



**VIA Labs, Inc.**

**TWSE : 6756**

# **VIA Labs, Inc.**

## **2021 Annual General Shareholders' Meeting Agenda Book (Translation)**

**June 18, 2021**

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# VIA Labs, Inc.

## 2021 Annual General Shareholders' Meeting

1. Time: June 18, 2021 (Friday) at 9:00 a.m.
  2. Venue: Large conference room; 3F., No. 531-1, Zhongzheng Rd., Xindian Dist., New Taipei City 231, Taiwan (R.O.C.).
- III. Meeting procedure:
- (I) Call Meeting to Order
  - (II) Chairman's Address
  - (III) Report Items
    1. 2020 Business Report.
    2. 2020 Audit Committee's Review Report.
    3. 2020 Compensation Distribution for Employees and Directors.
    4. 2020 Cash Dividend Distribution.
  - (IV) Matters for Ratification
    1. Adoption of 2020 Business Report and Financial Statements.
    2. Adoption of 2020 Retained Earnings Distribution.
  - (V) Matters for Discussion
    1. Amendment of the Articles of Incorporation.
    2. Amendment of the Procedures for Financial Derivatives Transactions.
  - (VI) Extraordinary Motions
  - (VII) Adjournment

## Report Items

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

Proposal: 2020 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: 2020 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: 2020 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\$408,218,365, which was distributed in cash in accordance with the Articles of Incorporation, of which NT\$50,000,000 was allocated as employees compensation (including the remuneration for managers), representing 12.25% of pre-tax profit, and NT\$1,100,000 was allocated as remuneration for directors, representing 0.27% of pre-tax profit.
3. The proposal was reviewed by the Remuneration Committee on March 17, 2021 and approved by the Board of Directors on March 22, 2021.

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

Proposal: 2020 Cash Dividend Distribution. Please review.

Explanation:

1. The Company's 2020 distributable retained earnings is NT\$315,156,572. Considering the use of funds and to prevent capital inflation, it is proposed to distribute cash dividends of NT\$4.5 per share, with total amount of NT\$303.75 million. 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. In the event that the number of actual shares outstanding is changed due to changes in laws and regulations, adjustments by the competent authority, or the company bought back or cancelled treasury shares, execution of employee stock options, or conversion of convertible corporate bonds issued by the Company, etc., 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 approved by the Board of Directors on March 22, 2021, it is proposed that the Chairman of Board be authorized to resolve the ex-dividend date, and other relevant issues.
5. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

## **Matters for Ratification**

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

Proposal: Adoption of 2020 Business Report and Financial Statements.

Explanation: The 2020 business report and financial statements have been approved by the Board of Directors on March 22, 2021, among which the financial statements were certified by CPA Shu-Lin Liu and CPA Wen-Ya Hsu of Deloitte & Touche. They believed that the financial statements presented fairly the financial position, business achievements and cash flows as at December 31, 2020, 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 2020 Retained Earnings Distribution.

Explanation: Please refer to Attachment 4 page 26 “2020 Retained Earnings Distribution” of the Meeting Agenda. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

Resolution:

## **Matters for Discussion**

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

Proposal: Amendment of the Articles of Incorporation. For your approval.

Explanation: In order to meet the needs of future operations, the words in the provisions are rectified and modify the number of directors to 5-9 and method of special reserve appropriation. Please refer to Attachment 5 page 27-29 “Comparison Table of Amended Articles of Incorporation” of the Meeting Agenda.

Resolution:

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

Proposal: Amendment of the “Procedures for Financial Derivatives Transactions”. For your approval.

Explanation: Since the Company set up the Audit Committee to replace the supervisory function, proposed amendments in the provisions of “Procedures for Financial Derivatives Transactions”. Please refer to Attachment 6 page 30 “Comparison Table of Procedures for Financial Derivatives Transactions” of the Meeting Agenda. It is also proposed to authorize the "Head of Finance" to be designated as senior executive in derivative commodity transactions. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

Resolution:

## **Extraordinary Motions**

## **Adjournment**

## Attachment 1

# VIA Labs, Inc. 2020 Business Report

The global economy was seriously affected by the COVID-19 pandemic in 2020 as well as climate change, growing tensions in the relationship between China and the US, and the accompanying trade war between the two nations. The disruptions caused by these factors have led to huge changes in people's way of life throughout the world, with remote working and remote learning becoming the norm. Fortunately, VLI experienced limited operational impact from these changes during a year despite the serious economic difficulties that so many countries around the world experienced.

Twelve years of unstinting hard work and dedication by the VLI has paid off with continued profitability and allowed this subsidiary to become successfully listed on Christmas Eve, 2020, after a stringent review by the competent authorities of the Taiwan Stock Exchange. Rather than decreasing, the demand for laptops, game consoles, and peripheral devices continued to increase last year in response to pandemic-driven changes in people's lifestyles as remote work and learning boosted the stay-at-home economy. This fostered continuous shipment growth momentum for end-product shipments featuring solutions that VLI had been planning for many years, including USB3, USB Type-C, and USB PD devices. Meanwhile, we took advantage of further opportunities to obtain orders from several important customers on the back of tensions in China-US trade relations that prompted some brands to transfer orders. As a result, VLI saw its annual revenue growth exceed 30%.

### 2020 Business Report

To sum up, the Company's consolidated operating income in 2020 was NT\$1,969,592 thousand, with net profit attributable to the owner of the parent company of NT\$318,484 thousand and EPS of NT\$5.29 based on the weighted average number of outstanding shares of 60,205 thousand.

