



**VIA Labs, Inc.**

**TWSE : 6756**

# **VIA Labs, Inc.**

## **2023 Annual General Shareholders' Meeting Agenda Book (Translation)**

**June 16, 2023**

# Table of Contents

	<b>Pages</b>
<b>Agenda for Annual General Shareholders' Meeting</b> .....	<b>1</b>
<b>Report Items</b> .....	<b>2</b>
<b>Matters for Ratification</b> .....	<b>3</b>
<b>Extraordinary Motions</b> .....	<b>3</b>

## Attachments

Attachment 1. 2022 Business Report .....	4
Attachment 2. 2022 Audit Committee's Review Report .....	5
Attachment 3. 2022 Financial Statements .....	6
Attachment 4. 2022 Table of Earnings Distribution.....	26
Attachment 5. Remuneration of Directors and Independent Directors .....	27
Attachment 6. Comparison Table of Corporate Social Responsibility Best Practice Principles.....	28

## Appendices

Appendix 1: Shareholdings of Directors .....	34
Appendix 2: Articles of Incorporation.....	35
Appendix 3: Corporate Social Responsibility Best Practice Principles .....	39
Appendix 4: Rules of Procedure for Shareholders Meetings .....	46

# **VIA Labs, Inc.**

## **2023 Annual General Shareholders' Meeting**

- I. Time: June 16, 2023 (Friday) at 9:00 a.m.
- II. Venue: Room B, 2F, Taipei Innovation City Convention Center; No. 223, Sec. 3, Beixin Rd., Xindian Dist., New Taipei City, Taiwan.
- III. Method of Convening the Shareholders' Meeting : Physical Shareholders Meeting
- IV. Meeting procedure:
  - (I) Call Meeting to Order
  - (II) Chairman's Address
  - (III) Report Items
    - 1. 2022 Business Report.
    - 2. 2022 Audit Committee's Review Report.
    - 3. 2022 Compensation Distribution for Employees and Directors.
    - 4. 2022 Cash Dividend Distribution.
    - 5. 2022 Directors' Remuneration Report.
    - 6. Amendment of the "Corporate Social Responsibility Best Practice Principles".
  - (IV) Matters for Ratification
    - 1. Adoption of 2022 Business Report and Financial Statements.
    - 2. Adoption of 2022 Retained Earnings Distribution.
  - (V) Extraordinary Motions
  - (VI) Adjournment

## **Report Items**

### **Report Item 1 Proposed by the Board of Directors**

Proposal: 2022 Business Reports. Please review.

Explanation: Please refer to Attachment 1 page 4 and Attachment 3 page 6-25 of the Meeting Agenda.

### **Report Item 2 Proposed by the Board of Directors**

Proposal: 2022 Audit Committee's Review Report. Please review.

Explanation: Please refer to Attachment 2 page 5 of the Meeting Agenda.

### **Report Item 3 Proposed by the Board of Directors**

Proposal: 2022 Compensation Distribution for Employees and Directors. Please review.

Explanation:

1. According to Article 19 of the Articles of Incorporation, if the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation, and no more than 1% shall be allocated as the remuneration for directors. However, the company's accumulated losses shall have been covered before the employee compensation and remuneration for directors are allocated based on the aforementioned proportion.
2. The Company's pre-tax profit before deducting employees compensation and the remuneration for directors was NT\$926,270,312, which was distributed in cash in accordance with the Articles of Incorporation, of which NT\$78,000,000 was allocated as employees compensation (including the remuneration for managers), representing 8.42% of pre-tax profit, and NT\$900,000 was allocated as remuneration for directors, representing 0.10% of pre-tax profit.
3. The proposal was reviewed by the Remuneration Committee on March 3, 2023 and approved by the Board of Directors on March 9, 2023.

### **Report Item 4 Proposed by the Board of Directors**

Proposal: 2022 Cash Dividend Distribution. Please review.

Explanation:

1. The Company's 2022 distributable retained earnings is NT\$690,933,627. Considering the use of funds and to prevent capital inflation, it is proposed to distribute cash dividends of NT\$7.5 per share (up to February 28, 2023, calculation of the number of outstanding shares), with total amount of NT\$516,735,000. Please refer to Attachment 4 page 26 of the Meeting Agenda.
2. This cash dividend is calculated based on the distribution ratio. The unit shall be in NTD and decimals shall be rounded up, and the total fractional amount less than NT\$1 are recognized as other income.
3. The proposal was approved by the Board of Directors on March 9, 2023, it is proposed that the Chairman of Board be authorized to resolve the ex-dividend date, cash dividend distribution date, and if the number of outstanding shares is affected by the change in the company's share capital, and resulting in an adjustment to the payout ratio. The chairman of the Board shall fully authorized by the resolution of the Board of Directors in handling related matters.
4. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

### **Report Item 5 Proposed by the Board of Directors**

Proposal: 2022 Directors' Remuneration Report. Please review.

Explanation:

1. The directors' remuneration of the company includes the carriage fee for participating in board meetings and functional committees, the remuneration of the functional committees, and the directors' remuneration appropriated according to the company's articles of association based on annual profits:

- (1) The fixed amount of the director's remuneration policy is paid in accordance with the "Remuneration Committee Charter ". In addition to referring to the company's overall operating performance, it also considers individual directors' investment in time, responsibilities, contribution to company performance, future risks, and industry standards, etc.
- (2) Directors' remuneration policy is stipulated in the "Articles of Incorporation". If the Company is profitable in the current fiscal year, the board of directors may allocate no more than 1% as directors' remuneration. The board of directors shall make a resolution and submit a report to the shareholders' meeting on an annual basis in accordance with the articles of association.

Please refer to Attachment 5 page 27 of the Meeting Agenda.

2. The proposal was reviewed by the Remuneration Committee on March 3, 2023 and approved by the Board of Directors on March 9, 2023.

### **Report Item 6 Proposed by the Board of Directors**

Proposal: Amendment of the Corporate Social Responsibility Best Practice Principles. Please review.

Explanation: In order to cooperate with the amendment of the law, it is proposed to amend the "Corporate Social Responsibility Best Practice Principles". Please refer to Attachment 6 page 28-33 "Comparison Table of Corporate Social Responsibility Best Practice Principles" of the Meeting Agenda.

## **Matters for Ratification**

### **Ratification Proposal 1 Proposed by the Board of Directors**

Proposal: Adoption of 2022 Business Report and Financial Statements.

Explanation: The 2022 business report and financial statements have been approved by the Board of Directors on March 9, 2023, among which the financial statements were certified by CPA Shu-Lin Liu and CPA Chin-Chuan Shih of Deloitte & Touche. They believed that the financial statements presented fairly the financial position, business achievements and cash flows as at December 31, 2022, and issued an audit report with unqualified opinion, which is submitted to the Audit Committee to be audited together with the business report. Please refer to Attachment 1 page 4 and Attachment 3 page 6-25 of the Meeting Agenda.

Resolution:

### **Ratification Proposal 2 Proposed by the Board of Directors**

Proposal: Adoption of 2022 Retained Earnings Distribution.

Explanation: Please refer to Attachment 4 page 26 "2022 Retained Earnings Distribution" of the Meeting Agenda. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

Resolution:

## **Extraordinary Motions**

## **Adjournment**

## Attachment 1

# VIA Labs, Inc. 2022 Business Report

VIA Labs, Inc. (VLI) continues introducing differentiated Superspeed USB, USB4, USB Power Delivery, and related USB Type-C solutions while aggressively maintaining its industry-leading position. Sales revenue growth has been primarily driven by the continuous penetration of end-product applications and the continuing trend of most platforms and devices adopting the latest USB specifications. In retrospect, the momentum of global semiconductors in 2021 carried into 2022; however, the Ukrainian-Russian War and the fact that the U.S. continues to raise interest rates to fight against inflation have caused reduced market demand. The above factors have led to a gradual decrease in sales. However, under this challenging situation, VLI still achieved an annual turnover of NTD 29.5 billion.

Industry giants Intel, Apple, and AMD have successfully introduced new processors and platforms that natively support USB4; it's apparent that a new transmission revolution has begun. Consequently, consumer electronics featuring USB4 have been launched one after another. Furthermore, in the developed market, the popularity of USB Type-C interface in notebooks, smartphones and tablets, displays, game consoles, IoT, AR/VR devices, and related applications will be the key revenue growth drivers of VLI.

## 2022 Business Report

To sum up, the Company's consolidated operating income in 2022 was NT\$2,954,986 thousand, with net profit attributable to the owner of the parent company of NT\$723,535 thousand and EPS of NT\$10.56 based on the weighted average number of outstanding shares of 68,487 thousand.

