



VIA Labs, Inc.

TWSE : 6756

VIA Labs, Inc.

2024 Annual General Shareholders' Meeting Agenda Book (Translation)

June 20, 2024

Table of Contents

	Pages
Agenda for Annual General Shareholders' Meeting	1
Report Items	2
Matters for Ratification	3
Matters for Discussion	3
Extraordinary Motions	3

Attachments

Attachment 1. 2023 Business Report	4
Attachment 2. 2023 Audit Committee's Review Report	6
Attachment 3. 2023 Financial Statements	7
Attachment 4. 2023 Table of Earnings Distribution.....	27
Attachment 5. 2023 Remuneration of Directors	28
Attachment 6. Comparison Table of Amended Articles of Incorporation.....	29

Appendices

Appendix 1: Shareholdings of Directors	30
Appendix 2: Articles of Incorporation.....	31
Appendix 3: Rules of Procedure for Shareholders Meetings	35

VIA Labs, Inc.

2024 Annual General Shareholders' Meeting

- I. Time: June 20, 2024 (Thursday) at 9:00 a.m.
- II. Venue: Room B, 2F, Taipei Innovation City Convention Center; No. 223, Sec. 3, Beixin Rd., Xindian Dist., New Taipei City, Taiwan.
- III. Method of Convening the Shareholders' Meeting : Physical Shareholders Meeting
- IV. Meeting procedure:
 - (I) Call Meeting to Order
 - (II) Chairman's Address
 - (III) Report Items
 - 1. 2023 Business Report.
 - 2. 2023 Audit Committee's Review Report.
 - 3. 2023 Compensation Distribution for Employees and Directors.
 - 4. 2023 Cash Dividend Distribution.
 - 5. 2023 Directors' Remuneration Report.
 - (IV) Matters for Ratification
 - 1. Adoption of 2023 Business Report and Financial Statements.
 - 2. Adoption of 2023 Retained Earnings Distribution.
 - (V) Matters for Discussion
 - Amendment of the Articles of Incorporation.
 - (VI) Extraordinary Motions
 - (VII) Adjournment

Report Items

Report Item 1 Proposed by the Board of Directors

Proposal: 2023 Business Reports. Please review.

Explanation: Please refer to Attachment 1 page 4-5 and Attachment 3 page 7-26 of the Meeting Agenda.

Report Item 2 Proposed by the Board of Directors

Proposal: 2023 Audit Committee's Review Report. Please review.

Explanation: Please refer to Attachment 2 page 6 of the Meeting Agenda.

Report Item 3 Proposed by the Board of Directors

Proposal: 2023 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\$233,486,773, which was distributed in cash in accordance with the Articles of Incorporation, of which NT\$20,000,000 was allocated as employees compensation (including the manager compensation of 2.14%, NT\$5,000,000), representing 8.57% of pre-tax profit, and NT\$900,000 was allocated as remuneration for directors, representing 0.39% of pre-tax profit.
3. The proposal was reviewed by the Remuneration Committee on March 5, 2024 and approved by the Board of Directors on March 6, 2024.

Report Item 4 Proposed by the Board of Directors

Proposal: 2023 Cash Dividend Distribution. Please review.

Explanation:

1. The Company's 2023 distributable retained earnings is NT\$335,346,512. Considering the use of funds and to prevent capital inflation, it is proposed to distribute cash dividends of NT\$2 per share (up to February 20, 2024, calculation of the number of outstanding shares), with total amount of NT\$138,984,000. Please refer to Attachment 4 page 27 of the Meeting Agenda.
2. This cash dividend is calculated based on the distribution ratio. The unit shall be in NTD and decimals shall be rounded up, and the total fractional amount less than NT\$1 are recognized as other income.
3. The proposal was approved by the Board of Directors on March 6, 2024, it is proposed that the Chairman of Board be authorized to resolve the ex-dividend date, cash dividend distribution date, and if the number of outstanding shares is affected by the change in the company's share capital, and resulting in an adjustment to the payout ratio. The chairman of the Board shall fully authorized by the resolution of the Board of Directors in handling related matters.
4. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

Report Item 5 Proposed by the Board of Directors

Proposal: 2023 Directors' Remuneration Report. Please review.