Items		2020	2019	
Financial income and expenditure	Operating revenue (NT\$thousand)	1,969,592	1,585,688	
	Gross profit (NT\$thousand)	960,842	821,820	
	Net income attributable to owners of the Company (NT\$thousand)	318,484	242,819	
Profitability	Return on assets (%)	14.84	21.45	
	Return on equity (%)	18.28	30.66	
	Percentage of paid-in capital (%)	Operating Income	57.13	46.70
		Pre-tax profit	52.99	47.06
	Net profit margin (%)	16.17	15.31	
Earnings per share (NT\$)	5.29	4.05		

### 2021 Business Plan

VLI, has long adhered to satisfying user needs as its starting point, with a commitment to providing practical and professional technology and design. We continuously launch new products to bring consumers greater convenience via high-speed data transmission. New products related to USB4 technology should enter mass production in the second half of 2021. VLI has long had a high penetration rate in the USB Type-C and high-speed data transmission markets. At the same time, we are optimistic about the development of 5G and AI. Driven by the work-from-home trend resulting from the pandemic, we anticipate greater demand to boost revenue growth. In response to the problem of tight chip packaging and testing capacity, we also continue to communicate with upstream manufacturers to strive for sufficient capacity, and at the same time effectively manage the supply and allocation of chip inventory to meet key customer needs. In this way, VLI and its customers can maintain a win-win situation to ensure continued revenue growth.

History witnessed a watershed year in 2020, and it also marked a significant period for VLI. The listing of our company represents an important milestone. Looking forward to the new year, our company shoulders the expectations of a greater number of shareholders. We will provide the best service to our customers, become deeply rooted in their hearts, and strive alongside them to pursue growth and profitability. Our goal is to continue to drive employees to maintain discipline, integrity and positive beliefs, implement the Company's core values, and continue to generate revenue for the Company!

Chairman: Wen-Chi Chen

CEO: Jyh-Fong Lin

Chief Accountant Hung-Wen Chen

March 22, 2021

**Attachment 2**

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

The Board of Directors made the Company's 2020 financial statements, which were certified by Deloitte & Touche and issued an audit report.

The Board of Directors also made the Company's 2020 business report and table of earnings distribution, which are approved by the Audit Committee and it is considered to comply with the Company Act and relevant laws and regulations. Accordance with 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. 2021 Annual General Shareholders Meeting

VIA Labs, Inc.

Convener of the Audit Committee: Yun-Ming Hsieh

**March 22, 2021**

## **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, 2020 and 2019, 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, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, 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 auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2020. 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, 2020 is 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 products amounted to \$1,229,211 thousand in 2020; such amount accounted for 62% of operating revenue, which is material to the consolidated financial statements. Therefore, recognition of revenue from the specific products 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 verified the consistency between the accounting treatment for sales of specific products and the policy on revenue recognition. We selected samples of revenue from the aforementioned products to confirm 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, 2020 and 2019 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient 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, 2020 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 Wen-Yea Shyu.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 22, 2021

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, 2020 AND 2019  
(In Thousands of New Taiwan Dollars)**

ASSETS	2020		2019	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 2,284,670	75	\$ 717,055	57
Accounts receivable, net (Notes 4 and 9)	228,914	8	211,723	17
Accounts receivable - related parties (Notes 4, 9 and 29)	1,485	-	6,794	-
Other receivables (Notes 4 and 9)	196	-	812	-
Inventories (Notes 4, 5 and 10)	266,761	9	219,932	18
Other current assets (Note 16)	<u>8,167</u>	<u>-</u>	<u>10,312</u>	<u>1</u>
Total current assets	<u>2,790,193</u>	<u>92</u>	<u>1,166,628</u>	<u>93</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	36,711	1	-	-
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	11,997	-	15,805	1
Investments accounted for using the equity method (Notes 4 and 12)	-	-	-	-
Property, plant and equipment (Notes 4, 13 and 29)	56,942	2	37,287	3
Right-of-use assets (Notes 4 and 14)	1,586	-	11,995	1
Intangible assets (Notes 4 and 15)	41,943	1	9,679	1
Deferred tax assets (Notes 4 and 23)	14,611	1	10,855	1
Refundable deposits (Note 16)	<u>86,593</u>	<u>3</u>	<u>1,058</u>	<u>-</u>
Total non-current assets	<u>250,383</u>	<u>8</u>	<u>86,679</u>	<u>7</u>
<b>TOTAL</b>	<b><u>\$ 3,040,576</u></b>	<b><u>100</u></b>	<b><u>\$ 1,253,307</u></b>	<b><u>100</u></b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable (Note 17)	\$ 161,389	5	\$ 105,614	8
Accounts payable - related parties (Notes 17 and 29)	14,806	1	11,974	1
Other payables (Notes 18 and 29)	198,112	7	169,802	14
Current tax liabilities (Notes 4 and 23)	14,001	-	38,812	3
Provisions - current (Notes 4 and 19)	3,342	-	3,324	-
Lease liabilities - current (Notes 4, 14 and 29)	2,831	-	12,702	1
Other current liabilities (Note 18)	<u>25,489</u>	<u>1</u>	<u>35,878</u>	<u>3</u>
Total current liabilities	<u>419,970</u>	<u>14</u>	<u>378,106</u>	<u>30</u>
<b>NON-CURRENT LIABILITIES</b>				
Lease liabilities - non-current (Notes 4, 14 and 29)	579	-	1,203	-
Net defined benefit liabilities (Notes 4 and 20)	3,156	-	3,087	-
Other non-current liabilities (Note 18)	<u>-</u>	<u>-</u>	<u>4,109</u>	<u>1</u>
Total non-current liabilities	<u>3,735</u>	<u>-</u>	<u>8,399</u>	<u>1</u>
Total liabilities	<u>423,705</u>	<u>14</u>	<u>386,505</u>	<u>31</u>
<b>EQUITY (Note 21)</b>				
Share capital	<u>675,000</u>	<u>22</u>	<u>600,000</u>	<u>48</u>
Capital surplus	<u>1,557,933</u>	<u>51</u>	<u>2,824</u>	<u>-</u>
Retained earnings				
Legal reserve	36,909	1	12,627	1
Special reserve	14,996	1	11,839	1
Unappropriated earnings	<u>347,790</u>	<u>11</u>	<u>254,508</u>	<u>20</u>
Total retained earnings	<u>399,695</u>	<u>13</u>	<u>278,974</u>	<u>22</u>
Other equity	<u>(15,757)</u>	<u>-</u>	<u>(14,996)</u>	<u>(1)</u>
Total equity	<u>2,616,871</u>	<u>86</u>	<u>866,802</u>	<u>69</u>
<b>TOTAL</b>	<b><u>\$ 3,040,576</u></b>	<b><u>100</u></b>	<b><u>\$ 1,253,307</u></b>	<b><u>100</u></b>