Items		2022	2021
Financial income and expenditure	Operating revenue (NT\$thousand)	2,954,986	3,367,047
	Gross profit (NT\$thousand)	1,546,092	1,794,945
	Net income attributable to owners of the Company (NT\$thousand)	723,535	880,311
Profitability	Return on assets (%)	18.32	24.75
	Return on equity (%)	22.67	30.26
	Percentage of Operating Income paid-in capital (%)	103.19	151.15
	Pre-tax profit	123.33	152.88
	Net profit margin (%)	24.49	26.14
Earnings per share (NT\$)		10.56	13.04

Note: The paid-in capital at the end of 2022 is including the capital received in advance of NT\$2,480 thousand.

## 2023 Business Plan

With the objective of satisfying "User Experience," VLI commits to providing practical and professional IC solutions based on the features and requirements for USB4. USB4 supports a maximum transfer speed of 40Gbps, and to build a comprehensive ecosystem, system platforms, peripheral devices, and USB4 hosts must be fully ready. Last year, Microsoft's Windows 11, Apple's M1 for MacOS and iPad, Intel's Alder Lake, and AMD's Rembrandt all introduced native USB4 support. The market penetration rate is growing, driven by the increasing number of USB4-capable desktops and notebooks. For IC design companies, the average order value of USB4 products is much higher than the mainstream SuperSpeed USB products. VLI's USB4 chip will be adopted in numerous customer applications, increasing the growth momentum of sales performance.

Looking forward to the new year, VLI shoulders the expectations of shareholders. Our goal is to continue to lead VLI's employees to observe discipline, implement the core value of VLI, and continue to generate revenue. We will provide the best service to customers and strive alongside them to pursue growth and profitability.

## **Attachment 2**

### **VIA Labs, Inc. Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2022 business report, financial statements and table of earnings distribution, among which the financial statements were certified by Deloitte & Touche, and issued an audit report with unqualified opinion. The above-mentioned business report, financial statements and table of earnings distribution are approved by the Audit Committee, and it is considered that there is no disagreement. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

VIA Labs, Inc. 2023 Annual General Shareholders Meeting

Chairman of the Audit Committee: Yun-Ming Hsieh

**March 9, 2023**

## **Attachment 3**

### **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
VIA Labs, Inc.

#### **Opinion**

We have audited the accompanying consolidated financial statements of VIA Labs, Inc. and its subsidiaries (collectively referred to 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, 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, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



The key audit matter of the consolidated financial statements for the year ended December 31, 2022 is stated as follows:

### Revenue Recognition

Revenue from the sale of goods is recognized when significant risks and control are transferred to the customers. Technical service revenue is recognized when performance obligations of service are fulfilled and the amount of revenue can be reasonably measured. The revenue from specific customers accounted for 58% of operating revenue in 2022, which is material to the consolidated financial statements. Therefore, recognition of revenue from the specific customers was deemed to be a key audit matter.

For the accounting policy on revenue recognition, refer to Note 4.

We understood and tested the effectiveness of the design and implementation of internal controls with respect to revenue recognition of specific customers. We selected samples of revenue from the aforementioned customers and performed confirmation to verify that revenue transactions had indeed occurred.

### **Other Matters**

We have also audited the parent company only financial statements of VIA Labs, Inc. 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 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, 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 management and 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 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 entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements 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 Shu-Lin Liu and Chin-Chuan Shih.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 9, 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.*

# VIA LABS, INC. 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)	\$ 1,513,917	40	\$ 1,906,789	47
Financial assets at fair value through profit or loss – current (Notes 4 and 7)	406	-	-	-
Financial assets at amortized cost - current (Notes 4 and 9)	-	-	434,000	11
Accounts receivable, net (Notes 4 and 10)	258,642	7	381,794	9
Accounts receivable - related parties (Notes 4, 10 and 29)	425	-	1,621	-
Other receivables (Notes 4 and 10)	2,369	-	504	-
Inventories (Notes 4, 5 and 11)	957,566	25	454,242	11
Other current assets (Note 16)	15,480	-	8,863	-
Total current assets	2,748,805	72	3,187,813	78
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	162,446	4	154,510	4
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	638,794	17	468,285	11
Property, plant and equipment (Notes 4, 13 and 29)	80,828	2	72,889	2
Right-of-use assets (Notes 4, 14 and 29)	13,355	-	26,728	1
Intangible assets (Notes 4, 15 and 29)	46,468	1	44,763	1
Deferred tax assets (Notes 4 and 23)	74,054	2	36,156	1
Prepayments for equipment (Note 4)	7,338	-	-	-
Refundable deposits (Note 16)	56,279	2	84,041	2
Total non-current assets	1,079,562	28	887,372	22
TOTAL	\$ 3,828,367	100	\$ 4,075,185	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes and accounts payable (Note 17)	\$ 125,290	3	\$ 265,381	7
Accounts payable - related parties (Notes 17 and 29)	5,528	-	26,028	1
Other payables (Notes 18 and 29)	383,072	10	329,189	8
Current tax liabilities (Notes 4 and 23)	104,343	3	174,148	4
Provisions - current (Notes 4 and 19)	4,718	-	6,901	-
Lease liabilities - current (Notes 4, 14 and 29)	14,855	1	15,629	-
Other current liabilities (Note 18)	6,699	-	39,459	1
Total current liabilities	644,505	17	856,735	21
NON-CURRENT LIABILITIES				
Lease liabilities - non-current (Notes 4, 14 and 29)	-	-	13,545	-
Net defined benefit liabilities (Notes 4 and 20)	2,938	-	3,135	-
Total non-current liabilities	2,938	-	16,680	-
Total liabilities	647,443	17	873,415	21
EQUITY (Note 21)				
Share capital	685,110	18	675,000	17
Capital collected in advance	4,496	-	11,556	-
Capital surplus	1,571,188	41	1,561,112	38
Retained earnings				
Legal reserve	156,817	4	68,781	2
Special reserve	22,209	1	15,757	-
Unappropriated earnings	768,732	20	891,773	22
Total retained earnings	947,758	25	976,311	24
Other equity	(27,628)	(1)	(22,209)	-
Total equity	3,180,924	83	3,201,770	79
TOTAL	\$ 3,828,367	100	\$ 4,075,185	100

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

# VIA LABS, INC. 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 and 29)				
Sales	\$ 2,954,841	100	\$ 3,342,558	99
Other operating revenue	<u>145</u>	<u>-</u>	<u>24,489</u>	<u>1</u>
	2,954,986	100	3,367,047	100
OPERATING COSTS (Notes 11, 22 and 29)	<u>1,408,894</u>	<u>48</u>	<u>1,572,102</u>	<u>46</u>
GROSS PROFIT	<u>1,546,092</u>	<u>52</u>	<u>1,794,945</u>	<u>54</u>
OPERATING EXPENSES (Notes 22 and 29)				
Selling and marketing expenses	47,754	2	52,152	2
General and administrative expenses	73,380	2	59,882	2
Research and development expenses	714,750	24	650,767	19
Expected credit loss	<u>653</u>	<u>-</u>	<u>2,529</u>	<u>-</u>
Total operating expenses	<u>836,537</u>	<u>28</u>	<u>765,330</u>	<u>23</u>
PROFIT FROM OPERATIONS	<u>709,555</u>	<u>24</u>	<u>1,029,615</u>	<u>31</u>
NON-OPERATING INCOME AND EXPENSES (Notes 22 and 29)				
Interest income	17,450	-	7,732	-
Other gains and losses	121,350	4	4,475	-
Finance costs	<u>(343)</u>	<u>-</u>	<u>(472)</u>	<u>-</u>
Total non-operating income and expenses	<u>138,457</u>	<u>4</u>	<u>11,735</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	848,012	28	1,041,350	31
INCOME TAX EXPENSE (Notes 4 and 23)	<u>(124,477)</u>	<u>(4)</u>	<u>(161,039)</u>	<u>(5)</u>
NET PROFIT FOR THE YEAR	<u>723,535</u>	<u>24</u>	<u>880,311</u>	<u>26</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 20 and 21)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	235	-	55	-

(Continued)

# VIA LABS, INC. 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)

	<u>2022</u>		<u>2021</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	\$ (6,607)	-	\$ (6,222)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	<u>1,188</u>	<u>-</u>	<u>(230)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(5,184)</u>	<u>-</u>	<u>(6,397)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 718,351</u>	<u>24</u>	<u>\$ 873,914</u>	<u>26</u>
EARNINGS PER SHARE (Note 24)				
From continuing operations				
Basic	<u>\$ 10.56</u>		<u>\$ 13.04</u>	
Diluted	<u>\$ 10.25</u>		<u>\$ 12.48</u>	