Explanation:

1. The directors' remuneration of the company includes the carriage fee for participating in board meetings and functional committees, the remuneration of the functional committees, and the

directors' remuneration appropriated according to the company's articles of association based on annual profits:

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

Please refer to Attachment 5 page 28 of the Meeting Agenda.

2. The proposal was reviewed by the Remuneration Committee on March 5, 2024 and approved by the Board of Directors on March 6, 2024.

Matters for Ratification

Ratification Proposal 1 Proposed by the Board of Directors

Proposal: Adoption of 2023 Business Report and Financial Statements.

Explanation: The 2023 business report and financial statements have been approved by the Board of Directors on March 6, 2024, among which the financial statements were certified by CPA Pan-Fa Wang and CPA Chin-Chuan Shih of Deloitte & Touche. They believed that the financial statements presented fairly the financial position, business achievements and cash flows as at December 31, 2023, 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 4-5 and Attachment 3 page 7-26 of the Meeting Agenda.

Resolution:

Ratification Proposal 2 Proposed by the Board of Directors

Proposal: Adoption of 2023 Retained Earnings Distribution.

Explanation: Please refer to Attachment 4 page 27 "2023 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: Amended to comply with laws and regulations, the company hereby proposes to amend the "Articles of Incorporation". Please refer to Attachment 6 page 29 "Comparison Table of Amended Articles of Incorporation" of the Meeting Agenda.

Resolution:

Extraordinary Motions

Adjournment

Attachment 1

VIA Labs, Inc. 2023 Business Report

The global COVID-19 pandemic has gradually eased over the past year, and most countries have reopened borders. However, the global economy has yet to show signs of substantial recovery since central banks around the world continuously raised interest rates to curb inflation, leading to a freeze in corporate investment and consumer spending. As a result, end demand has rapidly contracted, and the PC and smartphone markets have experienced the most significant decline in history.

The ongoing trade tensions between the United States and China, coupled with China's economic slowdown and the outbreak of the Israel-Palestine conflict in early October 2023, may continue negatively impacting the global economic outlook. Faced with the unpredictable economic situation and persistent operational challenges, VIA Labs continued executing and delivering on its technology roadmap by continuously releasing new high-speed transmission and USB Type-C application products and actively maintaining technological leadership by incorporating the latest standards and product differentiation. In particular, VIA Labs VL108 USB PD 3.1 and DP Alt-mode controller was the first general-purpose design to achieve USB-IF USB PD 3.1 EPR certification. Also, the VL830 USB4 device was adopted in numerous projects by nearly 50 customers worldwide, providing momentum for diverse products such as travel docks and displays. Furthermore, the VL832 USB4 device controller achieved USB4 certification from the USB Implementers Forum (USB-IF), making it the first USB4 device supporting DisplayPort and USB Tunneling, marking a significant milestone in the USB4 ecosystem. It offers improved signal integrity compared to VL830, allowing greater flexibility in supporting detachable cable designs. With the concerted efforts of the management team and all employees, VLI achieved an annual revenue of NT\$20.35 billion.

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

2023 Business Report

To sum up, the Company's consolidated operating income in 2023 was NT\$2,035,103 thousand, with net profit attributable to the owner of the parent company of NT\$180,569 thousand and EPS of NT\$2.62 based on the weighted average number of outstanding shares of 69,021 thousand.

Items		2023	2022	
Financial income and expenditure	Operating revenue (NT\$thousand)	2,035,103	2,954,986	
	Gross profit (NT\$thousand)	931,360	1,546,092	
	Net income attributable to owners of the Company (NT\$thousand)	180,569	723,535	
Profitability	Return on assets (%)	4.86	18.32	
	Return on equity (%)	5.98	22.67	
	Percentage of paid-in capital (%)	Operating Income	22.51	103.19
		Pre-tax profit	30.82	123.33
	Net profit margin (%)	8.87	24.49	
Earnings per share (NT\$)	2.62	10.56		

Note: The paid-in capital at the end of 2023 is including the capital received in advance of NT\$2,970 thousand.

