



威健實業股份有限公司
Weikeng Industrial Co., Ltd.
(Stock Code: 3033)

2024 Annual General Meeting of Shareholders
(hereinafter referred to as the AGM)
Meeting Notice

Notice to readers

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

Meeting Agenda

Date and Time of the AGM : June 20, 2024 at 9:00 a.m.

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

I. Announcement of the Commencement of the AGM (Report of the number of shares represented by shareholders present at the meeting)

II. Chairman's Remarks

III. Reported Matters

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| (I) | 2023 Business Report & Report to Shareholders |
| (II) | 2023 Financial Results as examined by the Audit Committee |
| (III) | Report on the financial and business matters between the Company and its related parties in 2023 |
| (IV) | Report on the Company's the implementation of the 6 th domestic unsecured convertible corporate bonds |
| (V) | Report on the remuneration distribution of employees and directors for 2023 |
| (VI) | Report on the Cash Dividends of the 2023 Surplus Earnings Distribution Plan |
| (VII) | Report on the amendment of some articles to the Company's "Sustainable Development Best Practice Principles", "Ethical Corporate Management Best Practice Principles", and "Rules and Procedures of Board of Directors Meeting", as well as the addition of the "Procedures for Ethical Management and Guidelines for Conduct" |
| (VIII) | Report on Director Remuneration for 2023 |

IV. Acknowledged Matters

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| Agenda 1. Acknowledgement on the 2023 Business Report and the Independent Auditors' audited financial reports, including individual financial report and consolidated financial report |
| Agenda 2. Acknowledgement on the 2023 Surplus Earnings Distribution Plan |

V. Discussion Matters

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| Agenda 1. Proposed issuance of employee stock warrants at an exercise price lower than the |
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prevailing market price
VI. Election Matters
Agenda 1. Re-election of all Directors(including Independent Directors)
VII. Other Matters
Agenda 1. Discussion on releasing the new Directors (including Independent Directors and the representative of Juristic Person Director) of the Company from Non-Competition restrictions
VIII. Ad Hoc Motions
IX. Meeting Adjourned

Please note the following:

1. 2023 Surplus Earnings Distribution Plan of the Company

	Expressed in NT\$	
Net Income after Tax for 2023	786,767,390	
Plus: Remeasurements of Defined Benefit Plans	2,488,000	
Sub-Total	789,255,390	
Less : 10% Legal Reserve	(78,925,539)	
Less: Appropriation of Special Reserve	(12,354,562)	
Total Distributable Earnings for 2023		697,975,289
Plus: Beginning Undistributed Surplus Earnings		877,841,081
Surplus Earnings Available for Distribution		1,575,816,370
Distribution Items:		
Cash Dividends on Ordinary Shares		870,000,000
Ending Undistributed Surplus Earnings		705,816,370
Chairman : Hu, Chiu-Chiang President : Chi, Ting-Fang Accounting Manager: Huang, Li-Hsiang		

As of the shares book closure date for the Company's 2024 Annual General Meeting of Shareholders (hereinafter referred to as the AGM), the total issued and outstanding ordinary shares are 428,388,041 shares and the proposed declared cash dividend is NT\$2.03086 per share.

2. The Company plans to issue employee stock warrants at an exercise price lower than the prevailing market price (i.e., closing price) of the Company's common stock on the issuance date, in accordance with relevant regulations such as Article 28-3 of the Securities and Exchange Act and Article 56-1 of the and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers". The issuance will be conducted once or in installments within two years starting from the date of receipt of the effective resignation notice from the competent authority, depending on actual demand. The actual issuance date will be determined by the authorized Chairman of the Board.

(1) The total number of employee stock warrants to be issued, the number of shares to subscribe per stock warrant, and the number of new shares that will have to be issued upon exercise of the stock warrants

① The total number of employee stock warrants to be issued: 10,000 units,

② The number of shares to subscribe per stock warrant: 1,000 shares of the Company's

common stock.

- ③ The number of new shares that will have to be issued upon exercise of the stock warrants: 10,000,000 shares.
- (2) Basis and rationality for determining the Exercise Price:

