audit Committee's Review Report

To: The 2023 Annual General Meeting of Shareholders

The Board of Directors has prepared the Company's 2022 Business Report, the financial statements (including the consolidated financial statements) and proposal for distribution of earnings. The financial statements have been audited by Kuo-Tyan Hong and Wen-Yea Shyu from Deloitte & Touche, which has been retained by the Board of Directors as independent auditors. The independent auditors have issued an unmodified opinion. The Audit Committee has reviewed and determined the above Business Report, the financial statements, and proposal for distribution of earnings to be correct and accurate. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, it is hereby submitted for your review and perusal.

Winbond Electronics Corporation

Chairman of the Audit Committee : Allen Hsu

Date: March 14 2023

Winbond Electronics Corporation
Shareholdings of All Directors

Book closure date: April 1, 2023

Position	Name	Current shareholding (Shares)	Shareholding ratio (%)
Chairman	Arthur Yu-Cheng Chiao	63,472,995	1.59%
Vice Chairman	Tung-Yi Chan	551,000	0.01%
Director	Yung Chin	11,778,797	0.30%
Independent Director	Allen Hsu	0	0.00%
Independent Director	Stephen T. Tso	0	0.00%
Independent Director	Francis Tsai	0	0.00%
Independent Director	Jerry Hsu	0	0.00%
Director	Walsin Lihwa Corporation (Representative: Fred Pan)	883,848,423	22.20%
Director	Chin-Xin Investment Co., Ltd (Representative: Yuan-Mou Su)	240,003,072	6.03%
Director	Jamie Lin	0	0.00%
Director	Wei-Hsin Ma	0	0.00%
Shareholdings of All Directors		1,199,654,287	30.14%

Note: This Company had a total of 3,980,000,193 issued shares as of April 1, 2023

Winbond Electronics Corporation
List of Candidate for Directors and Independent Directors

Title	Name	Education	Work Experience	Current Job	Shareholding (Unit:Share)	Has s/he served three consecutive terms as Independent Director / Reason
Director	Arthur Yu-Cheng Chiao	University of Washington Masters of Electrical Engineer and Business Administration	Chairman, WALSIN LIHWA CORPORATION Chairman, NUVOTON TECHNOLOGY CORPORATION Supervisor, MiTAC Holdings Corporation Chairman, Taiwan Electrical and Electronic Manufacturers' Association	Chairman and CEO, Winbond Electronics Corporation Director, NUVOTON TECHNOLOGY CORPORATION Director, WALSIN LIHWA CORPORATION Independent Director, Taiwan Cement Corporation Director, MiTAC Holdings Corporation	63,472,995	N/A
Director	Chin Xin Investment Co., Ltd.	Not applicable	Director, WALSIN LIHWA CORPORATION Director, NUVOTON TECHNOLOGY CORPORATION Director, HannStar Board Corp. Director, Global Investment Holdings Co., Ltd. Director, Glorystone Inc.	Director, Winbond Electronics Corporation Director, WALSIN LIHWA CORPORATION Director, NUVOTON TECHNOLOGY CORPORATION Director, HannStar Board Corp. Director, Global Investment Holdings Co., Ltd. Director, Glorystone Inc.	240,003,072	N/A
Director	Yung Chin	Master in Applied Mathematics, Washington University	Chief Auditor, WALSIN LIHWA CORPORATION Vice President, Winbond Electronics Corporation	Director, Winbond Electronics Corporation Chairman, Theaceae Conservation Corporation	11,778,797	N/A
Director	WALSIN LIHWA CORPORATION	Not applicable	Director, Winbond Electronics Corporation Director, Walsin Technology Corporation Director, WALTON ADVANCED ENGINEERING, INC. Director, HannStar Display Corporation	Director, Winbond Electronics Corporation Director, Walsin Technology Corporation Director, WALTON ADVANCED ENGINEERING, INC. Director, HannStar Display Corporation	883,848,423	N/A
Director	Jamie Lin	MBA, New York University Stern School of Business BS, Chemical Engineering (minor in economics), National Taiwan University	Founder, APPWORKS VENTURES CO., LTD. Director, HannsTouch Solution Incorporated Independent Director, Kingwaytek Technology Corporation Limited Independent Director, TAIWAN TAOMEET CO., LED.	Director and President, TAIWAN MOBILE CO., LTD. Chairman and Partner, APPWORKS VENTURES CO., LTD. Director, Momo.com Inc. Managing Director, Taiwan Internet E-commerce Association Common Convener, Asian Silicon Valley Private Sector Advisory Committee Member, National Digital Innovation Economy Promotion Team, Executive Yuan Director, Winbond Electronics Corporation	0	N/A