2024 Business Plan

With a commitment to enhancing the "User Experience," VLI is dedicated to delivering practical and professional IC solutions centered around the USB Type-C feature. USB4, supporting a maximum transfer speed of 40Gbps, presents a more efficient transmission mechanism that supports multiple protocols. System platforms and USB4 hosts must be fully ready to build a comprehensive ecosystem.

Major platforms such as Windows 10&11, Intel Alder Lake/Raptor Lake, AMD Rembrandt/Phoenix, and Apple M1/M2/M3 have integrated USB4 into their systems, resulting in a growing market penetration rate. The number of desktops and notebooks equipped with USB4 has steadily increased. For IC design companies, the average order value of USB4 products is much higher than the mainstream USB3 products. VLI's USB4 chip will be adopted in numerous customers' applications, significantly enhancing the growth momentum of sales performance.

Looking forward to the new year, VLI shoulders the expectations of shareholders. Our objective is to continue to lead VLI's employees to observe discipline, implement the core values of VLI, execute the technology roadmap, and continue to generate revenue. We remain committed to providing top-notch products and service to our customers, collaborating with them to pursue growth and profitability.

Chairman: Wen-Chi Chen

CEO: Jyh-Fong Lin

Chief Accountant Hung-Wen Chen

March 6, 2024

Attachment 2

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

The Board of Directors has prepared the Company's 2023 business report, financial statements and table of earnings distribution, among which the financial statements were certified by Deloitte & Touche, and issued an audit report with unqualified opinion. The above-mentioned business report, financial statements and table of earnings distribution are approved by the Audit Committee, and it is considered that there is no disagreement. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

VIA Labs, Inc. 2024 Annual General Shareholders Meeting

Chairman of the Audit Committee: Yun-Ming Hsieh

March 6, 2024

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, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. 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, 2023 is stated as follows:

Revenue Recognition

Revenue from the sale of goods is recognized when significant risks and control are transferred to the customers. Technical service revenue is recognized when performance obligations of services are fulfilled and the amount of revenue can be reasonably measured. The revenue from specific customers accounted for 31% of operating revenue in 2023, which is material to the consolidated financial statements. Therefore, we identified the recognition of revenue from the specific customers was deemed to be a key audit matter.

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

We understood and tested the effectiveness of the design and implementation of the main internal controls regarding the authenticity of revenue from specific customers. We also conducted sampling and confirmation procedures for the full-year sales revenue of these customers to test the authenticity of sales to these customers.

Other Matter

We have also audited the parent company only financial statements of VIA Labs, Inc. as of and for the years ended December 31, 2023 and 2022 on which we have issued an unmodified opinion.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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, 2023 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 Pan-Fa, Wang and Chin-Chuan Shih.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 6, 2024