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, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 29)				
Sales	\$ 1,943,875	99	\$ 1,555,553	98
Other operating revenue	<u>25,717</u>	<u>1</u>	<u>30,135</u>	<u>2</u>
	1,969,592	100	1,585,688	100
OPERATING COSTS (Notes 10, 22 and 29)	<u>1,008,750</u>	<u>51</u>	<u>763,868</u>	<u>48</u>
GROSS PROFIT	<u>960,842</u>	<u>49</u>	<u>821,820</u>	<u>52</u>
OPERATING EXPENSES (Notes 22 and 29)				
Selling and marketing expenses	41,009	2	50,113	3
General and administrative expenses	46,076	2	38,138	2
Research and development expenses	487,765	25	452,264	29
Expected credit loss	<u>354</u>	<u>-</u>	<u>1,118</u>	<u>-</u>
Total operating expenses	<u>575,204</u>	<u>29</u>	<u>541,633</u>	<u>34</u>
PROFIT FROM OPERATIONS	<u>385,638</u>	<u>20</u>	<u>280,187</u>	<u>18</u>
NON-OPERATING INCOME AND EXPENSES (Notes 22 and 29)				
Interest income	4,521	-	9,625	1
Other gains and losses	(32,332)	(2)	(7,078)	(1)
Finance costs	<u>(170)</u>	<u>-</u>	<u>(392)</u>	<u>-</u>
Total non-operating income and expenses	<u>(27,981)</u>	<u>(2)</u>	<u>2,155</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	357,657	18	282,342	18
INCOME TAX EXPENSE (Notes 4 and 23)	<u>(39,173)</u>	<u>(2)</u>	<u>(39,523)</u>	<u>(3)</u>
NET PROFIT FOR THE YEAR	<u>318,484</u>	<u>16</u>	<u>242,819</u>	<u>15</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	237	-	(115)	-

(Continued)

## VIA LABS, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(12,460)	(1)	(2,708)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	<u>11,699</u>	<u>1</u>	<u>(449)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(524)</u>	<u>-</u>	<u>(3,272)</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<u>\$ 317,960</u>	<u>16</u>	<u>\$ 239,547</u>	<u>15</u>
<b>EARNINGS PER SHARE (Note 24)</b>				
From continuing operations				
Basic	<u>\$ 5.29</u>		<u>\$ 4.05</u>	
Diluted	<u>\$ 5.04</u>		<u>\$ 3.83</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, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	Share Capital	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, 2019	\$ 600,000	\$ 2,545	\$ 249	\$ 2,241	\$ 123,780	\$ -	\$ (11,839)	\$ 716,976
Compensation cost of employee share options (Note 25)	-	279	-	-	-	-	-	279
Appropriation of 2018 earnings								
Legal reserve	-	-	12,378	-	(12,378)	-	-	-
Special reserve	-	-	-	9,598	(9,598)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(90,000)	-	-	(90,000)
Net profit for the year ended December 31, 2019	-	-	-	-	242,819	-	-	242,819
Other comprehensive loss for the year ended December 31, 2019	-	-	-	-	(115)	(2,708)	(449)	(3,272)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	242,704	(2,708)	(449)	239,547
BALANCE AT DECEMBER 31, 2019	600,000	2,824	12,627	11,839	254,508	(2,708)	(12,288)	866,802
Issuance of ordinary shares for cash	75,000	1,550,276	-	-	-	-	-	1,625,276
Compensation cost of employee share options (Note 25)	-	4,833	-	-	-	-	-	4,833
Appropriation of 2019 earnings								
Legal reserve	-	-	24,282	-	(24,282)	-	-	-
Special reserve	-	-	-	3,157	(3,157)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(198,000)	-	-	(198,000)
Net profit for the year ended December 31, 2020	-	-	-	-	318,484	-	-	318,484
Other comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	237	(12,460)	11,699	(524)
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	318,721	(12,460)	11,699	317,960
BALANCE AT DECEMBER 31, 2020	<u>\$ 675,000</u>	<u>\$1,557,933</u>	<u>\$ 36,909</u>	<u>\$ 14,996</u>	<u>\$ 347,790</u>	<u>\$ (15,168)</u>	<u>\$ (589)</u>	<u>\$2,616,871</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, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 357,657	\$ 282,342
Adjustments for:		
Depreciation expense	26,332	19,230
Amortization expense	18,805	6,077
Expected credit loss recognized on accounts receivable	354	1,118
Finance costs	170	392
Interest income	(4,521)	(9,625)
Compensation costs of employee share options	4,833	279
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(24,666)	-
Accounts receivable	(17,545)	(61,099)
Accounts receivable - related parties	5,309	1,543
Inventories	(46,829)	(77,002)
Other current assets	2,145	(8,028)
Accounts payable	55,775	(13,468)
Accounts payable - related parties	2,832	2,268
Other payables	13,857	33,317
Provisions	18	3,324
Other current liabilities	(10,389)	6,655
Net defined benefit liabilities	306	352
Other non-current liabilities	(4,109)	(1,035)
Cash generated from operations	380,334	186,640
Interest received	5,137	10,094
Interest paid	(170)	(392)
Income tax paid	(67,740)	(1,704)
Net cash generated from operating activities	<u>317,561</u>	<u>194,638</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	(8,652)	(18,513)
Payments for property, plant and equipment	(44,800)	(21,427)
(Increase) decrease in refundable deposits	(85,535)	28
Payments for intangible assets	(26,852)	(10,149)
Net cash used in investing activities	<u>(165,839)</u>	<u>(50,061)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of ordinary shares	1,625,276	-
Decrease in guarantee deposits	-	(29)
Repayment of the principal portion of lease liabilities	(11,037)	(9,090)
Dividends paid	(198,000)	(90,000)