Director	Wei-Hsin Ma	Ph.D., College of Humanities and Social Sciences of National Tsing Hua MBA for Senior Managers, Peking University Department of East Asian Languages, UC Berkeley	Chairman, Yuanta Securities Investment Trust Corporation Chairman, HannStar Display Corporation	Chairman, HannsTouch Solution Incorporated Chairman, Golden Apple Investment Company Chairman, YINWANG INVESTMENT CO., LTD. Chairman, Torch Investment Co., Ltd. Director, WALSIN LIHWA CORPORATION Director, HannStar Display Corporation Director, Winbond Electronics Corporation Directors, UNITED INTEGRATED SERVICES CO., LTD. Director, Glorystone Inc. Director, Hanns Blegrain Ltd. Supervisor, Pottery Inc.	0	N/A
Director	ELAINE SHIHLAN CHANG	THE WHARTON SCHOOL, UNIVERSITY OF PENNSYLVANIA Master of Business Administration Candidate; Major in Marketing & Operations and major Finance Philadelphia, PA WELLESLEY COLLEGE Bachelor of Arts in Economics, Wellesley, MA	Time Inc (New York) Magazine Business Manager Google Inc (New York, Singapore) Financial Manager of Greater China Region	General Manager of International Business Development for Chia Hsin RMC Corp.(Taiwan) and she is also assigned as Vice President for LDC Holtels & Resorts Group.	0	N/A
Independent Director	Allen Hsu	MBA, National Chengchi University, Further Education, Wharton College	Chairman, ALTEK CORPORATION Chairman, TAIWAN MASK CORPORATION Chairman, MYSON CENTURY, INC. Chairman, Chingis Technology Corporation Independent Director, ANZ Bank (Taiwan) Limited	Chairman, Unus Tech Co., Ltd. Chairman, 3R LIFE SCIENCES LTD. Chairman, You Yuan Investment Ltd. Director, Innodisk Corporation Director, ACME ELECTRONICS CORPORATION Director, Baoyue Investment Co., Ltd. Independent Director, NUVOTON TECHNOLOGY CORPORATION Independent Director, Winbond Electronics Corporation	0	Yes (Note)
Independent Director	Stephen T. Tso	Ph.D & MS From Materials Science and Engineering U.C Berkeley	President, WaferTech General Manager, MCVD Applied Mate CIO & Sr. V.P, TMSC	Independent Director, AOPEN Incorporated Independent Director, Winbond Electronics Corporation	0	No

Independent Director	Chung-Ming Kuan	Ph.D. in Economics, University of California (San Diego)	Associate Professor (with tenure), University of Illinois, Urbana-Champaign Professor, National Taiwan University Distinguished Research Fellow and Director, Institute of Economics, Academia Sinica Minister without Portfolio, Executive Yuan Minister, Council for Economic Planning And Development, Executive Yuan Minister, National Development Council President, National Taiwan University	NTU University Chair Professor, Department of Finance, National Taiwan University	0	No
Independent Director	LI -JONG PEIR	Ph.D. Management of Information Systems, National Chengchi University Johns Hopkins U., M.S. The George Washington U. MBA	President, Taiwan Cement Corporation HSBC Taiwan CEO	Chairman, TCC INFORMATION SYSTEMS CORP. Chairman, VIDEOLAND INC. Director, NHOA S.A. CEO, 1 PRODUCTION FILM CO.	0	No

Note : Mr. Allen Hsu is familiar with relevant laws and regulations, and has abundant experience in the industry. Further, Mr. Allen Hsu has a certain level of understanding of the Company, and is able to provide proper guidance and professional advice on the operations of the Company, which is of great benefit to the Company. Therefore, the Board of Directors decides to continuously nominate Mr. Allen Hsu as an independent director candidate after prudent evaluation.

Attachment 6

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

(1) Arthur Yu-Cheng Chiao :

Names of other companies Where he served	Title	Business items same or similar to the Company's
NUVOTON TECHNOLOGY CORPORATION	Director	CC01080 Electronic Parts and Components Manufacture CC01110 Computers and Computing Peripherals Manufacture CC01120 Data Storage Media Manufacture and Duplication F401010 International Trade I301010 Software Design Services I501010 Product Designing
Walsin Technology Corporation	Director	CC01080 Electronic Parts and Components Manufacture
Nuvoton Technology Holdings Japan	Representative Director	The company mainly engages in general investments.
Nuvoton Technology Corp. America	Director	Design, sales and service of semiconductor
Marketplace Management Limited	Director	The company mainly engages in general investments.
Nuvoton Investment Holding Ltd.	Director	The company mainly engages in general investments.
Song Yong Investment Corporation	Director	The company mainly engages in general investments.
Goldbond LLC	Manager	The company mainly engages in general investments.