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, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,389,385	38	\$ 1,513,917	40
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	406	-
Financial assets at amortized cost - current (Note 9)	310,000	9	-	-
Accounts receivable, net (Notes 4, 10 and 29)	202,640	6	259,067	7
Other receivables (Notes 4 and 10)	3,611	-	2,369	-
Inventories (Notes 4, 5 and 11)	313,371	9	957,566	25
Other current assets (Note 16)	10,729	-	15,480	-
Total current assets	<u>2,229,736</u>	<u>62</u>	<u>2,748,805</u>	<u>72</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	177,913	5	162,446	4
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	778,038	22	638,794	17
Property, plant and equipment (Notes 4, 13 and 29)	115,789	3	80,828	2
Right-of-use assets (Notes 4, 14 and 29)	43,441	1	13,355	-
Intangible assets (Notes 4, 15 and 29)	127,988	3	46,468	1
Deferred tax assets (Notes 4 and 23)	94,024	3	74,054	2
Other financial assets - non-current (Notes 16 and 30)	37,846	1	56,278	2
Other non-current assets - others (Note 16)	188	-	7,339	-
Total non-current assets	<u>1,375,227</u>	<u>38</u>	<u>1,079,562</u>	<u>28</u>
TOTAL	<u>\$ 3,604,963</u>	<u>100</u>	<u>\$ 3,828,367</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes and accounts payable (Notes 17 and 29)	\$ 151,665	4	\$ 130,818	4
Other payables (Notes 18 and 29)	445,293	12	383,072	10
Current tax liabilities (Notes 4 and 23)	81,700	2	104,343	3
Provisions - current (Notes 4 and 19)	8,538	-	4,718	-
Lease liabilities - current (Notes 4, 14 and 29)	15,284	1	14,855	-
Other current liabilities (Note 18)	14,975	1	6,699	-
Total current liabilities	<u>717,455</u>	<u>20</u>	<u>644,505</u>	<u>17</u>
NON-CURRENT LIABILITIES				
Lease liabilities - non-current (Notes 4, 14 and 29)	29,482	1	-	-
Net defined benefit liabilities (Notes 4 and 20)	3,137	-	2,938	-
Total non-current liabilities	<u>32,619</u>	<u>1</u>	<u>2,938</u>	<u>-</u>
Total liabilities	<u>750,074</u>	<u>21</u>	<u>647,443</u>	<u>17</u>
EQUITY (Note 21)				
Share capital	690,740	19	685,110	18
Capital collected in advance	5,191	-	4,496	-
Capital surplus	1,576,268	44	1,571,188	41
Retained earnings				
Legal reserve	229,194	6	156,817	4
Special reserve	27,628	1	22,209	1
Unappropriated earnings	354,629	10	768,732	20
Total retained earnings	611,451	17	947,758	25
Other equity	(28,761)	(1)	(27,628)	(1)
Total equity	<u>2,854,889</u>	<u>79</u>	<u>3,180,924</u>	<u>83</u>
TOTAL	<u>\$ 3,604,963</u>	<u>100</u>	<u>\$ 3,828,367</u>	<u>100</u>

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, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 29)				
Sales	\$ 2,034,958	100	\$ 2,954,841	100
Other operating revenue	<u>145</u>	<u>-</u>	<u>145</u>	<u>-</u>
	2,035,103	100	2,954,986	100
OPERATING COSTS (Notes 11, 22 and 29)	<u>1,103,743</u>	<u>54</u>	<u>1,408,894</u>	<u>48</u>
GROSS PROFIT	<u>931,360</u>	<u>46</u>	<u>1,546,092</u>	<u>52</u>
OPERATING EXPENSES (Notes 22 and 29)				
Selling and marketing expenses	53,338	2	47,754	2
General and administrative expenses	76,255	4	73,380	2
Research and development expenses	645,622	32	714,750	24
Expected credit loss	<u>-</u>	<u>-</u>	<u>653</u>	<u>-</u>
Total operating expenses	<u>775,215</u>	<u>38</u>	<u>836,537</u>	<u>28</u>
PROFIT FROM OPERATIONS	<u>156,145</u>	<u>8</u>	<u>709,555</u>	<u>24</u>
NON-OPERATING INCOME AND EXPENSES (Notes 22 and 29)				
Interest income	34,034	2	17,450	-
Other gains and losses	23,823	1	121,350	4
Finance costs	<u>(175)</u>	<u>-</u>	<u>(343)</u>	<u>-</u>
Total non-operating income and expenses	<u>57,682</u>	<u>3</u>	<u>138,457</u>	<u>4</u>
PROFIT BEFORE INCOME TAX	213,827	11	848,012	28
INCOME TAX EXPENSE (Notes 4 and 23)	<u>(33,258)</u>	<u>(2)</u>	<u>(124,477)</u>	<u>(4)</u>
NET PROFIT FOR THE YEAR	<u>180,569</u>	<u>9</u>	<u>723,535</u>	<u>24</u>
OTHER COMPREHENSIVE INCOME AND LOSS (Notes 20 and 21)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	(141)	-	235	-

(Continued)