(Continued)

## VIA LABS, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

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	2020	2019
Net cash generated from (used in) financing activities	<u>1,416,239</u>	<u>(99,119)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(346)</u>	<u>(449)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,567,615	45,009
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>717,055</u>	<u>672,046</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$2,284,670</u>	<u>\$ 717,055</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, 2020 and 2019, 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, 2020 and 2019, 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 auditing standards generally accepted in 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, 2020. 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, 2020 is 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 products amounted to \$1,229,211 thousand in 2020; such amount accounted for 62% of operating revenue, which is material to the parent company only financial statements. Therefore, recognition of revenue from the specific products 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 verified the consistency between the accounting treatment for sales of specific products and the policy on revenue recognition. We selected samples of revenue from the aforementioned products to confirm 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the 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, 2020 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 Wen-Yea, Shyu.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 22, 2021

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, 2020 AND 2019**  
(In Thousands of New Taiwan Dollars)

ASSETS	2020		2019	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 2,273,242	75	\$ 707,433	56
Accounts receivable, net (Notes 4 and 9)	228,914	7	211,723	17
Accounts receivable - related parties (Notes 4, 9 and 28)	1,485	-	6,794	1
Other receivables (Notes 4 and 9)	196	-	812	-
Inventories (Notes 4, 5 and 10)	266,761	9	219,932	17
Other current assets (Note 15)	7,868	-	10,022	1
Total current assets	<u>2,778,466</u>	<u>91</u>	<u>1,156,716</u>	<u>92</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	36,711	1	-	-
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	11,997	-	15,805	1
Investments accounted for using the equity method (Notes 4 and 11)	15,866	1	14,505	1
Property, plant and equipment (Notes 4, 12 and 28)	56,887	2	37,272	3
Right-of-use assets (Notes 4 and 13)	772	-	10,087	1
Intangible assets (Notes 4 and 14)	41,943	1	9,679	1
Deferred tax assets (Notes 4 and 22)	14,611	1	10,855	1
Refundable deposits (Note 15)	86,593	3	1,058	-
Total non-current assets	<u>265,380</u>	<u>9</u>	<u>99,261</u>	<u>8</u>
<b>TOTAL</b>	<u>\$ 3,043,846</u>	<u>100</u>	<u>\$ 1,255,977</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable (Note 16)	\$ 161,389	5	\$ 105,614	8
Accounts payable - related parties (Notes 16 and 28)	14,806	1	11,974	1
Other payables (Notes 17 and 28)	202,270	7	174,325	14
Current tax liabilities (Notes 4 and 22)	13,950	-	38,802	3
Provisions - current (Notes 4 and 18)	3,342	-	3,324	-
Lease liabilities - current (Notes 4, 13 and 28)	2,388	-	11,630	1
Other current liabilities (Note 17)	25,504	1	35,989	3
Total current liabilities	<u>423,649</u>	<u>14</u>	<u>381,658</u>	<u>30</u>
<b>NON-CURRENT LIABILITIES</b>				
Lease liabilities - non-current (Notes 4, 13 and 28)	170	-	321	-
Net defined benefit liabilities (Notes 4 and 19)	3,156	-	3,087	-
Other non-current liabilities (Note 17)	-	-	4,109	1
Total non-current liabilities	<u>3,326</u>	<u>-</u>	<u>7,517</u>	<u>1</u>
Total liabilities	<u>426,975</u>	<u>14</u>	<u>389,175</u>	<u>31</u>
<b>EQUITY (Note 20)</b>				
Share capital	675,000	22	600,000	48
Capital surplus	1,557,933	51	2,824	-
Retained earnings				
Legal reserve	36,909	1	12,627	1
Special reserve	14,996	1	11,839	1
Unappropriated earnings	347,790	11	254,508	20
Total retained earnings	399,695	13	278,974	22
Other equity	(15,757)	-	(14,996)	(1)
Total equity	<u>2,616,871</u>	<u>86</u>	<u>866,802</u>	<u>69</u>
<b>TOTAL</b>	<u>\$ 3,043,846</u>	<u>100</u>	<u>\$ 1,255,977</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, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 28)				
Sales	\$ 1,943,875	99	\$ 1,555,553	98
Other operating revenue	<u>25,717</u>	<u>1</u>	<u>30,135</u>	<u>2</u>
	1,969,592	100	1,585,688	100
OPERATING COSTS (Notes 10, 21 and 28)	<u>1,008,750</u>	<u>51</u>	<u>763,868</u>	<u>48</u>
GROSS PROFIT	<u>960,842</u>	<u>49</u>	<u>821,820</u>	<u>52</u>
OPERATING EXPENSES (Notes 21 and 28)				
Selling and marketing expenses	41,009	2	50,113	3
General and administrative expenses	46,076	3	38,138	2
Research and development expenses	490,392	25	454,172	29
Expected credit loss	<u>354</u>	<u>-</u>	<u>1,118</u>	<u>-</u>
Total operating expenses	<u>577,831</u>	<u>30</u>	<u>543,541</u>	<u>34</u>
PROFIT FROM OPERATIONS	<u>383,011</u>	<u>19</u>	<u>278,279</u>	<u>18</u>
NON-OPERATING INCOME AND EXPENSES (Notes 11, 21 and 28)				
Interest income	4,509	-	9,617	1
Other gains and losses	(32,009)	(1)	(7,243)	(1)
Finance costs	(100)	-	(263)	-
Share of profit (loss) of subsidiaries and associates	<u>1,707</u>	<u>-</u>	<u>283</u>	<u>-</u>
Total non-operating income and expenses	<u>(25,893)</u>	<u>(1)</u>	<u>2,394</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	357,118	18	280,673	18
INCOME TAX EXPENSE) BENEFIT (Notes 4 and 22)	<u>(38,634)</u>	<u>(2)</u>	<u>(37,854)</u>	<u>(3)</u>
NET PROFIT FOR THE YEAR	<u>318,484</u>	<u>16</u>	<u>242,819</u>	<u>15</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans (Note 19)	237	-	(115)	-