The exercise price is set at no less than 50% of the closing price of the Company's common stock on the day of issuance of the stock warrants. The actual exercise price is determined by the board of directors, taking into consideration talent recruitment, retention, and incentive effects, while also balancing shareholder interests. Additionally, the exercise of employee stock warrants is subject to a two-year vesting period from the issuance date, based on the predetermined ratio. Therefore, setting the exercise price below the prevailing market price (i.e., the closing price) of the Company's common stock on the issuance date is considered reasonable.
- (3) Qualifications for stock warrants' holders and number of shares eligible for subscription:
 - ① Limited to full-time regular employees who join the Company and its domestic and foreign controlled and subsidiary companies before the stock warrants grant date approved by the chairman.
 - ② The actual number of employees eligible to be stock warrants holders and the number of warrants they are eligible for will be determined based on their position, length of service, job performance evaluation (including input in sustainable development), past and expected future contributions to the Company's overall performance, or future development potential. The allocation criteria will be formulated by the general manager, approved by the chairman, and ratified after the Board of Directors' consent. However, directors who are also executives or employees should submit the proposal to the Remuneration Committee for discussion and then to the Board of Directors for approval. Non-executive employees should first submit their proposal to the Audit Committee for discussion and then seek approval from the Board of Directors.
 - ③ The Company shall, in accordance with Article 56-1, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the cumulative number of shares to subscribe by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single warrant holder, may not exceed 0.3 percent of the Company's total issued shares. And the above in combination with the cumulative number of shares to subscribe by the single warrant holder of employee stock warrants issued by the Company under Article 56, paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, may not exceed 1 percent of the Company's total issued share.
- (4) The necessary reasons for issuing the employee stock warrants:

The Company aims to attract and retain outstanding talents necessary for the Company, motivate employees, and enhance their sense of belonging, with the goal of collectively creating benefits for the Company and shareholders.
- (5) Impacts on shareholder equity matters:
 - ① Potential amount of expenses and dilution of earnings per share for the Company:

Based on the duration of the stock warrants and the vested proportion of rights exercisable, the fair value of each employee stock warrant is determined. A total of 10,000 units will be issued, with each unit granting the right to subscribe to 1,000 shares of the Company's common stock. The fair value of each employee stock warrant is calculated using the Black-Scholes option pricing model. The stock warrants are expected to be filed registration for approval to the regulatory authority in the third quarter of 2024 and anticipated to be issued in the beginning of 2025, with a six-year duration. Calculations based on assumptions of turnover rate and the proportion of stock warrants exercisable during the vested period indicate that from the year 2025 to 2029, the annual amortization of the cost of services obtained during the vested period of employee stock warrants and the annual dilution effect on earnings per share per year are as follows in the table below:

Item \ Year	2025	2026	2027	2028	2029	Total
Cost of services obtained during the vested period of employee stock warrants (in NT\$ thousand)	61,801	61,801	27,091	15,489	6,863	173,045
Dilution effect on earnings per share(after tax , NT\$)	(0.115)	(0.115)	(0.051)	(0.029)	(0.013)	(0.323)

② Where previously issued shares will be used to cover the warrants, explain what financial burden this will impose on the Company: Not applicable.

3. Summary List of Solicitors for Proxies of Weikeng Industrial Co. Ltd. for the 2024 Annual General Meeting (Date of Annual General Meeting: June 20, 2024)

Serial No.	Solicitors	Mandating Shareholders	List of Elected Directors Proposed to Support	The Business Philosophy of the Elected Directors	The Name of the Solicitation Site or the Name of the Person Entrusted to Handle the Solicitation
1	Yuanta Commercial Bank Co., Ltd.	<ol style="list-style-type: none"> Hu, Chiu-Chiang (@Douglas Hu) Weiji Investment Co., Ltd. Chi, Ting-Fang (@Stan Chi) 	<ol style="list-style-type: none"> Hu, Chiu-Chiang (@Douglas Hu) Weiji Investment Co., Ltd. Representative : Chen, Cheng-Fong (@Eric Chen) Chi, Ting-Fang (@Stan Chi) Chen, Kuan-Hua (@Bill Chen) 	<ol style="list-style-type: none"> Actively respond to various concerns of stakeholders regarding environmental, social, and corporate governance issues, effectively conduct risk assessments, and implement corresponding measures to strengthen the goal of corporate governance and sustainable operation. Uphold the business philosophy of "Bridging Technology, Creating Value," formulate, supervise, and integrate operational strategies for competitive advantages. Implement corporate governance, prioritize risk control management, and comply with 	<ol style="list-style-type: none"> Yuanta Commercial Bank Co., Ltd. (Chengde Branch) Address: 1st Floor, No. 210, Section 3, Chengde Road, Taipei City TEL: 02-25920000 Chuen Tung Shareholder Service Co., Ltd. (soliciting places across the Taiwan) Address: No. 206-2, Section 3, Chengde Road, Taipei City Tel: 02-25212335

Serial No.	Solicitors	Mandating Shareholders	List of Elected Directors Proposed to Support	The Business Philosophy of the Elected Directors	The Name of the Solicitation Site or the Name of the Person Entrusted to Handle the Solicitation
				various laws and regulations.	