VIA LABS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(869)	-	(6,607)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	<u>(264)</u>	<u>-</u>	<u>1,188</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(1,274)</u>	<u>-</u>	<u>(5,184)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 179,295</u>	<u>9</u>	<u>\$ 718,351</u>	<u>24</u>
EARNINGS PER SHARE (Note 24)				
From continuing operations				
Basic	<u>\$ 2.62</u>		<u>\$ 10.56</u>	
Diluted	<u>\$ 2.57</u>		<u>\$ 10.25</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, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	Share Capital	Capital Collected in Advance	Capital Surplus	Retained Earnings			Other Equity		Total Equity
				Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translating Foreign Operations	
BALANCE AT JANUARY 1, 2022	\$ 675,000	\$ 11,556	\$ 1,561,112	\$ 68,781	\$ 15,757	\$ 891,773	\$ (21,390)	\$ (819)	\$ 3,201,770
Appropriation of 2021 earnings									
Legal reserve	-	-	-	88,036	-	(88,036)	-	-	-
Special reserve	-	-	-	-	6,452	(6,452)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(752,323)	-	-	(752,323)
Transaction of share-based payment (Note 25)	-	-	1,270	-	-	-	-	-	1,270
Issuance of new ordinary shares under employee share options	10,110	(7,060)	8,806	-	-	-	-	-	11,856
Net profit for the year ended December 31, 2022	-	-	-	-	-	723,535	-	-	723,535
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	235	(6,607)	1,188	(5,184)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	723,770	(6,607)	1,188	718,351
BALANCE AT DECEMBER 31, 2022	685,110	4,496	1,571,188	156,817	22,209	768,732	(27,997)	369	3,180,924
Appropriation of 2022 earnings									
Legal reserve	-	-	-	72,377	-	(72,377)	-	-	-
Special reserve	-	-	-	-	5,419	(5,419)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(516,735)	-	-	(516,735)
Transaction of share-based payment (Note 25)	-	-	550	-	-	-	-	-	550
Issuance of new ordinary shares under employee share options	5,630	695	4,530	-	-	-	-	-	10,855
Net profit for the year ended December 31, 2023	-	-	-	-	-	180,569	-	-	180,569
Other comprehensive loss for the year ended December 31, 2023	-	-	-	-	-	(141)	(869)	(264)	(1,274)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	180,428	(869)	(264)	179,295
BALANCE AT DECEMBER 31, 2023	\$ 690,740	\$ 5,191	\$ 1,576,268	\$ 229,194	\$ 27,628	\$ 354,629	\$ (28,866)	\$ 105	\$ 2,854,889

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, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 213,827	\$ 848,012
Adjustments for:		
Depreciation expense	81,579	68,403
Amortization expense	58,303	61,520
Expected credit loss recognized on accounts receivable	-	653
Finance costs	175	343
Interest income	(34,034)	(17,450)
Compensation costs of employee share options	550	1,270
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(15,061)	(8,342)
Accounts receivable	56,427	123,695
Inventories	644,195	(503,324)
Other current assets	4,751	(6,617)
Notes and accounts payable	20,847	(160,591)
Other payables	(8,286)	54,598
Provisions	3,820	(2,183)
Other current liabilities	8,276	(32,760)
Net defined benefit liabilities	58	38
Cash generated from operations	1,035,427	427,265
Interest received	32,792	15,585
Interest paid	(175)	(343)
Income tax paid	(75,871)	(232,180)
Net cash generated from operating activities	<u>992,173</u>	<u>210,327</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(140,113)	(177,116)
Purchase of financial assets at amortized cost	(310,000)	-
Proceeds from sale of financial assets at amortized cost	-	434,000
Payments for property, plant and equipment	(97,632)	(71,661)
Payments for intangible assets	(67,577)	(62,517)
Decrease in other financial assets	18,432	27,762
Net cash (used in) generated from investing activities	<u>(596,890)</u>	<u>150,468</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	(13,707)	(14,355)
Dividends paid	(516,735)	(752,323)
Proceeds from exercise of employee share options	10,855	11,856
Net cash used in financing activities	<u>(519,587)</u>	<u>(754,822)</u>

(Continued)

VIA LABS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(228)</u>	<u>1,155</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(124,532)	(392,872)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>1,513,917</u>	<u>1,906,789</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$ 1,389,385</u>	<u>\$ 1,513,917</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, 2023 and 2022, 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 material accounting policy information (collectively referred to as the "parent company only financial statements").