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

## VIA LABS, INC. AND SUBSIDIARIES

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

	Share Capital	Capital Collected in Advance	Capital Surplus	Retained Earnings			Other Equity		Total Equity
				Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translating Foreign Operations	
BALANCE AT JANUARY 1, 2021	\$ 675,000	\$ -	\$ 1,557,933	\$ 36,909	\$ 14,996	\$ 347,790	\$ (15,168)	\$ (589)	\$ 2,616,871
Compensation cost of employee share options (Note 25)	-	-	3,179	-	-	-	-	-	3,179
Issuance of stock from exercise of employee share options	-	11,556	-	-	-	-	-	-	11,556
Appropriation of 2020 earnings									
Legal reserve	-	-	-	31,872	-	(31,872)	-	-	-
Special reserve	-	-	-	-	761	(761)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(303,750)	-	-	(303,750)
Net profit for the year ended December 31, 2021	-	-	-	-	-	880,311	-	-	880,311
Other comprehensive income (loss) for the year ended December 31, 2021	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>55</u>	<u>(6,222)</u>	<u>(230)</u>	<u>(6,397)</u>
Total comprehensive income (loss) for the year ended December 31, 2021	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>880,366</u>	<u>(6,222)</u>	<u>(230)</u>	<u>873,914</u>
BALANCE AT DECEMBER 31, 2021	675,000	11,556	1,561,112	68,781	15,757	891,773	(21,390)	(819)	3,201,770
Issuance of ordinary shares for cash (Note 25)	-	-	1,270	-	-	-	-	-	1,270
Compensation cost of employee share options	10,110	(7,060)	8,806	-	-	-	-	-	11,856
Appropriation of 2021 earnings									
Legal reserve	-	-	-	88,036	-	(88,036)	-	-	-
Special reserve	-	-	-	-	6,452	(6,452)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(752,323)	-	-	(752,323)
Net profit for the year ended December 31, 2022	-	-	-	-	-	723,535	-	-	723,535
Other comprehensive income (loss) for the year ended December 31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>235</u>	<u>(6,607)</u>	<u>1,188</u>	<u>(5,184)</u>
Total comprehensive income (loss) for the year ended December 31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>723,770</u>	<u>(6,607)</u>	<u>1,188</u>	<u>718,351</u>
BALANCE AT DECEMBER 31, 2022	<u>\$ 685,110</u>	<u>\$ 4,496</u>	<u>\$ 1,571,188</u>	<u>\$ 156,817</u>	<u>\$ 22,209</u>	<u>\$ 768,732</u>	<u>\$ (27,997)</u>	<u>\$ 369</u>	<u>\$ 3,180,924</u>

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

# VIA LABS, INC. AND SUBSIDIARIES

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

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 848,012	\$ 1,041,350
Adjustments for:		
Depreciation expense	68,403	42,343
Amortization expense	61,520	26,425
Expected credit loss recognized on accounts receivable	653	2,529
Finance costs	343	472
Interest income	(17,450)	(7,732)
Compensation costs of employee share options	1,270	3,179
Gain on lease modification	-	(8)
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(8,342)	(117,799)
Accounts receivable	122,499	(155,409)
Accounts receivable - related parties	1,196	(136)
Inventories	(503,324)	(187,481)
Other current assets	(6,617)	(696)
Notes and accounts payable	(140,091)	103,992
Accounts payable - related parties	(20,500)	11,222
Other payables	54,598	132,932
Provisions	(2,183)	3,559
Other current liabilities	(32,760)	13,970
Net defined benefit liabilities	38	34
Cash generated from operations	427,265	912,746
Interest received	15,585	7,424
Interest paid	(343)	(472)
Income tax paid	(232,180)	(22,437)
Net cash generated from operating activities	210,327	897,261
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	(177,116)	(462,510)
Purchase of financial assets at amortized cost	-	(434,000)
Proceeds from sale of financial assets at amortized cost	434,000	-
Payments for property, plant and equipment	(64,323)	(43,089)
Decrease in refundable deposits	27,762	2,552
Payments for intangible assets	(62,517)	(34,800)
Increase in prepayments for equipment	(7,338)	-
Net cash generated from (used in) investing activities	150,468	(971,847)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of the principal portion of lease liabilities	(14,355)	(10,871)
Dividends paid	(752,323)	(303,750)
Proceeds from exercise of employee share options	11,856	11,556
		(Continued)



## VIA LABS, INC. AND SUBSIDIARIES

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

---

	2022	2021
Net cash used in financing activities	<u>\$ (754,822)</u>	<u>\$ (303,065)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>1,155</u>	<u>(230)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(392,872)	(377,881)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>1,906,789</u>	<u>2,284,670</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$ 1,513,917</u>	<u>\$ 1,906,789</u>

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

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
VIA Labs, Inc.

### **Opinion**

We have audited the accompanying parent company only financial statements of VIA Labs, Inc. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2022 and 2021, and its parent company only financial performance and its parent company only 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 Parent Company Only 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 parent company only financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the parent company only financial statements for the year ended December 31, 2022 is stated as follows:

### Revenue Recognition

Revenue from the sale of goods is recognized when significant risks and control are transferred to the customers. Technical service revenue is recognized when performance obligations of service are fulfilled and the amount of revenue can be reasonably measured. The revenue from specific customers accounted for 58% of operating revenue in 2022, which is material to the parent company only financial statements. Therefore, recognition of revenue from the specific customers was deemed to be a key audit matter.

For the accounting policy on revenue recognition, refer to Note 4.

We understood and tested the effectiveness of the design and implementation of internal controls with respect to revenue recognition of specific products. We selected samples of revenue from the aforementioned customers and performed confirmation to verify that revenue transactions had indeed occurred.

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

Management is responsible for the preparation and fair presentation of the parent company only 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 parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only 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 management and the audit committee, are responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements**

Our objectives are to obtain reasonable assurance about whether the parent company only 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 parent company only 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 parent company only 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 parent company only 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 parent company only financial statements, including the disclosures, and whether the parent company only 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 parent company only 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 parent company only 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 Shu-Lin, Liu and Chin-Chuan, Shih.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 9, 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.*

**VIA LABS, INC.**
**PARENT COMPANY ONLY BALANCE SHEETS**  
**DECEMBER 31, 2022 AND 2021**  
**(In Thousands of New Taiwan Dollars)**

	<b>2022</b>		<b>2021</b>	
<b>ASSETS</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,501,199	39	\$ 1,892,217	47
Financial assets at fair value through profit or loss- current (Notes 4 and 7)	406	-	-	-
Financial assets at amortized cost - current (Notes 4 and 9)	-	-	434,000	11
Accounts receivable, net (Notes 4 and 10)	258,642	7	381,794	9
Accounts receivable - related parties (Notes 4, 10 and 29)	425	-	1,621	-
Other receivables (Notes 4 and 10)	2,369	-	504	-
Inventories (Notes 4, 5 and 11)	957,566	25	454,242	11
Other current assets (Note 16)	15,426	-	8,834	-
Total current assets	<u>2,736,033</u>	<u>71</u>	<u>3,173,212</u>	<u>78</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	162,446	4	154,510	4
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	638,794	17	468,285	11
Investments accounted for using the equity method (Notes 4 and 12)	24,486	1	20,913	-
Property, plant and equipment (Notes 4, 13 and 29)	80,638	2	72,768	2
Right-of-use assets (Notes 4, 14 and 29)	13,178	-	26,356	1
Intangible assets (Notes 4 and 15)	41,615	1	41,811	1
Deferred tax assets (Notes 4 and 23)	74,054	2	36,156	1
Prepayments for equipment (Note 4)	7,338	-	-	-
Refundable deposits (Note 16)	56,279	2	84,041	2
Total non-current assets	<u>1,098,828</u>	<u>29</u>	<u>904,840</u>	<u>22</u>
<b>TOTAL</b>	<u>\$ 3,834,861</u>	<u>100</u>	<u>\$ 4,078,052</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Notes and accounts payable (Note 17)	\$ 125,290	3	\$ 265,381	7
Accounts payable - related parties (Notes 17 and 29)	5,528	-	26,028	1
Other payables (Notes 18 and 29)	389,713	10	332,450	8
Current tax liabilities (Notes 4 and 23)	104,334	3	174,115	4
Provisions - current (Notes 4 and 19)	4,718	-	6,901	-
Lease liabilities - current (Notes 4, 14 and 29)	14,662	1	15,406	-
Other current liabilities (Note 18)	6,754	-	39,495	1
Total current liabilities	<u>650,999</u>	<u>17</u>	<u>859,776</u>	<u>21</u>
<b>NON-CURRENT LIABILITIES</b>				
Lease liabilities - non-current (Notes 4, 14 and 29)	-	-	13,371	-
Net defined benefit liabilities (Notes 4 and 20)	2,938	-	3,135	-
Total non-current liabilities	<u>2,938</u>	<u>-</u>	<u>16,506</u>	<u>-</u>
Total liabilities	<u>653,937</u>	<u>17</u>	<u>876,282</u>	<u>21</u>
<b>EQUITY (Note 21)</b>				
Share capital	685,110	18	675,000	17
Capital collected in advance	4,496	-	11,556	-
Capital surplus	1,571,188	41	1,561,112	38
Retained earnings				
Legal reserve	156,817	4	68,781	2
Special reserve	22,209	1	15,757	-
Unappropriated earnings	768,732	20	891,773	22
Total retained earnings	947,758	25	976,311	24
Other equity	(27,628)	(1)	(22,209)	-
Total equity	<u>3,180,924</u>	<u>83</u>	<u>3,201,770</u>	<u>79</u>
<b>TOTAL</b>	<u>\$ 3,834,861</u>	<u>100</u>	<u>\$ 4,078,052</u>	<u>100</u>