(2) Chin-Xin Investment Co., Ltd. :

Names of other companies Where he served	Title	Business items same or similar to the Company's
NUVOTON TECHNOLOGY CORPORATION	Director	CC01080 Electronic Parts and Components Manufacture CC01110 Computers and Computing Peripherals Manufacture CC01120 Data Storage Media Manufacture and Duplication F401010 International Trade I301010 Software Design Services I501010 Product Designing
HannStar Board Corp.	Director	CC01080 Electronic Parts and Components Manufacture
Glorystone Inc.	Director	ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
Global Investment Holdings Co., Ltd.	Director	H201010 Investment

(3) Yung Chin :

Names of other companies Where he served	Title	Business items same or similar to the Company's
Nuvoton Electronics Technology (H.K.) Ltd.	Director	Sales of semiconductor

(4) WALSIN LIHWA CORPORATION :

Names of other companies Where he served	Title	Business items same or similar to the Company's
Walsin Technology Corporation	Director	CC01080 Electronic Parts and Components Manufacture
WALTON ADVANCED ENGINEERING, INC.	Director	CC01080 Electronic Parts and Components Manufacture
HannStar Display Corporation	Director	CC01080 Electronic Parts and Components Manufacture CC01110 Computers and Computing Peripherals Manufacture CC01120 Data Storage Media Manufacture and Duplication F401010 International Trade
Waltuo Green Resources Corporation	Director	F401010 International Trade
MIN MAW PRECISION INDUSTRY CORP.	Director	F401010 International Trade
WALSIN INFO-ELECTRIC INC.	Director	CC01080 Electronic Parts and Components Manufacture F401010 International Trade I301010 Software Design Services I301020 Data Processing Services

(5) Jamie Lin :

Names of other companies Where he served	Title	Business items same or similar to the Company's
APPWORKS FUND III CO., LTD.	Chairman	F401010 International Trade
WeMo Corp.	Director	I301010 Software Design Services I301020 Data Processing Services

(6) Wei-Hsin Ma :

Names of other companies Where he served	Title	Business items same or similar to the Company's
HannsTouch Solution Incorporated	Chairman	CC01080 Electronic Parts and Components Manufacture F401010 International Trade
HannStar Display Corporation	Director	CC01080 Electronic Parts and Components Manufacture CC01110 Computers and Computing Peripherals Manufacture CC01120 Data Storage Media Manufacture and Duplication F401010 International Trade
Golden Apple Investment	Chairman	CC01120 Data Storage Media Manufacture and

Company		Duplication F401010 International Trade
Glorystone Inc.	Director	ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
YINWANG INVESTMENT Co., LTD.	Chairman	H201010 Investment ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
Torch Investment Co., Ltd.	Chairman	H201010 Investment
UNITED INTEGRATED SERVICES CO., LTD.	Director	CC01080 Electronic Parts and Components Manufacture CC01110 Computers and Computing Peripherals Manufacture I301010 Software Design Services
Hanns Blegrain Ltd.	Director	Investment

(7) Allen Hsu :

Names of other companies Where he served	Title	Business items same or similar to the Company's
NUVOTON TECHNOLOGY CORPORATION	Independent Director	CC01080 Electronic Parts and Components Manufacture CC01110 Computers and Computing Peripherals Manufacture CC01120 Data Storage Media Manufacture and Duplication F401010 International Trade I301010 Software Design Services I501010 Product Designing
Innodisk Corporation	Director	CC01080 Electronic Parts and Components Manufacture F401010 International Trade I301010 Software Design Services I501010 Product Designing
ACME ELECTRONICS CORPORATION	Director	CC01080 Electronic Parts and Components Manufacture F401010 International Trade
Unus Tech Co., Ltd.	Chairman	F401010 International Trade I301010 Software Design Services I501010 Product Designing
3R LIFE SCIENCES LTD.	Chairman	F401010 International Trade

(8) Chung-Ming Kuan :

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

(9) LI -JONG PEIR :

Names of other companies Where he served	Title	Business items same or similar to the Company's
TCC INFORMATION SYSTEMS CORP.	Chairman	Information software design
NHOA S.A	Director	CC01080 Electronic Parts and Components Manufacture CC01110 Computers and Computing Peripherals Manufacture F401010 International Trade
VIDEOLAND INC.	Chairman	F401010 International Trade
1 PRODUCTION FILM CO.	Director / CEO	ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.