In our opinion, the 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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. 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, 2023 is stated as follows:

Revenue Recognition

Revenue from the sale of goods is recognized when significant risks and control are transferred to the customers. Technical service revenue is recognized when performance obligations of services are fulfilled, and the amount of revenue can be reasonably measured. The revenue from specific customers accounted for 31% of operating revenue in 2023, which is material to the parent company only financial statements. Therefore, we identified the recognition of revenue from the specific customers was deemed to be a key audit matter.

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

We understood and tested the effectiveness of the design and implementation of the main internal controls regarding the authenticity of revenue from specific customers. We also conducted sampling and confirmation procedures for the full-year sales revenue of these customers to test the authenticity of sales to these customers.

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

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

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

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

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2023 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 Pan-Fa, Wang and Chin-Chuan Shih.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 6, 2024

Notice to Readers

The accompanying parent company only 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 parent company only financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying parent company only 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 parent company only financial statements shall prevail.

VIA LABS, INC.

**PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)**

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,374,888	38	\$ 1,501,199	39
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	406	-
Financial assets at amortized cost - current (Note 9)	310,000	8	-	-
Accounts receivable (Notes 4, 10 and 29)	202,640	6	259,067	7
Other receivables (Notes 4 and 10)	3,611	-	2,369	-
Inventories (Notes 4, 5 and 11)	313,371	9	957,566	25
Other current assets (Note 16)	9,785	-	15,426	-
Total current assets	<u>2,214,295</u>	<u>61</u>	<u>2,736,033</u>	<u>71</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	177,913	5	162,446	4
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	778,038	22	638,794	17
Investments accounted for using the equity method (Notes 4 and 12)	25,973	1	24,486	1
Property, plant and equipment (Notes 4, 13 and 29)	115,503	3	80,638	2
Right-of-use assets (Notes 4, 14 and 29)	40,861	1	13,178	-
Intangible assets (Notes 4 and 15)	125,742	3	41,615	1
Deferred tax assets (Notes 4 and 23)	94,024	3	74,054	2
Other financial assets - non-current (Notes 16 and 30)	37,846	1	56,278	2
Other non-current assets (Note 16)	188	-	7,339	-
Total non-current assets	<u>1,396,088</u>	<u>39</u>	<u>1,098,828</u>	<u>29</u>
TOTAL	<u>\$ 3,610,383</u>	<u>100</u>	<u>\$ 3,834,861</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes and accounts payable (Notes 17 and 29)	\$ 151,665	4	\$ 130,818	4
Other payables (Notes 18 and 29)	453,230	13	389,713	10
Current tax liabilities (Notes 4 and 23)	81,683	2	104,334	3
Provisions - current (Notes 4 and 19)	8,538	-	4,718	-
Lease liabilities - current (Notes 4, 14 and 29)	14,694	-	14,662	-
Other current liabilities (Note 18)	15,089	1	6,754	-
Total current liabilities	<u>724,899</u>	<u>20</u>	<u>650,999</u>	<u>17</u>
NON-CURRENT LIABILITIES				
Lease liabilities - non-current (Notes 4, 14 and 29)	27,458	1	-	-
Net defined benefit liabilities (Notes 4 and 20)	3,137	-	2,938	-
Total non-current liabilities	<u>30,595</u>	<u>1</u>	<u>2,938</u>	<u>-</u>
Total liabilities	<u>755,494</u>	<u>21</u>	<u>653,937</u>	<u>17</u>
EQUITY (Note 21)				
Share capital	690,740	19	685,110	18
Capital collected in advance	5,191	-	4,496	-
Capital surplus	1,576,268	44	1,571,188	41
Retained earnings				
Legal reserve	229,194	6	156,817	4
Special reserve	27,628	1	22,209	1
Unappropriated earnings	354,629	10	768,732	20
Total retained earnings	611,451	17	947,758	25
Other equity	(28,761)	(1)	(27,628)	(1)
Total equity	<u>2,854,889</u>	<u>79</u>	<u>3,180,924</u>	<u>83</u>
TOTAL	<u>\$ 3,610,383</u>	<u>100</u>	<u>\$ 3,834,861</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, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 29)				
Sales	\$ 2,034,958	100	\$ 2,954,841	100
Other operating revenue	<u>145</u>	<u>-</u>	<u>145</u>	<u>-</u>
	2,035,103	100	2,954,986	100
OPERATING COSTS (Notes 11, 22 and 29)	<u>1,103,743</u>	<u>54</u>	<u>1,408,894</u>	<u>48</u>
GROSS PROFIT	<u>931,360</u>	<u>46</u>	<u>1,546,092</u>	<u>52</u>
OPERATING EXPENSES (Notes 22 and 29)				
Selling and marketing expenses	53,338	2	47,754	2
General and administrative expenses	76,255	4	73,380	2
Research and development expenses	648,498	32	717,259	24
Expected credit loss	<u>-</u>	<u>-</u>	<u>653</u>	<u>-</u>
Total operating expenses	<u>778,091</u>	<u>38</u>	<u>839,046</u>	<u>28</u>
PROFIT FROM OPERATIONS	<u>153,269</u>	<u>8</u>	<u>707,046</u>	<u>24</u>
NON-OPERATING INCOME AND EXPENSES (Notes 22 and 29)				
Interest income	34,017	2	17,428	-
Other gains and losses	23,666	1	120,839	4
Finance costs	(116)	-	(328)	-
Share of profit of subsidiaries	<u>1,751</u>	<u>-</u>	<u>2,385</u>	<u>-</u>
Total non-operating income and expenses	<u>59,318</u>	<u>3</u>	<u>140,324</u>	<u>4</u>
PROFIT BEFORE INCOME TAX	212,587	11	847,370	28
INCOME TAX EXPENSE (Notes 4 and 23)	<u>(32,018)</u>	<u>(2)</u>	<u>(123,835)</u>	<u>(4)</u>
NET PROFIT FOR THE YEAR	<u>180,569</u>	<u>9</u>	<u>723,535</u>	<u>24</u>
OTHER COMPREHENSIVE (LOSS) INCOME (Notes 20 and 21)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	(141)	-	235	-