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

# VIA LABS, INC.

## PARENT COMPANY ONLY 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 29)				
Sales	\$ 2,954,841	100	\$ 3,342,558	99
Other operating revenue	<u>145</u>	<u>-</u>	<u>24,489</u>	<u>1</u>
	2,954,986	100	3,367,047	100
OPERATING COSTS (Notes 11, 22 and 29)	<u>1,408,894</u>	<u>48</u>	<u>1,572,102</u>	<u>46</u>
GROSS PROFIT	<u>1,546,092</u>	<u>52</u>	<u>1,794,945</u>	<u>54</u>
OPERATING EXPENSES (Notes 22 and 29)				
Selling and marketing expenses	47,754	2	52,152	2
General and administrative expenses	73,380	2	59,882	2
Research and development expenses	717,259	24	652,484	19
Expected credit loss	<u>653</u>	<u>-</u>	<u>2,529</u>	<u>-</u>
Total operating expenses	<u>839,046</u>	<u>28</u>	<u>767,047</u>	<u>23</u>
PROFIT FROM OPERATIONS	<u>707,046</u>	<u>24</u>	<u>1,027,898</u>	<u>31</u>
NON-OPERATING INCOME AND EXPENSES (Notes 12, 22 and 29)				
Interest income	17,428	-	7,718	-
Other gains and losses	120,839	4	4,628	-
Finance costs	(328)	-	(446)	-
Share of profit of subsidiaries	<u>2,385</u>	<u>-</u>	<u>1,040</u>	<u>-</u>
Total non-operating income and expenses	<u>140,324</u>	<u>4</u>	<u>12,940</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	847,370	28	1,040,838	31
INCOME TAX EXPENSE (Notes 4 and 23)	<u>(123,835)</u>	<u>(4)</u>	<u>(160,527)</u>	<u>(5)</u>
NET PROFIT FOR THE YEAR	<u>723,535</u>	<u>24</u>	<u>880,311</u>	<u>26</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans (Note 20)	235	-	55	-

(Continued)

# VIA LABS, INC.

## PARENT COMPANY ONLY 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	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	\$ (6,607)	-	\$ (6,222)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations (Note 4)	<u>1,188</u>	<u>-</u>	<u>(230)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(5,184)</u>	<u>-</u>	<u>(6,397)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 718,351</u>	<u>24</u>	<u>\$ 873,914</u>	<u>26</u>
EARNINGS PER SHARE (Note 24)				
From continuing operations				
Basic	<u>\$ 10.56</u>		<u>\$ 13.04</u>	
Diluted	<u>\$ 10.25</u>		<u>\$ 12.48</u>	

The accompanying notes are an integral part of the parent company only financial statements.(Concluded)



# VIA LABS, INC.

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

	Share Capital	Capital Collected in Advance	Capital Surplus	Retained Earnings			Other Equity		Total Equity
				Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translating Foreign Operations	
BALANCE AT JANUARY 1, 2021	\$ 675,000	\$ -	\$ 1,557,933	\$ 36,909	\$ 14,996	\$ 347,790	\$ (15,168)	\$ (589)	\$ 2,616,871
Compensation cost of employee share options (Note 25)	-	-	3,179	-	-	-	-	-	3,179
Issuance of stock from exercise of employee share options	-	11,556	-	-	-	-	-	-	11,556
Appropriation of 2020 earnings									
Legal reserve	-	-	-	31,872	-	(31,872)	-	-	-
Special reserve	-	-	-	-	761	(761)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(303,750)	-	-	(303,750)
Net profit for the year ended December 31, 2021	-	-	-	-	-	880,311	-	-	880,311
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	55	(6,222)	(230)	(6,397)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	880,366	(6,222)	(230)	873,914
BALANCE AT DECEMBER 31, 2021	675,000	11,556	1,561,112	68,781	15,757	891,773	(21,390)	(819)	3,201,770
Issuance of ordinary shares for cash (Note 25)	-	-	1,270	-	-	-	-	-	1,270
Compensation cost of employee share options	10,110	(7,060)	8,806	-	-	-	-	-	11,856
Appropriation of 2021 earnings									
Legal reserve	-	-	-	88,036	-	(88,036)	-	-	-
Special reserve	-	-	-	-	6,452	(6,452)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(752,323)	-	-	(752,323)
Net profit for the year ended December 31, 2022	-	-	-	-	-	723,535	-	-	723,535
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	235	(6,607)	1,188	(5,184)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	723,770	(6,607)	1,188	718,351
BALANCE AT DECEMBER 31, 2022	<u>\$ 685,110</u>	<u>\$ 4,496</u>	<u>\$ 1,571,188</u>	<u>\$ 156,817</u>	<u>\$ 22,209</u>	<u>\$ 768,732</u>	<u>\$ (27,997)</u>	<u>\$ 369</u>	<u>\$ 3,180,924</u>

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

# VIA LABS, INC.

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

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 847,370	\$ 1,040,838
Adjustments for:		
Depreciation expense	68,118	41,893
Amortization expense	59,510	26,003
Expected credit loss recognized on accounts receivable	653	2,529
Finance costs	328	446
Interest income	(17,428)	(7,718)
Compensation costs of employee share options	1,270	3,179
Share of profit of subsidiaries	(2,385)	(1,040)
Gain on lease modification	-	(8)
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(8,342)	(117,799)
Accounts receivable	122,499	(155,409)
Accounts receivable - related parties	1,196	(136)
Inventories	(503,324)	(187,481)
Other current assets	(6,592)	(966)
Accounts payable	(140,091)	103,992
Accounts payable - related parties	(20,500)	11,222
Other payables	57,978	132,035
Provisions	(2,183)	3,559
Other current liabilities	(32,741)	13,991
Net defined benefit liabilities	38	34
Cash generated from operations	425,374	909,164
Interest received	15,563	7,410
Interest paid	(328)	(446)
Income tax paid	(231,514)	(21,907)
Net cash generated from operating activities	209,095	894,221
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	(177,116)	(462,510)
Purchase of financial assets at amortized cost	-	(434,000)
Proceeds from financial assets at amortized cost	434,000	-
Acquisition of the investments accounted for using the equity method	-	(4,237)
Payments for property, plant and equipment	(64,198)	(42,999)
Decrease in refundable deposits	27,762	2,552
Payments for intangible assets	(58,641)	(31,426)
Increase in prepayments for equipment	(7,338)	-
Net cash generated from (used in) investing activities	154,469	(972,620)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of the principal portion of lease liabilities	(14,115)	(10,432)

(Continued)

**VIA LABS, INC.**

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

---

	<b>2022</b>	<b>2021</b>
Dividends paid	\$ (752,323)	\$ (303,750)
Proceeds from exercise of employee share options	<u>11,856</u>	<u>11,556</u>
Net cash used in financing activities	<u>(754,582)</u>	<u>(302,626)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(391,018)	(381,025)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>1,892,217</u>	<u>2,273,242</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$ 1,501,199</u>	<u>\$ 1,892,217</u>

The accompanying notes are an integral part of the parent company only financial statements.(Concluded)