(Continued)

## VIA LABS, INC.

### PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

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

	2020		2019	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(12,460)	(1)	(2,708)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations (Note 4)	<u>11,699</u>	<u>1</u>	<u>(449)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(524)</u>	<u>-</u>	<u>(3,272)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 317,960</u>	<u>16</u>	<u>\$ 239,547</u>	<u>15</u>
EARNINGS PER SHARE (Note 23)				
From continuing operations				
Basic	<u>\$ 5.29</u>		<u>\$ 4.05</u>	
Diluted	<u>\$ 5.04</u>		<u>\$ 3.83</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, 2020 AND 2019  
(In Thousands of New Taiwan Dollars)

	Share Capital	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, 2019	\$ 600,000	\$ 2,545	\$ 249	\$ 2,241	\$ 123,780	\$ -	\$ (11,839)	\$ 716,976
Compensation cost of employee share options (Note 24)	-	279	-	-	-	-	-	279
Appropriation of 2018 earnings								
Legal reserve	-	-	12,378	-	(12,378)	-	-	-
Special reserve	-	-	-	9,598	(9,598)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(90,000)	-	-	(90,000)
Net profit for the year ended December 31, 2019	-	-	-	-	242,819	-	-	242,819
Other comprehensive loss for the year ended December 31, 2019	-	-	-	-	(115)	(2,708)	(449)	(3,272)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	242,704	(2,708)	(449)	239,547
BALANCE AT DECEMBER 31, 2019	600,000	2,824	12,627	11,839	254,508	(2,708)	(12,288)	866,802
Issuance of ordinary shares for cash	75,000	1,550,276	-	-	-	-	-	1,625,276
Compensation cost of employee share options (Note 24)	-	4,833	-	-	-	-	-	4,833
Appropriation of 2019 earnings								
Legal reserve	-	-	24,282	-	(24,282)	-	-	-
Special reserve	-	-	-	3,157	(3,157)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(198,000)	-	-	(198,000)
Net profit for the year ended December 31, 2020	-	-	-	-	318,484	-	-	318,484
Other comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	237	(12,460)	11,699	(524)
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	318,721	(12,460)	11,699	317,960
BALANCE AT DECEMBER 31, 2020	<u>\$ 675,000</u>	<u>\$1,557,933</u>	<u>\$ 36,909</u>	<u>\$ 14,996</u>	<u>\$ 347,790</u>	<u>\$ (15,168)</u>	<u>\$ (589)</u>	<u>\$2,616,871</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, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 357,118	\$ 280,673
Adjustments for:		
Depreciation expense	25,261	18,122
Amortization expense	18,805	6,077
Expected credit loss recognized on accounts receivable	354	1,118
Finance costs	100	263
Interest income	(4,509)	(9,617)
Compensation costs of employee share options	4,833	279
Share of (profit) loss of subsidiaries and associates	(1,707)	(283)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(24,666)	-
Accounts receivable	(17,545)	(61,099)
Accounts receivable - related parties	5,309	1,543
Inventories	(46,829)	(77,002)
Other current assets	2,154	(8,059)
Accounts payable	55,775	(13,468)
Accounts payable - related parties	2,832	2,268
Other payables	13,492	28,560
Provisions	18	3,324
Other current liabilities	(10,485)	6,766
Net defined benefit liabilities	306	352
Other non-current liabilities	(4,109)	(1,035)
Cash generated from operations	376,507	178,782
Interest received	5,125	10,086
Interest paid	(100)	(263)
Income tax paid	(67,242)	(17)
Net cash generated from operating activities	<u>314,290</u>	<u>188,588</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	(8,652)	(18,513)
Payments for property, plant and equipment	(44,749)	(21,412)
(Increase) decrease in refundable deposits	(85,535)	28
Payments for intangible assets	(26,852)	(10,149)
Net cash used in investing activities	<u>(165,788)</u>	<u>(50,046)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Decrease in guarantee deposits	-	(29)
Repayment of the principal portion of lease liabilities	(9,969)	(8,028)
Dividends paid	(198,000)	(90,000)
Proceeds from issuance of ordinary shares	<u>1,625,276</u>	<u>-</u>

(Continued)

## VIA LABS, INC.

### PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

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	2020	2019
Net cash generated from (used in) financing activities	<u>1,417,307</u>	<u>(98,057)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,565,809	40,485
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>707,433</u>	<u>666,948</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$2,273,242</u>	<u>\$ 707,433</u>

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

**Attachment 4****VIA Labs, Inc.  
2020 Table of Earnings Distribution**

NT\$

<b>Items</b>	<b>Amount</b>	
Retained earnings at the beginning of the period		29,068,486
Add: Net income	318,483,984	
Add: Remeasurements of defined benefit plans recognized in retained earnings	236,940	
Net income plus items other than net income are included in the amount of undistributed surplus for the current year		318,720,924
Less: Legal reserve (10%)		(31,872,092)
Less: Special reserve		(760,746)
Distributable earnings		315,156,572
Distribution items:		
Less: Cash dividend (NT\$4.5 per share)		(303,750,000)
Retained earnings at the end of the period		11,406,572

Chairman: Wen-Chi Chen

CEO: Jyh-Fong Lin

Chief Accountant Hung-Wen Chen

## Attachment 5

### VIA Labs, Inc.

#### Comparison Table of Amended Articles of Incorporation

Amended Version	Original Version	Description
<p>Article 5-1:  <u>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.</u></p>		In order to meet the needs of future operations, this provision will be revised
<p>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 <u>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”</u>.</p>	<p>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 <u>company issued</u> solicitation document <u>stipulating the extent of the authorization with signature or company seal thereon. Unless otherwise stipulated in Article 177 of the Company Act, appointing a proxy in addition to the Company Law shall be done</u> according to the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” <u>by the competent authority.</u></p>	Amendment words.
<p>Article 13:            The Company shall appoint <u>5~9</u> 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.</p>	<p>Article 13:            The Company shall appoint <u>nine</u> directors by using the candidate nomination system. <u>After the Company is listed on the TWSE/TPEX,</u> 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.</p>	In order to meet the needs of future operations, amend the number of Directors.