(Continued)

VIA LABS, INC.

**PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2023		2022	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(869)	-	(6,607)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	<u>(264)</u>	<u>-</u>	<u>1,188</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(1,274)</u>	<u>-</u>	<u>(5,184)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 179,295</u>	<u>9</u>	<u>\$ 718,351</u>	<u>24</u>
EARNINGS PER SHARE (Note 24)				
From continuing operations				
Basic	<u>\$ 2.62</u>		<u>\$ 10.56</u>	
Diluted	<u>\$ 2.57</u>		<u>\$ 10.25</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, 2023 AND 2022
(In Thousands of New Taiwan Dollars)**

	Share Capital	Capital Collected in Advance	Capital Surplus	Retained Earnings			Other Equity		Total Equity
				Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translating Foreign Operations	
BALANCE AT JANUARY 1, 2022	\$ 675,000	\$ 11,556	\$ 1,561,112	\$ 68,781	\$ 15,757	\$ 891,773	\$ (21,390)	\$ (819)	\$ 3,201,770
Transaction of share-based payment (Note 25)	-	-	1,270	-	-	-	-	-	1,270
Issuance of new ordinary shares under employee share options	10,110	(7,060)	8,806	-	-	-	-	-	11,856
Appropriation of 2021 earnings									
Legal reserve	-	-	-	88,036	-	(88,036)	-	-	-
Special reserve	-	-	-	-	6,452	(6,452)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(752,323)	-	-	(752,323)
Net profit for the year ended December 31, 2022	-	-	-	-	-	723,535	-	-	723,535
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	235	(6,607)	1,188	(5,184)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	723,770	(6,607)	1,188	718,351
BALANCE AT DECEMBER 31, 2022	685,110	4,496	1,571,188	156,817	22,209	768,732	(27,997)	369	3,180,924
Transaction of share-based payment (Note 25)	-	-	550	-	-	-	-	-	550
Issuance of new ordinary shares under employee share options	5,630	695	4,530	-	-	-	-	-	10,855
Appropriation of 2022 earnings									
Legal reserve	-	-	-	72,377	-	(72,377)	-	-	-
Special reserve	-	-	-	-	5,419	(5,419)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(516,735)	-	-	(516,735)
Net profit for the year ended December 31, 2023	-	-	-	-	-	180,569	-	-	180,569
Other comprehensive loss for the year ended December 31, 2023	-	-	-	-	-	(141)	(869)	(264)	(1,274)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	180,428	(869)	(264)	179,295
BALANCE AT DECEMBER 31, 2023	\$ 690,740	\$ 5,191	\$ 1,576,268	\$ 229,194	\$ 27,628	\$ 354,629	\$ (28,866)	\$ 105	\$ 2,854,889