## Attachment 4

### VIA Labs, Inc. 2022 Table of Earnings Distribution

NT\$

Items	Amount	
Retained earnings at the beginning of the period		44,960,444
Add: Net income	723,535,272	
Add: Remeasurements of defined benefit plans recognized in retained earnings	235,266	
Net income plus items other than net income are included in the amount of undistributed surplus for the current year		723,770,538
Less: Legal reserve (10%)		(72,377,054)
Less: Special reserve		(5,420,301)
Distributable earnings		690,933,627
Distribution items:		
Less: Cash dividend (NT\$7.5 per share)		(516,735,000)
Retained earnings at the end of the period		174,198,627

Chairman: Wen-Chi Chen

CEO: Jyh-Fong Lin

Chief Accountant Hung-Wen Chen

# Attachment 5

## VIA Labs, Inc. Remuneration of Directors and Independent Directors

December 31, 2022 Unit: NT\$ thousands ; %

Title	Name	Remuneration								Ratio of Total Remuneration (A+B+C+D) to Net Income (%)		Relevant Remuneration Received by Directors Who are Also Employees								Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income (%)		Remuneration from ventures other than subsidiaries or from the parent company	
		Base Compensation (A)		Severance Pay (B)		Directors Compensation(C)		Allowances (D)				Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Employee Compensation (G)							
		The company	All companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company		Companies in the consolidated financial statements		The company	Companies in the consolidated financial statements		
																Cash	Stock	Cash	Stock				
Chairman	Wen-Chi Chen	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	
										0%	0%									0%	0%		
Director	VIA Technologies, Inc. Representative: Tzumu Lin	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	
										0%	0%									0%	0%		
	VIA Technologies, Inc. Representative: Chu-Wan Chen	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	10,764	
										0%	0%									0%	0%		
	Cher Wang	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	
										0%	0%									0%	0%		
	Huang-Chieh Chu (Note 2)	0	0	0	0	0	0	20	20	\$ 20	\$ 20	0	0	0	0	0	0	0	0	0	\$ 20	\$ 20	0
										0.003%	0.003%										0.003%	0.003%	
	Yueh-Chiang Yu (Note 2)	0	0	0	0	0	0	20	20	\$ 20	\$ 20	0	0	0	0	0	0	0	0	0	\$ 20	\$ 20	0
										0.003%	0.003%										0.003%	0.003%	
Independent Director	Yun-Ming Shieh	240	240	0	0	300	300	60	60	\$ 600	\$ 600	0	0	0	0	0	0	0	0	\$ 600	\$ 600	0	
										0.08%	0.08%									0.08%	0.08%		
	Wei-Hsiung Yin	240	240	0	0	300	300	60	60	\$ 600	\$ 600	0	0	0	0	0	0	0	\$ 600	\$ 600	0		
										0.08%	0.08%								0.08%	0.08%			
	Pek-Seng Ng	240	240	0	0	300	300	60	60	\$ 600	\$ 600	0	0	0	0	0	0	0	0	\$ 600	\$ 600	0	
										0.08%	0.08%									0.08%	0.08%		

- The independent directors' remuneration of the company includes the carriage fee for participating in board meetings and functional committees, the fixed remuneration of the functional committees, and the directors' remuneration appropriated according to the company's articles of association based on annual profits. The aforementioned fixed amount of remuneration is based on the company's remuneration committee with reference to industry standards and individual independence. The directors put forward suggestions after investing time, responsibilities, and other factors, and approved by the board of directors.
- Remuneration paid to Corporation directors by all companies included in financial statements for services (such as nonemployee consultants and others) other than disclosed in the table above: None

Note1: Compensation information disclosed in this statement differs from the concept of income under the Income Tax Act. This statement is intended to provide information disclosure and not tax-related information.

Note2: Were all re-elected by the 2022 Annual General Shareholders Meeting.

## Attachment 6

### VIA Labs, Inc.

## Comparison Table of Corporate Social Responsibility Best Practice Principles

Amended Principles Name	Original Principles Name	Description
Sustainable Development Best Practice Principles	Corporate Social Responsibility Best Practice Principles	In order to cooperate with the amendment of the law.

Amended Version	Original Version	Description
<p>Article 2</p> <p>The Principles applies the entire operations of the Company and its business group.</p> <p>The Principles encourages the Company to actively fulfill <u>sustainable development</u> in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on <u>sustainable development</u>.</p>	<p>Article 2</p> <p>The Principles applies the entire operations of the Company and its business group.</p> <p>The Principles encourages the Company to actively fulfill <u>their corporate social responsibility</u> in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on <u>corporate social responsibility</u>.</p>	In order to cooperate with the amendment of the name.
<p>Article 3</p> <p>In promoting <u>sustainable development</u> initiatives, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.</p> <p>Omitted...</p>	<p>Article 3</p> <p>In fulfilling <u>corporate social responsibility</u> initiatives, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.</p> <p>Omitted...</p>	In order to cooperate with the amendment of the name.
<p>Article 4</p> <p>To implement <u>sustainable development</u> initiatives, the Company is advised to follow the principles below:</p> <ol style="list-style-type: none"> <li>1. Exercise corporate governance.</li> <li>2. Foster a sustainable environment.</li> <li>3. Preserve public welfare.</li> <li>4. Enhance disclosure of corporate <u>sustainable development</u> information.</li> </ol>	<p>Article 4</p> <p>To implement <u>corporate social responsibility</u> initiatives, the Company is advised to follow the principles below:</p> <ol style="list-style-type: none"> <li>1.Exercise corporate governance.</li> <li>Foster a sustainable environment.</li> <li>Preserve public welfare.</li> <li>Enhance disclosure of <u>corporate social responsibility</u> information.</li> </ol>	In order to cooperate with the amendment of the name.

Amended Version	Original Version	Description
<p>Article 5</p> <p>The Company shall take into consideration the correlation between the development of domestic and international <u>sustainable development issues</u> and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for <u>sustainable development</u> programs, which shall be approved by the Audit Committee and the board of directors and then reported to the shareholders meeting.</p> <p><u>The board of directors is authorized to adopt any future amendments.</u></p> <p>When a shareholder proposes a motion involving <u>sustainable development</u>, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.</p>	<p>Article 5</p> <p>The Company shall take into consideration the correlation between the development of domestic and international <u>corporate social responsibility principles</u> and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for <u>corporate social responsibility</u> programs, which shall be approved by the Audit Committee and the board of directors and then reported to the shareholders meeting.</p> <p>When a shareholder proposes a motion involving <u>corporate social responsibility</u>, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.</p>	<p>In order to cooperate with the amendment of the name.</p>
<p>Article 7</p> <p>The directors of a the Company shall exercise the due care of good administrators to urge the company to perform its <u>sustainable development</u> initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its sustainable development policies.</p> <p>The board of directors of the Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the company's furtherance of its sustainable development objectives:</p> <p>1. Identifying the company's <u>sustainable development</u> mission or vision, and declaring its <u>sustainable development</u> policy, systems or relevant management guidelines;</p> <p>2. Making <u>sustainable development</u> the guiding principle of the company's operations and development, and ratifying concrete promotional plans for <u>sustainable development</u> initiatives; and</p>	<p>Article 7</p> <p>The directors of the Company shall exercise the due care of good administrators to urge the company to perform its <u>corporate social responsibility</u> initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its corporate social responsibility policies.</p> <p>The board of directors of the Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the company's performance of its corporate social responsibility initiatives:</p> <p>1. Identifying the Company's <u>corporate social responsibility</u> mission or vision, and declaring its <u>corporate social responsibility</u> policy, systems or relevant management guidelines;</p> <p>2. Making <u>corporate social responsibility</u> the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for <u>corporate social responsibility</u></p>	<p>In order to cooperate with the amendment of the name.</p>