Amended Version	Original Version	Description
<p>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. <u>The above</u> notice in respect of convening the meeting shall be done in writing, fax, or electronic email.</p> <p>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.</p> <p>Omitted...</p>	<p>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. <u>The above</u> notice in respect of convening the meeting shall be done in writing, fax, or electronic email.</p> <p>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.</p> <p>Omitted...</p>	<p>Amendment words.</p>
<p>Article 20: If there is a net profit in the final accounts of the Company, it shall be allocated in the following order.:</p> <ol style="list-style-type: none"> <li>1. Pay taxes.</li> <li>2. Cover accumulated losses.</li> <li>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.</li> <li>4. Special reserve shall be increased or rotated in accordance with the law. <u>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.</u></li> <li>5. After the allocation in item 1-4, the BOD shall prepare the Surplus distribution case with the previous</li> </ol>	<p>Article 20: 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 shareholders' dividends allocated shall not be lower than 10% of <u>the distributable surplus</u>. The method for allocation of shareholders' dividends could be done in cash or stock dividends, where the proportion of cash dividends should not be less than ten percent.</p> <p>If there is a net profit in the final accounts of the Company, it shall be allocated in the following order.:</p> <ol style="list-style-type: none"> <li>1. Pay taxes.</li> <li>2. Cover accumulated losses.</li> <li>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.</li> <li>4. Special surplus reserve shall be increased or rotated in accordance with the law.</li> <li>5. After the allocation in item 1-4, the</li> </ol>	<p>According to Jin Guan Zheng Fa Zi No. 1090150022 and 10901500221 of the Financial Supervisory Commission. Revise the method of special reserve appropriation.</p>

Amended Version	Original Version	Description
<p>annual accumulation of undistributed surplus.</p> <p>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 <u>the net surplus of current year</u>. The proportion of cash dividends should not be less than ten percent.</p> <p>Surplus distribution to be handled as follows: distributable dividends and bonuses 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.</p>	<p>BOD shall prepare the Surplus distribution case with the previous annual accumulation of undistributed surplus to be handled as follows: distributable dividends and bonuses 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.</p>	
<p>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  <u>7th amendment on June 18, 2021</u></p>	<p>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</p>	<p>Amendment date</p>

## Attachment 6

### VIA Labs, Inc. Comparison Table of Procedures for Financial Derivatives Transactions

Amended Version	Original Version	Description
<p>Article 8 Internal audit system An internal auditor shall regularly review the appropriateness of the derivatives transaction internal control system, conduct monthly checks on how well the trading unit is complying with these Procedures, analyze transaction cycles, and include their findings in an audit report. Where a material violation is discovered, they shall notify the <u>Audit Committee</u> in writing.</p>	<p>Article 8 Internal audit system An internal auditor shall regularly review the appropriateness of the derivatives transaction internal control system, conduct monthly checks on how well the trading unit is complying with these Procedures, analyze transaction cycles, and include their findings in an audit report. Where a material violation is discovered, they shall notify the <u>Supervisor</u> in writing.</p>	<p>Cooperate with the Financial Management Committee's Issue No. 10200531121 . Set up an Audit Committee to replace the supervisory function.</p>
<p>Article 12 These Procedures were drawn up on November 21, 2017. 1st amendment on May 22, 2019 2nd amendment on November 5, 2019 <u>3rd amendment on June 18, 2021</u></p>	<p>Article 12 These Procedures were drawn up on November 21, 2017. 1st amendment on May 22, 2019 2nd amendment on November 5, 2019</p>	<p>Amendment date</p>

## Appendix 1

### Shareholdings of Directors

- I. The Company has paid-in capital of NT\$675,000,000, with a total of 67,500,000 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 5,400,000 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 38,843,000 shares, the details are as follows:

April 20, 2021

Position	Name	Date of Election	Term	Number of Shares Held at Book Closure Date	Percentage of Issued Shares (%)
Chairman	VIA Technologies, Inc. Representative: Wen-Chi Chen	2019.11.05	3 years	38,843,000	57.55%
Director	VIA Technologies, Inc. Representative: Tzu-Mu Lin	2019.11.05	3 years	38,843,000	57.55%
Director	VIA Technologies, Inc. Representative: Chu-Wan Chen	2019.11.05	3 years	38,843,000	57.55%
Director	VIA Technologies, Inc. Representative: Cher Wang	2020.06.19	2 years	38,843,000	57.55%
Director	Huang-Chieh Chu	2019.11.05	3 years	0	0%
Director	Yueh-Chiang Yu	2020.06.19	2 years	0	0%
Independent Director	Yun-Ming Shieh	2019.11.05	3 years	0	0%
Independent Director	Wei-Hsiung Yin	2019.11.05	3 years	0	0%
Independent Director	Pek-Seng Ng	2019.11.05	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 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.

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 company issued solicitation document stipulating the extent of the authorization with signature or company seal thereon. Unless otherwise stipulated in Article 177 of the Company Act, appointing a proxy in addition to the Company Law shall be done according to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" by the competent authority.

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 nine directors by using the candidate nomination system. After the Company is listed on the TWSE/TPEX, 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: 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 shareholders' dividends allocated shall not be lower than 10% of the annual distributable surplus. The method for allocation of shareholders' dividends could be done in cash or stock dividends, where the proportion of cash dividends should not be less than ten percent.

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 surplus reserve shall be increased or rotated in accordance with the law.
5. After the allocation in item 1-4, the BOD shall prepare the Surplus distribution case with the previous annual accumulation of undistributed surplus to be handled as follows: distributable dividends and bonuses 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

VIA Labs, Inc.

Chairman: Wen-Chi Chen

## Appendix 3

# VIA Labs, Inc. Procedures for Financial Derivatives Transactions

### Article 1 Purpose

In order to establish the Company's risk management system of conducting derivative transactions, conducting such transactions shall be in accordance with the Handling Procedures.

