

## 2023 Annual General Shareholders' Meeting Minutes (Translation)

Time and Date: June 16, 2023 (Friday) at 9:00 a.m.

Venue: Room B, 2F, Taipei Innovation City Convention Center; No. 223, Sec. 3, Beixin Rd., Xindian Dist., New Taipei City, Taiwan.

Method of Convening the Shareholders' Meeting : Physical Shareholders Meeting

The shareholders present in person and by proxy represented 46,087,074 shares or 66.79% of the total 69,002,000 shares outstanding.

Directors Present: Yun-Ming Shieh (Convener of the Audit Committee), Pek Seng Ng, 2 directors attended the Annual General Shareholders' Meeting.

Attendees: Daniel Lin, G.M.

Miller Chen, CFO

Peichi Chen, Counsel

Wen-Ya Hsu, CPA of Deloitte & Touche

Chairman: Yun-Ming Shieh, Independent Director

Recorder: Milly Chen

**(I) Call Meeting to Order:** The aggregate shareholding of the attending shareholders constituted a quorum. The Chairman called the meeting to order.

**(II) Chairman's Address:** Omitted

**(III) Report Items:**

1. 2022 Business Report. (Please refer to Attachment 1 and Attachment 3 )

2. 2022 Audit Committee's Review Report. (Please refer to Attachment 2)

3. 2022 Compensation Distribution for Employees and Directors.

(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.

4. 2022 Cash Dividend Distribution:

(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.

(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.

5. 2022 Directors' Remuneration Report:

(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:

A. 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.

B. 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.

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

6. Amendment of the Corporate Social Responsibility Best Practice Principles:

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 "Comparison Table of Corporate Social Responsibility Best Practice Principles".

**(IV) 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 and Attachment 3.

**Summary of Shareholder Speeches and Company Responses:**

Shareholder (Account Number: 12279) made a speech for the first time, asking (1) What countermeasures does the company have for the number of sales days and inventory turnover days are high? (2) The progress of USB4.0 certification and the proportion of shipments? (3) The reason of allowance for valuation loss in inventory? (4) Does the company have R&D personnel from the parent company VIA as an agent?

Explanation by the CFO appointed by the Chairman: (1) The company will strengthen the speed of destocking and adjust the status of suppliers' purchases, and properly arrange the inventory level. (2) USB4.0 is still in the relevant verification process of USB-IF; currently, USB4 revenue accounts for less than 10%. (3) Due to the decline in revenue and the slow removal of inventory, provision for loss of inventory in accordance with relevant accounting standards. (4) No such situation.

Shareholder (Account Number: 12279) made a speech for the second time, asking (1) The schedule of R&D progress? (2) According to the financial report, the ratio of “inventory valuation loss” and “scrapping loss”?

Explanation by the CFO appointed by the Chairman: (1) A R&D plan generally takes at least 2 years. (2) Most of this figure in the financial report is the “inventory valuation loss”. The proportion of inventory scrapping is relatively low, and the scrapping is mainly for EOL products, so strict scrapping procedures will be carried out.

Resolution: Voting results: Shares represented at the time of voting: 46,087,074

<b>Voting Results including votes casted electronically</b>	<b>% of the total represented share present</b>
Votes in favor : 45,996,523 Votes	99.80%
Votes against : 64,787 Votes	0.14%
Votes invalid : 0 Votes	0.00%
Votes abstained : 25,764 Votes	0.06%

That above proposal was approved and adopted.

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

Proposal: Adoption of 2022 Retained Earnings Distribution.

Explanation: Please refer to Attachment 4 “2022 Retained Earnings Distribution”. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

Resolution: Voting results: Shares represented at the time of voting: 46,087,074

<b>Voting Results including votes casted electronically</b>	<b>% of the total represented share present</b>
Votes in favor : 46,005,644 Votes	99.82%
Votes against : 58,802 Votes	0.13%
Votes invalid : 0 Votes	0.00%
Votes abstained : 22,628 Votes	0.05%

That above proposal was approved and adopted.

### **(V) Extraordinary Motions**

There being no extemporary motions and the Chairman announced the meeting was adjourned.

### **(VI) Adjournment**

( Please note that the above is an English translation. If there is any discrepancy between the original Chinese version and this English version, the Chinese version shall prevail.)

# 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	103.19	151.15
	paid-in capital (%) 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>	
	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	<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	<u>210,327</u>	<u>897,261</u>
<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	<u>150,468</u>	<u>(971,847)</u>
<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	<u>11,856</u>	<u>11,556</u>

(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)

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	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)	<u>15,426</u>	<u>-</u>	<u>8,834</u>	<u>-</u>
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)	<u>56,279</u>	<u>2</u>	<u>84,041</u>	<u>2</u>
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)	<u>6,754</u>	<u>-</u>	<u>39,495</u>	<u>1</u>
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)	<u>2,938</u>	<u>-</u>	<u>3,135</u>	<u>-</u>
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	<u>685,110</u>	<u>18</u>	<u>675,000</u>	<u>17</u>
Capital collected in advance	<u>4,496</u>	<u>-</u>	<u>11,556</u>	<u>-</u>
Capital surplus	<u>1,571,188</u>	<u>41</u>	<u>1,561,112</u>	<u>38</u>
Retained earnings				
Legal reserve	156,817	4	68,781	2
Special reserve	22,209	1	15,757	-
Unappropriated earnings	<u>768,732</u>	<u>20</u>	<u>891,773</u>	<u>22</u>
Total retained earnings	<u>947,758</u>	<u>25</u>	<u>976,311</u>	<u>24</u>
Other equity	<u>(27,628)</u>	<u>(1)</u>	<u>(22,209)</u>	<u>-</u>
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 items that may be reclassified subsequently to profit or loss	\$ (6,607)	-	\$ (6,222)	-
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)

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	2022	2021
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	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%		
	Huang-Chieh Chu (Note 2)	0	0	0	0	0	0	20	20	\$ 20	\$ 20	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	\$ 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	\$ 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	\$ 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	\$ 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>	In order to cooperate with the amendment of the name.
<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>	In order to cooperate with the amendment of the name.

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>	In order to cooperate with the amendment of the name.
<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>	In order to cooperate with the amendment of the name.
<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>	In order to cooperate with the amendment of the name.

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