Amended Version	Original Version	Description
<p>3. Enhancing the timeliness and accuracy of the disclosure of <u>sustainable development</u> information.</p> <p>Omitted...</p>	<p>initiatives; and 3.Enhancing the timeliness and accuracy of the disclosure of <u>corporate social responsibility</u> information.</p> <p>Omitted...</p>	
<p>Article 8</p> <p>The Company is advised to, on a regular basis, organize education and training on the <u>promotion of sustainable development</u> initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.</p>	<p>Article 8</p> <p>The Company is advised to, on a regular basis, organize education and training on the <u>implementation of corporate social responsibility</u> initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.</p>	<p>In order to cooperate with the amendment of the name.</p>
<p>Article 9</p> <p>For the purpose of managing <u>sustainable development</u> initiatives, the Company is advised to <u>create a governance structure for promotion of sustainable development</u>, and establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the <u>sustainable development</u> policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.</p> <p>The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.</p> <p>It is advised that the employee performance evaluation system be combined with <u>sustainable development</u> policies, and that a clear and effective incentive and discipline system be established.</p>	<p>Article 9</p> <p>For the purpose of managing <u>corporate social responsibility</u> initiatives, the Company is advised to establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the <u>corporate social responsibility</u> policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.</p> <p>The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.</p> <p>It is advised that the employee performance evaluation system be combined with <u>corporate social responsibility</u> policies, and that a clear and effective incentive and discipline system be established.</p>	<p>In order to cooperate with the amendment of the name.</p>
<p>Article 10</p> <p>The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important</p>	<p>Article 10</p> <p>The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important</p>	<p>In order to cooperate with the amendment of the name.</p>



Amended Version	Original Version	Description
<u>sustainable development</u> issues which they are concerned about.	<u>corporate social responsibility</u> issues which they are concerned about.	
<p>Article 12</p> <p>The Company is advised to endeavor to utilize <u>energy more efficiently</u> and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.</p>	<p>Article 12</p> <p>The Company is advised to endeavor to utilize <u>all resources more efficiently</u> and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.</p>	In order to focus on the management of utilize energy to reduce the emission of greenhouse gases.
<p>Article 17</p> <p>The Company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt related measures.</p> <p>The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:</p> <ol style="list-style-type: none"> <li>1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.</li> <li>2. Indirect greenhouse gas emissions: emissions resulting from the <u>utilization of energy such as imported electricity, heating, or steam.</u></li> <li>3. <u>Other indirect emissions: emissions resulting from corporate activities that are not indirect emissions from energy, but are from other sources of emissions owned or controlled by the company.</u></li> </ol>	<p>Article 17</p> <p>The Company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt <u>climate</u> related measures.</p> <p>The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:</p> <ol style="list-style-type: none"> <li>1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.</li> <li>2. Indirect greenhouse gas emissions: emissions resulting from the <u>generation of externally purchased or acquired electricity, heating, or steam.</u></li> </ol>	In order to cooperate with the amendment of the law
<p>Article 26</p> <p>The Company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the <u>sustainable development</u> initiative.</p> <p>The Company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the Company is</p>	<p>Article 26</p> <p>The Company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the <u>corporate social responsibility</u> initiative.</p> <p>The Company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the Company is</p>	In order to cooperate with the amendment of the name.

Amended Version	Original Version	Description
<p>advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against <u>sustainable development</u> policy.</p> <p>When the Company enter into a contract with any of <u>their</u> major suppliers, the content should include terms stipulating mutual compliance with <u>sustainable development</u> policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.</p>	<p>advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against <u>corporate social responsibility</u> policy.</p> <p>When the Company enter into a contract with any of major suppliers, the content should include terms stipulating mutual compliance with <u>corporate social responsibility</u> policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.</p>	

Amended Article Name	Original Article Name	Description
Chapter 5 Enhancing Disclosure of <u>Sustainable Development</u> Information	Chapter 5 Enhancing Disclosure of <u>Corporate Social Responsibility</u> Information	In order to cooperate with the amendment of the law.

Amended Version	Original Version	Description
<p>Article 28</p> <p>Omitted...</p> <p>Relevant information relating to <u>sustainable development</u> which the Company shall disclose includes:</p> <ol style="list-style-type: none"> <li>1. The policy, systems or relevant management guidelines, and concrete promotion plans for <u>sustainable development</u> initiatives, as resolved by the board of directors.</li> <li>2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.</li> <li>3. Goals and measures for <u>promoting the sustainable development</u> initiatives established by the companies, and performance in implementation.</li> <li>4. Major stakeholders and their concerns.</li> <li>5. Disclosure of information on major</li> </ol>	<p>Article 28</p> <p>Omitted...</p> <p>Relevant information relating to <u>corporate social responsibility</u> which the Company shall disclose includes:</p> <ol style="list-style-type: none"> <li>1.The policy, systems or relevant management guidelines, and concrete promotion plans for <u>corporate social responsibility</u> initiatives, as resolved by the board of directors.</li> <li>2.The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.</li> <li>3.Goals and measures for <u>realizing the corporate social responsibility</u> initiatives established by the companies, and performance in implementation.</li> <li>4.Major stakeholders and their concerns.</li> <li>5.Disclosure of information on major</li> </ol>	<p>In order to cooperate with the amendment of the name.</p>

Amended Version	Original Version	Description
suppliers' management and performance with respect to major environmental and social issues. 6. Other information relating to <u>sustainable development</u> initiatives.	suppliers' management and performance with respect to major environmental and social issues. 6. Other information relating to <u>corporate social responsibility</u> initiatives.	
Article 29 The Company shall adopt internationally widely recognized standards or guidelines when producing <u>sustainability</u> reports, to disclose the status of their implementation of the <u>sustainable development</u> policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include: 1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing <u>sustainable development</u> initiatives.  Omitted...	Article 29 The Company shall adopt internationally widely recognized standards or guidelines when producing <u>corporate social responsibility</u> reports, to disclose the status of their implementation of the <u>corporate social responsibility</u> policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include: 1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing <u>corporate social responsibility</u> initiatives.  Omitted...	In order to cooperate with the amendment of the name.
Article 30 The Company shall at all times monitor the development of domestic and foreign <u>sustainable development</u> standards and the change of business environment so as to examine and improve their established <u>sustainable development</u> framework and to obtain better results from the <u>promotion of the sustainable development</u> policy. The principles were adopted on 20 March 2020. <u>1st amendment on 1 November, 2022.</u>	Article 30 The Company shall at all times monitor the development of domestic and foreign <u>corporate social responsibility</u> standards and the change of business environment so as to examine and improve their established <u>corporate social responsibility</u> framework and to obtain better results from the <u>implementation of the corporate social responsibility</u> policy. The principles were adopted on 20 March 2020.	Amendment date

## Appendix 1

### Shareholdings of Directors

- I. The Company has paid-in capital of NT\$690,020,000, with a total of 69,002,000 shares issued.
- II. The minimum numbers of shares required to be held by the entire bodies of directors in accordance with Article 26 of the Securities and Exchange Act is 5,520,160 shares.
- III. The numbers of shares held by the directors and supervisors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the book closure date for that shareholders' meeting is 39,302,569 shares, the details are as follows:

April 18, 2023

Position	Name	Date of Election	Term	Number of Shares Held at Book Closure Date	Percentage of Issued Shares (%)
Chairman	Wen-Chi Chen	2022.06.17	3 years	80,497	0.12%
Director	Cher Wang	2022.06.17	3 years	379,072	0.55%
Director	VIA Technologies, Inc. Representative: Tzumu Lin	2022.06.17	3 years	38,843,000	56.29%
Director	VIA Technologies, Inc. Representative: Chu-Wan Chen	2022.06.17	3 years	38,843,000	56.29%
Independent Director	Yun-Ming Shieh	2022.06.17	3 years	0	0%
Independent Director	Wei-Hsiung Yin	2022.06.17	3 years	0	0%
Independent Director	Pek-Seng Ng	2022.06.17	3 years	0	0%

## Appendix 2

### VIA Labs, Inc. Articles of Incorporation

#### Chapter 1 General Provisions

Article 1: The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 威鋒電子股份有限公司 in the Chinese language, and VIA Labs, Inc. in the English language.

Article 2: The Company's main business activities:

- 01 CC01080 Electronic Parts and Components Manufacturing
- 02 CC01110 Computers and Computing Peripheral Equipment Manufacturing
- 03 F113050 Wholesale of Computing and Business Machinery Equipment
- 04 F113070 Wholesale of Telecom Instruments
- 05 F118010 Wholesale of Computer Software
- 06 F119010 Wholesale of Electronic Materials
- 07 F213030 Retail sale of Computing and Business Machinery Equipment
- 08 F213060 Retail Sale of Telecom Instruments
- 09 F218010 Retail Sale of Computer Software
- 10 F219010 Retail Sale of Electronic Materials
- 11 F401010 International Trade
- 12 F601010 Intellectual Property
- 13 I301010 Software Design Services
- 14 I301020 Data Processing Services
- 15 I301030 Digital Information Supply Services
- 16 I501010 Product Designing
- 17 ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article 2-1: The Company may provide foreign guarantees and invest in other businesses based on business requirements, of which the total amount of investment must be more than 40% of the Company's paid-in capital.