### Article 2 Principles and Guidelines

- I. Instruments: Instruments of financial derivatives transactions that the company can engage in referred herein are broadly defined as instruments that derive their value from the performance of interest rates, foreign exchange rates, prices of financial instruments, indexes, credit ratings, or other variables. Such instruments include swaps, options, futures, forwards, various combinations thereof, embedded derivatives contracts, or structured products. "Forwards" referred herein exclude insurance, performance, after-sale service, long-term lease and long-term purchase (sales) agreements.
- II. Operational or Hedge Strategies: The derivative transactions should mainly be conducted for the purpose to ensure profits of the Company's business and avoid risks associated with fluctuation in exchange rate, interest rate, and/or value of assets.
- III. Authorization / Delegation:
  1. Finance unit: Collect market information; estimate the trend and risks; get familiar with financial products, relevant laws and regulations and the operational skills to conduct the derivative transaction; and conduct the derivative transaction in accordance with the instruction of the authorized officer, and within the authorized amount limit to avoid the risks associated with fluctuation of market price. Make the periodic performance evaluation. Provide information regarding positions of risk exposure and make a public announcement and file the required report(s) periodically.
  2. Accounting unit: Carry out accounting processing matters in accordance with the accounting processing methods regulated by this processing procedure
  3. Audit unit: Assess at regular intervals whether derivatives transactions conform with regulations regarding transaction procedures and whether risks are within the Company's tolerable range. The audit department shall make an audit report on the compliance with the processing procedures of the derivative commodity transaction. If a major violation is found, the audit committee shall be notified in writing.
  4. Performance assessments: Non-transaction for trading purposes shall be assessed on a regularly scheduled basis once every two weeks. Transaction for trading purposes shall be assessed on a regularly scheduled basis once per week. Performance assessments shall make a comparison on the assessment date with a predetermined assessment basis, as a reference for future decision-making. The evaluation report should be submitted to the senior executives authorized by the board of directors for verification. Performance assessments shall make a comparison on the assessment date with a predetermined assessment basis, as a reference for future decision-making.
  5. Transaction limit: The Company engages in derivatives transactions based on the principle of risk hedging, and not for the purpose of generating profit. Derivatives trading must therefore be based on substantive transactions, and the total balance of all hedging contracts at any time may not exceed the hedging needs resulting from identifiable foreign currency commitments or derived from substantive transactions.

6. Ceiling amount for losses on all contracts and on individual contracts: For derivatives transactions in which the Company engages, the ceiling amount for losses on all contracts and on individual contracts is set at 15 percent of the principal amount of all contracts. When losses on all contracts or any contract reach the aforesaid ceiling, the Company shall immediately notify the Audit Committee and convene the relevant personnel to respond.

#### Article 3 Procedures

- I. Authorized amounts: Engage in derivative commodity transactions should be approved by senior executives authorized by the board of directors.
- II. Executing units: Derivatives transactions shall be executed by dedicated staff of financial units.
- III. Description of operations:
  1. Confirm trading position
  2. Analyze and evaluate relevant trends.
  3. Decide on a specific hedging method
    - (1) Subject of the trade.
    - (2) Trading position.
    - (3) Target price level and price interval.
    - (4) Trade strategy and type.
- III. Obtain approval for the transaction
- V. Transaction execution
  1. Transaction counterparty: limited to foreign and domestic financial institutions.
  2. Trading personnel: Company personnel that may execute derivatives transactions shall first be approved by the chairman of the board or General Manager, and notice of them shall be given to a Company-designated financial institution. Persons other than the aforesaid personnel may not engage in transactions.
- VI. Transaction verification: The trading personnel, after making a transaction, shall fill out a transaction voucher, and after verification personnel have verified whether the terms and conditions of the trade match those of the transaction voucher, submit the transaction voucher to the executive in charge for final approval.
- VII. Settlement: After a transaction has been verified to be without error, the finance unit shall have designated settlement personnel prepare the price funds and relevant vouchers and conduct settlement on the settlement date at the agreed-upon price.

#### Article 4 Public announcement and reporting procedure

The Company shall, on a monthly basis, report and publicly disclose the financial derivative transactions conducted by it and its subsidiaries up to the end of the previous month in accordance with relevant regulations.

#### Article 5 Accounting treatment

The accounting unit of the Company shall perform accounting in accordance with the Business Accounting Act, Statements of Financial Accounting Standards (SFAS), and the relevant directives of the competent authority; items for which there is no relevant provision shall be recorded in a subsidiary ledger, and treated in a monthly statement of realized and unrealized gains and losses.

#### Article 6 Internal control system

- I. Risk management measures
  1. Credit risk considerations: Transaction counterparties shall be confined to Company-designated banks or an internationally renowned financial institution, and which can provide professional information.
  2. Market price risk considerations: The company should always pay attention to the risks of the derivative financial products it engages in due to changes in market prices.

3. Liquidity considerations: In order to ensure liquidity, transaction partners must have sufficient information and transaction execution capabilities.
4. Operational considerations: Transactions must be in full compliance with the authorized ceiling amount and operational procedures.
5. Legal considerations: Documents to be signed with a bank must be reviewed by legal affairs personnel before they can be formally signed.
6. Cash flow considerations: A prerequisite for a transaction is that it must not cause future cash flow concerns.

## II. Internal controls

1. The Financial unit's transaction personnel and confirmation and settlement operations personnel may not concurrently serve in more than one of those positions.
2. Transaction personnel shall hand over transaction vouchers or contracts to bookkeeping personnel for account keeping.
3. Bookkeeping personnel shall at regular intervals reconcile accounts or records with the trading counterparty.
4. Transaction risk measurement, monitoring, and control personnel shall be members of a different department than the personnel of the previous subparagraph, and shall report to the board of directors or a senior executive not responsible for decision making regarding transactions or positions.