4. Enclose a copy of the attendance card and proxy. If your shareholder decides to attend in person, please sign or seal the "attendance card" and bring it to the meeting venue on the day of the AGM; if you entrust a proxy agent to attend the AGM, please personally sign or seal the proxies and personally fill in the name and address of the proxy agent, and mail (send) it to the Company's stock affairs agent five days before the AGM: Yuanta Securities Co., Ltd. Stock Affairs Agency Department (B1, No. 210, Sec. 3, Chengde Rd., Datong Dist., Taipei City 103432, Taiwan (R.O.C.)) to facilitate the delivery of attendance cards to the proxy agent.
5. The statistical verification agency for the proxies of the Company is the Stock Affairs Agency Department of Yuanta Securities Co., Ltd.
6. If there are solicitation for the proxies from shareholders, the Company will make a summary form for soliciting materials from the solicitor on May 20, 2024 and disclose it on the Securities & Futures Institute website. If investors want to inquire, they can directly enter the website: <https://free.sfi.org.tw> to the "Power of Attorney Free Inquiry System" 「委託書免費查詢系統」 and enter the query conditions.
7. For the main content of the AGM, if there are matters stipulated in Article 172 of the Company Act, in addition to the matters listed in the convening notice, please login to the Market Observation Post System (<https://mops.twse.com.tw>), and click "Electronic Books / Shareholders' meeting " for enquiry.
8. Shareholders are requested to make the most of the " Electronic Voting Platform for Shareholders Meeting " to exercise your voting rights. This AGM can exercise voting rights electronically and the exercise period is from May 21, 2024 to June 17, 2024. Please login to the " Electronic Voting Platform (<https://stockservices.tdcc.com.tw/evote/index.html>) for Shareholders Meeting " (「股東會電子投票平台」) of Taiwan Depository & Clearing Corporation (TDCC).
9. Notes for picking up souvenir:
 - (1) Types of souvenirs: Chai Quotes Glass Food Storage Container/Bottle Set (if the souvenirs are insufficient, which can be replaced by equivalent commodities).
 - (2) Principles for distribution of souvenirs: Shareholders who hold less than 1,000 shares (including those who entrust others to collect them) will not be distributed (except for those who attend in person or exercise voting rights electronically).
10. Souvenir distribution method:
 - (1) To entrust the solicitor to attend the AGM as a proxy agent: Please contact the solicitor at the solicitation site from May 20, 2024 to June 7, 2024(except holidays; each solicitation site may end the solicitation earlier depending on the solicitation situation) (Above 1,000 shares (inclusive) are solicited)). Soliciting detailed information about places to visit the free website of the Securities & Futures Institute (<https://free.sfi.org.tw>) to the "Proxy Free Query System" 「委託書免費查詢系統」 and enter the query conditions.
 - (2) Those who attend the AGM in person: Please present the attendance card (signature or seal) to attend the AGM, and receive souvenirs, which will be distributed on the day of the meeting until the end of the meeting, and will not be redistributed after the meeting.

- (3) Shareholders holding more than 1,000 shares who want to pick up souvenirs without entrusting or attending the AGM in person, please present the attendance card to the meeting venue before the end of the meeting on the day of the meeting.
 - (4) Exchange of souvenirs is not available via postal service.
 - (5) Those who exercise voting rights electronically and vote successfully: Please present the attendance card, or print out the full page of the "Proposal Voting Status" page of the "Electronic Voting Platform for Shareholders' Meeting - Shareholder eVote" web page, from June 20, 2024 to June 24, 2024 (excluding public holidays), from 9:00 am to 4:30 pm, go to the 1st floor, B1 or B2 of the Stock Affairs Agency Department of Yuanta Securities Co., Ltd. to exchange souvenirs. During the above period, shareholders who did not exercise voting rights electronically will not be distributed souvenirs.
11. Instructions for filling out the proxies
- (1) Shareholders who attend the AGM in person are not allowed to entrust others with another part of their equity. If the proxy and attendance card are both signed or stamped, it is deemed to be present in person, however, if the proxy is delivered to the solicitor or the proxy agent by the shareholder, it shall be regarded as the attendance by proxy.
 - (2) The mandating party and proxy agent of the proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and the provisions of Article 177 of the Company Act.
 - (3) The proxies printed and issued by the Company shall be used, and one shareholder shall issue one proxy, and which proxy shall be limited to one person.
 - (4) Shareholders should ask the solicitor to provide the literature and advertisement content for solicitation of proxies before accepting the proxies solicited by others, or refer to the solicitor's literature and advertisement materials compiled by the Company to thoroughly understand the background information of the solicitor and the person who intends to support the elected candidate, and the solicitor's opinions on any of the proposals to be decided in the AGM.
 - (5) If the proxy agent is not a shareholder, please fill in the ID number or business ID number in the column of shareholder number.
 - (6) If the solicitor is a trust enterprise or a shareholder services agent, please fill in the business ID number in the column of shareholder number.
 - (7) After the proxies are delivered to the Company, shareholders who wish to attend the shareholders' meeting in person or exercise their voting rights in writing or electronically shall notify the Company in writing of the cancellation of the proxies two days before the AGM; if the cancellation is overdue, the voting rights performed by the proxy agents shall prevail.