Article 3: The Company has its head office in New Taipei City, and the Company may establish branches in and out of this country.

Article 4: Public announcements of the Corporation shall be made in accordance with Article 28 of the Company Act.

#### Chapter 2 Shares

Article 5: The total amount of the Company's capital is NT\$1 billion, which is further divided into 100 million shares, with value per share of NT\$10, and the Board is authorized to issue shares in installments, of which NT\$100 million is preserved, which is divided into 10 million shares with value per share of NT\$10, will be used for issuing employee stock options.

Article 5-1: If the Company's subscription price for employee stock options is lower than the closing price of the shares on the issue date, or the price of treasury shares transferred to employees is lower than the average price of the company's repurchase of shares, it shall be carried out by the attendance of shareholders representing more than half of the total number of issued shares, and the consent of more than two-thirds of the voting rights of the present shareholders.

Article 6: The Company shall issue nominal shares with serial numbers after the signing or stamping of seal by representative directors, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof. The Company may issue book-entry securities which shall be kept and recorded by the centralized securities depository enterprise. The Company shall proceed with non-physical issuance whereof applies to other securities.

Article 7: The entries in the shareholders' register shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the

convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

### Chapter 3 Shareholders' Meeting

Article 8: There are two types of shareholders' meeting, namely, regular meeting and special meeting. The regular meeting shall be convened within six months after the close of each fiscal year. Whereas, special meetings are held in accordance with the law, when necessary. The company hereby add video conference or other methods announced by the competent authority to hold the shareholders' meeting.

Article 9: The shareholders' meeting shall be Chairman. When the Chairman is on leave or for any reason and unable to attend the meeting, the Chairman shall appoint one of the directors to act as Chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as Chair.

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

Article 10: When a shareholder is unable to attend the shareholders' meeting for whatever reason, that shareholder shall appoint a proxy to attend by offering solicitation document according to Article 177 of the Company Act, and according to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 11: A shareholder, unless otherwise stipulated in relevant laws and regulations, shall have one voting right in respect of each share in his/her/its possession. When the Company holds a shareholders meeting, electronic means may be one of the ways to allow the shareholders to exercise voting rights. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

Article 12: A resolution is passed at the shareholders' meeting by a majority of the shareholders present who represent more than half of the total number of its outstanding shares. The Company's shareholder may exercising voting rights by electronic means in accordance with relevant laws and regulations.

### Chapter 4 Directors

Article 13: The Company shall appoint 5~9 directors by using the candidate nomination system. The directors shall be elected by the shareholders' meeting from among the persons with disposing capacity for a three-year term by using the candidate nomination system, and may be re-elected after the term. The Company may purchase liability insurance coverage against the liabilities for damage compensation for its directors during their tenure, so as to reduce and spread the risk of damages that may be sustained by the company or shareholders caused by any illegal act of its directors.

The number of appointed directors earlier mentioned shall have no less than three independent directors and the same shall not be less than one-fifth of the total number of directors of the Company. The independent directors shall be elected by using the candidate nomination system, and the shareholders shall elect the independent directors from among the nominees. The professional qualification, shareholding, part-time job restrictions, nominations, means of election as well as other relevant issues should all be in accordance with the regulations of the competent authority.

The Company has set up the Audit Committee. The Audit Committee is composed of all independent directors, and exercises the authority and relevant matters in accordance with related laws and regulations.

Article 14: The Board of Directors is composed of all directors. The Chairman is elected by two-thirds of the directors present at the meeting and representing one-half or more of the number of directors present at the meeting, and externally, he/she represents the Company.

Article 15: The reason for convening of the Board of Directors shall be stated and the directors are notified of such seven days in advance, but may be convened at any time when there is an emergency. The above notice in respect of convening the meeting shall be done in writing, fax, or electronic email.

The directors should attend the meeting. When the director can't attend the BOD meeting, he/she shall present the solicitation document, list the scope of authorization relevant to the subject of the meeting and assign another director to attend the BOD meeting in his/her behalf. The director that is assigned to represent another director can only accept one such assignment.

The board meeting may be called by videoconference, and the attendance by videoconference will be deemed attendance in person.

Article 16: The compensation of the Chairman and directors shall be given based on the directors' level of operational participation as well as value of the contribution. The standard terms in the industry shall also be considered to stipulate the Company's pay method.

#### Chapter 5 Managerial Officers

Article 17: The Company shall have managerial personnel. Appointment, discharge and the remuneration thereto shall be subject to Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 18: The Company shall, at the end of each fiscal year, submit to its shareholders for their ratification (i) the annual business report, (ii) the financial statements, and (iii) the appropriation of profit and remedy in the event of loss proposal.

Article 19: If the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation in stock dividends and cash dividends by resolution of the board of directors, and no more than 1% shall be allocated as the remuneration for directors. The distribution of the employees' and the directors' compensation shall be reported to the shareholders' meeting.

However, the company's accumulated losses shall have been covered before the employee compensation and remuneration for directors are allocated based on the aforementioned proportion.

The Company's may transfer treasury stock, employee stock warrants, certificate of entitlement to new shares, restricted stock awards and employee compensation to employees of the controlling or subordinate company, which are to be issued under specific conditions by resolution of the board of directors.

Article 20: If there is a net profit in the final accounts of the Company, it shall be allocated in the following order.:

1. Pay taxes.
2. Cover accumulated losses.
3. 10% shall be reserved as statutory surplus reserve, but this is no longer necessary when the statutory surplus reserve has reached the Company's total amount of capital.
4. Special reserve shall be increased or rotated in accordance with the law. When a special reserve is appropriated for cumulative net debit balance reserves from prior period and cumulative net increases in fair value measurement of investment properties from prior period, the sum of net profit for current period and items other than net profit that are included directly in the unappropriated earnings for current period is used if the prior unappropriated earnings is not sufficient.
5. After the allocation in item 1-4, the BOD shall prepare the Surplus distribution case with the previous annual accumulation of undistributed surplus.

Considering that the industry life cycle is in growth stage, the Company's dividend policy is set based on capital budgeting needs for long-term financial planning, as well as shareholders' interests and other factors. The method for allocation of shareholders' dividends could be done in cash or stock dividends. The shareholders' dividends allocated shall not be lower than 10% of the net surplus of current year. The proportion of cash dividends should not be less than ten percent. Surplus distribution to be handled as follows: distributable dividends and bonuses, capital reserve or statutory surplus reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. If the Company distributes surplus earning in the form of new shares, it shall be handled in accordance with the Company Act by resolution of the shareholders meeting.

#### Chapter 7 Supplementary Provisions

Article 21: Any unspecified matters in these Articles of Incorporation shall be dealt in accordance with the Company Act.

Article 22: These Articles of Incorporation were drawn up on June 24, 2008.

1st amendment on June 1, 2010

2nd amendment on June 28, 2016

3rd amendment on November 21, 2017

4th amendment on June 19, 2018

5th amendment on May 22, 2019

6th amendment on June 19, 2020

7th amendment on July 20, 2021

8th amendment on June 17, 2022

VIA Labs, Inc.

Chairman: Wen-Chi Chen



## **Appendix 3**

# **VIA Labs, Inc. Corporate Social Responsibility Best Practice Principles**

### **Chapter I General Principles**

#### **Article 1**

In order to fulfill corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development, VIA Labs, Inc. (hereinafter referred to as “the Company”) promulgate this corporate social responsibility best practice principles to manage economic, environmental and social risks and impact.

#### **Article 2**

The Principles applies the entire operations of the Company and its business group.

The Principles encourages the Company to actively fulfill their corporate social responsibility in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on corporate social responsibility.

#### **Article 3**

In fulfilling corporate social responsibility initiatives, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.

The Company shall, in accordance with the materiality principle, conduct risk assessments of environmental, social and corporate governance issues pertaining to company operations and establish the relevant risk management policy or strategy.

#### **Article 4**

To implement corporate social responsibility initiatives, the Company is advised to follow the principles below:

- 1.Exercise corporate governance.
- 2.Foster a sustainable environment.
- 3.Preserve public welfare.
- 4.Enhance disclosure of corporate social responsibility information.

#### **Article 5**

The Company shall take into consideration the correlation between the development of domestic and international corporate social responsibility principles and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving corporate social responsibility, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.

## Chapter 2 Exercising Corporate Governance

### Article 6

The Company is advised to follow the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies, and the Code of Ethical Conduct for TWSE/TPEX Listed Companies to establish effective corporate governance frameworks and relevant ethical standards so as to enhance corporate governance.