## III. Periodic evaluation methods and Handling of irregularities

1. The Head of Finance Department appointed by the board of directors to monitor and control derivatives trading risks on an ongoing basis shall also at regular intervals evaluate whether trading performance accords with established operational strategies, and whether risks assumed are within a tolerable range.
2. They shall at regular intervals evaluate whether the risk management procedures currently in use are appropriate and scrupulously conducted in accordance with these Procedures.
3. Positions generated due to trading purposes are evaluated once a week, and non-trading transactions conducted due to business needs are evaluated once every two weeks. The evaluation reports shall be submitted to the senior executive authorized by the board of directors to review and sign.
4. The officer shall monitor the trading and profit and loss situation. When any irregularity is discovered, the officer shall report to the board of directors. The board of directors shall have the independent director(s) attend and express an opinion.

Article 7 The Company shall enter detailed information into a log book regarding the types of derivatives transaction in which it engages, dollar amount thereof, the date on which approval was granted by the board of directors, and matters deserving attention in periodic evaluations.

### Article 8 Internal audit system

An internal auditor shall regularly review the appropriateness of the derivatives transaction internal control system, conduct monthly checks on how well the trading unit is complying with these Procedures, analyze transaction cycles, and include their findings in an audit report. Where a material violation is discovered, they shall notify the Supervisor in writing.

### Article 9 Other matters

These Procedures are adopted in accordance with the laws and regulations, and have been adopted with the approval of one half or more of the entire membership of the Audit Committee, and submitted it to board of directors, and submitted to a shareholders meeting for approval; the same applies when the Procedures are amended. If such transaction is not approved by a majority of all members of the Audit Committee, alternatively, such may be approved by two-thirds of all directors,

provided that in such case, the resolutions adopted by the Audit Committee shall be recorded in the Resolution of the Board of Directors.

“All members of the Audit Committee” referred to in the Procedures and “all directors” referred to in the preceding paragraph shall mean the actual number of the committee members/directors.

Article 10 If any circumstance contemplated under these Procedures occurs at a subsidiary of the Company, the subsidiary shall first notify the Company, and subsequently take action to handle the circumstance. In addition, a subsidiary is required each month to furnish the Company with relevant detailed statements for the previous month to facilitate corporate oversight.

Article 11 If relevant personnel violate these Procedures or any provision herein, measures shall be taken under the applicable rules of the Company.

Article 12 These Procedures were drawn up on November 21, 2017.

1st amendment on May 22, 2019

2nd amendment on November 5, 2019

## Appendix 4

### VIA Labs, Inc. Rules and Procedure of Shareholders' Meeting

1. The procedures for this Corporation's shareholders' meetings shall be as provided in these Rules.
2. The "shareholders" in the Rules and Procedure of Shareholders' Meeting refers to the shareholders and their proxies listed in the shareholders register.
3. The venue for the shareholders' meeting shall be within 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 a.m. and no later than 3 p.m. The shareholder (or proxy) shall hand in sign in cards when attending the shareholders meeting, and the number of shares shall be calculated according to the sign in cards plus the number of shares whose voting rights are exercised by correspondence or electronically, and attendance and voting shall be based on the number of shares.
4. The Chair shall call the meeting to order when the attending shareholders do represent the majority of the total number of issued shares at the appointed meeting time. If the attending shareholders do not represent the majority of the total number of issued shares after the appointed meeting time, the chair may announce a postponement. If the quorum is not met after two postponements (first postponement of 20 minutes, and second postponement of 10 minutes) 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 1 month. 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 during the shareholders' meeting pursuant to Article 174 of the Company Act.
5. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. 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. After the meeting is adjourned, the shareholders may not elect another Chair or resume the meeting at the original address or another venue. However, if the Chair violates the rules of procedure in declaring the meeting adjourned, the shareholders may resume the meeting by electing another Chair with the consent of one-half or more of the number of shareholders present at the meeting.
6. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting. After an attending shareholder has spoken, the Chair may respond in person or direct relevant personnel to respond. When a juristic person is appointed to attend as proxy, only one person may be designated to represent in the meeting. 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.

7. When 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. 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. A single speech may not exceed 5 minutes, and may be extended once for 3 minutes by approval of the Chairman.
8. Except with the consent of the Chair, a shareholder may not speak more than twice on the same proposal. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
9. During the discussion meeting, the Chairman may declare the meeting adjourned at an appropriate time and announce the discussion closed if necessary. After the discussion meeting is adjourned, the chairman shall call for a vote. If there is an election or voting, during the time for attendance registrations, the attendance registration shall be stopped before the voting starts.
10. Except as otherwise provided in the Company Act and in this Corporation's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, if upon inquiry by the meeting Chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote.
11. 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. The number of shares for which voting rights may not be exercised shall not be calculated as part of the voting rights represented by attending shareholders.
12. 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.
13. The Company shall make an uninterrupted audio and video recording of all meeting procedures, which shall be retained for at least 1 year.
14. When a shareholder has an interest 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.
15. When a meeting is in progress, the Chair may announce a break based on time considerations.
16. The meeting shall be suspended if there is an air raid drill, and attending members shall all evacuate. The meeting will continue one hour after the end of the air raid drill.
17. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, signed or sealed by the Chairman of the shareholders' meeting and distributed to the shareholders within 20 days after the meeting. The proceedings shall be distributed in accordance with the Company Act.

18. If the shareholders' meeting cannot be held on the notified date or the meeting cannot be continued, a resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act, and the convening procedures mentioned in Article 172 of the Company Act shall not be applicable.
19. Unspecified matters shall be operated in accordance with the Articles of Incorporation, the Company Act and the relevant laws and regulations.
20. 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 and unable to exercise the powers of the Chairperson, the Chairperson shall appoint one of the directors to act as Chair. Where the Chairperson 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.
21. 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 the Company. The result of the vote under the preceding paragraph shall be made known immediately and recorded in writing. When there is an amendment or an alternative to a proposal, the Chair shall 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.
22. 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."
23. These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.  
The Rules and Procedure of Shareholders' Meeting was drawn up on November 21, 2017.