### Article 7

The directors of the Company shall exercise the due care of good administrators to urge the company to perform its corporate social responsibility initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its corporate social responsibility policies.

The board of directors of the Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the company's performance of its corporate social responsibility initiatives:

1. Identifying the Company's corporate social responsibility mission or vision, and declaring its corporate social responsibility policy, systems or relevant management guidelines;
2. Making corporate social responsibility the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for corporate social responsibility initiatives; and
3. Enhancing the timeliness and accuracy of the disclosure of corporate social responsibility information.

The board of directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the Company, and to report the status of the handling to the board of directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

### Article 8

The Company is advised to, on a regular basis, organize education and training on the implementation of corporate social responsibility initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.

### Article 9

For the purpose of managing corporate social responsibility initiatives, the Company is advised to establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the corporate social responsibility policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.

It is advised that the employee performance evaluation system be combined with corporate social responsibility policies, and that a clear and effective incentive and discipline system be established.

#### Article 10

The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important corporate social responsibility issues which they are concerned about.

### Chapter 3 Fostering a Sustainable Environment

#### Article 11

The Company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business operations and internal management.

#### Article 12

The Company is advised to endeavor to utilize all resources more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.

#### Article 13

The Company is advised to establish proper environment management systems based on the characteristics of their industries. Such systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the Company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Adopting enforcement measures such as concrete plans or action plans, and examining the results of their operation on a regular basis.

#### Article 14

The Company is advised to establish a dedicated unit or assign dedicated personnel for drafting, promoting, and maintaining relevant environment management systems and concrete action plans, and should hold environment education courses for their managerial officers and other employees on a periodic basis.

#### Article 15

The Company is advised to take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact on the natural environment and human beings from their business operations:

1. Reduce resource and energy consumption of their products and services.
2. Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services.

#### Article 16

To improve water use efficiency, The Company shall properly and sustainably use water resources and establish relevant management measures.

The Company shall construct and improve environmental protection treatment facilities to avoid polluting water, air and land, and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

#### Article 17

The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1.Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.

2.Indirect greenhouse gas emissions: emissions resulting from the generation of externally purchased or acquired electricity, heating, or steam.

The Company is advised to compile statistics on greenhouse gas emissions, volume of water consumption and total weight of waste and to establish policies for energy conservation, carbon and greenhouse gas reduction, reduction of water consumption or management of other wastes. The companies' carbon reduction strategies should include obtaining carbon credits and be promoted accordingly to minimize the impact of their business operations on climate change.

### Chapter 4 Preserving Public Welfare

#### Article 18

The Company shall comply with relevant laws and regulations, and the International Bill of Human Rights, with respect to rights such as gender equality, the right to work, and prohibition of discrimination.

To fulfill its responsibility to protect human rights, the Company shall adopt relevant management policies and processes, including:

1.Presenting a corporate policy or statement on human rights.

2.Evaluating the impact of the Company's business operations and internal management on human rights, and adopting corresponding handling processes.

3.Reviewing on a regular basis the effectiveness of the corporate policy or statement on human rights.

4.In the event of any infringement of human rights, the company shall disclose the processes for handling of the matter with respect to the stakeholders involved.

The Company shall comply with the internationally recognized human rights of labor, including the freedom of association, the right of collective bargaining, caring for vulnerable groups, prohibiting the use of child labor, eliminating all forms of forced labor, eliminating recruitment and employment discrimination, and shall ensure that their human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities.

The Company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. The Company shall respond to any employee's grievance in an appropriate manner.

#### Article 19

The Company shall provide information for their employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the Company has business operations.

#### Article 20

The Company is advised to provide safe and healthful work environments for employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and to prevent occupational accidents.

The Company is advised to organize training on safety and health for the employees on a regular basis.

#### Article 21

The Company is advised to create an environment conducive to the development of their employees' careers and establish effective training programs to foster career skills.

The Company shall establish and implement reasonable employee welfare measures (including remuneration, leave and other welfare etc.) and appropriately reflect the business performance or achievements in the employee remuneration, to ensure the recruitment, retention, and motivation of human resources, and achieve the objective of sustainable operations.

#### Article 22

The Company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the company's operations, management and decisions.

The Company shall respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives.

The Company shall, by reasonable means, inform employees of operation changes that might have material impacts.

#### Article 22-1

The Company is advised to treat customers or consumers of its products or services in a fair and reasonable manner, including according to the following principles: fairness and good faith in contracting, duty of care and fiduciary duty, truthfulness in advertising and soliciting, fitness of products or services, notification and disclosure, commensuration between compensation and performance, protection of the right to complain, professionalism of salespersons etc. Said company shall also develop the relevant strategies and specific measures for implementation.

#### Article 23

The Company shall take responsibility for their products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the company shall ensure the transparency and safety of their products and services. They further shall establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

#### Article 24

The Company shall ensure the quality of their products and services by following the laws and regulations of the government and relevant standards of their industries.

The Company shall follow relevant laws, regulations and international guidelines in regard to customer health and safety and customer privacy involved in, and marketing and labeling of, their products and services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

#### Article 25

The Company is advised to evaluate and manage all types of risks that could cause interruptions in operations, so as to reduce the impact on consumers and society.

The Company is advised to provide a clear and effective procedure for accepting consumer complaints to fairly and timely handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act for respecting consumers' rights of privacy and shall protect personal data provided by consumers.

#### Article 26

The Company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the corporate social responsibility initiative.

The Company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the Company is advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

When the Company enter into a contract with any of major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

#### Article 27

The Company shall evaluate the impact of their business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance.

The Company is advised to, through equity investment, commercial activities, endowments, volunteering service or other charitable professional services etc., dedicate resources to organizations that commercially resolve social or environmental issues, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

### Chapter 5 Enhancing Disclosure of Corporate Social Responsibility Information

#### Article 28

The Company shall disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for TWSE/TPEx listed Companies and shall fully disclose relevant and reliable information relating to corporate social responsibility initiatives to improve information transparency.

Relevant information relating to corporate social responsibility which the Company shall disclose includes:

- 1.The policy, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility initiatives, as resolved by the board of directors.
- 2.The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
- 3.Goals and measures for realizing the corporate social responsibility initiatives established by the companies, and performance in implementation.
- 4.Major stakeholders and their concerns.
- 5.Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.
- 6.Other information relating to corporate social responsibility initiatives.

#### Article 29

The Company shall adopt internationally widely recognized standards or guidelines when producing corporate social responsibility reports, to disclose the status of their implementation of the corporate social responsibility policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

- 1.The policy, system, or relevant management guidelines and concrete promotion plans for implementing corporate social responsibility initiatives.
- 2.Major stakeholders and their concerns.
- 3.Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
- 4.Future improvements and goals.

#### Chapter 6 Supplementary Provisions

#### Article 30

The Company shall at all times monitor the development of domestic and foreign corporate social responsibility standards and the change of business environment so as to examine and improve their established corporate social responsibility framework and to obtain better results from the implementation of the corporate social responsibility policy.

The principles were adopted on March 20, 2020.

## **Appendix 4**

### **VIA Labs, Inc. Rules of Procedure for Shareholders Meetings**

#### **Article 1**

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

#### **Article 2**

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

#### **Article 3**

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

#### **Article 4**

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

#### **Article 5**

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9:00 a.m. and no later than 3:00 p.m.

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

#### **Article 6**

This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

The attending shareholders may hand in a sign-in card in lieu of signing in.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform before the meeting starts, and keep this information disclosed until the end of the meeting.

#### **Article 6-1**

To convene a virtual shareholders meeting, the shareholders meeting notice is subject to Regulations Governing the Administration of Shareholder Services of Public Companies.



#### Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, his agent shall handle in accordance with the provisions of Article 208 of the Company Act.

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

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

#### Article 8

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

#### Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

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

#### Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a

resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote.

#### Article 11

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

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

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

#### Article 12

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

#### Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

When there is an amendment or an alternative to a proposal, the chair shall present the amended

or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

#### Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation.

#### Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The minutes shall be recorded in accordance with the provisions of Article 183 of the Company Act, and shall be kept permanently during the existence of the company.

Where a virtual shareholders meeting is convened, in addition to the matters recorded in the preceding paragraph, the meeting minutes shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

#### Article 16

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform before the meeting starts, and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

#### Article 17

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

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

#### Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

#### Article 19

In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

#### Article 20

When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location.

#### Article 21

If the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the preceding paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards

the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

#### Article 22

When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

#### Article 23

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

These Procedures were drawn up on November 21, 2017.

1st amendment on June 17, 2022.