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, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 212,587	\$ 847,370
Adjustments for:		
Depreciation expense	81,123	68,118
Amortization expense	55,725	59,510
Expected credit loss recognized on accounts receivable	-	653
Finance costs	116	328
Interest income	(34,017)	(17,428)
Compensation costs of employee share options	550	1,270
Share of profit of subsidiaries	(1,751)	(2,385)
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(15,061)	(8,342)
Accounts receivable	56,427	123,695
Inventories	644,195	(503,324)
Other current assets	5,641	(6,592)
Notes and accounts payable	20,847	(160,591)
Other payables	(6,990)	57,978
Provisions	3,820	(2,183)
Other current liabilities	8,335	(32,741)
Net defined benefit liabilities	58	38
Cash generated from operations	<u>1,031,605</u>	<u>425,374</u>
Interest received	32,775	15,563
Interest paid	(116)	(328)
Income tax paid	<u>(74,639)</u>	<u>(231,514)</u>
Net cash generated from operating activities	<u>989,625</u>	<u>209,095</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(140,113)	(177,116)
Purchase of financial assets at amortized cost	(310,000)	-
Proceeds from financial assets at amortized cost	-	434,000
Payments for property, plant and equipment	(97,427)	(71,536)
Payments for intangible assets	(67,577)	(58,641)
Decrease in other financial assets	<u>18,432</u>	<u>27,762</u>
Net cash (used in) generated from investing activities	<u>(596,685)</u>	<u>154,469</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	(13,371)	(14,115)
Dividends paid	(516,735)	(752,323)
Proceeds from exercise of employee share options	<u>10,855</u>	<u>11,856</u>
Net cash used in financing activities	<u>(519,251)</u>	<u>(754,582)</u>

(Continued)

VIA LABS, INC.

**PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)**

	2023	2022
NET DECREASE IN CASH AND CASH EQUIVALENTS	(126,311)	(391,018)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR	<u>1,501,199</u>	<u>1,892,217</u>
CASH AND CASH EQUIVALENTS, END OF THE YEAR	<u>\$ 1,374,888</u>	<u>\$ 1,501,199</u>

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

Attachment 4

VIA Labs, Inc. 2023 Table of Earnings Distribution

		NT\$
Items	Amount	
Retained earnings at the beginning of the period		174,198,627
Add: Net income	180,569,098	
Add: Remeasurements of defined benefit plans recognized in retained earnings	(141,020)	
Net income plus items other than net income are included in the amount of undistributed surplus for the current year		180,428,078
Less: Legal reserve (10%)		(18,042,808)
Less: Special reserve		(1,237,385)
Distributable earnings		335,346,512
Distribution items:		
Less: Cash dividend (NT\$2 per share)		(138,984,000)
Retained earnings at the end of the period		196,362,512

Chairman: Wen-Chi Chen

CEO: Jyh-Fong Lin

Chief Accountant Hung-Wen Chen

Attachment 5

VIA Labs, Inc.
Remuneration of Directors

December 31, 2023 Unit: NT\$ thousands ; %

Title	Name	Remuneration								Ratio of Total Remuneration (A+B+C+D) to Net Income (%)		Relevant Remuneration Received by Directors Who are Also Employees								Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income (%)		Remuneration from ventures other than subsidiaries or from the parent company
		Base Compensation (A)		Severance Pay (B)		Directors Compensation(C)		Allowances (D)				Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Employee Compensation (G)						
		The company	All companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	Cash	Stock	Cash	Stock	The company	Companies in the consolidated financial statements	
Chairman	Wen-Chi Chen	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0
										0%	0%									0%	0%	
Director	Cher Wang	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0
										0%	0%									0%	0%	
	VIA Technologies, Inc. Representative: Tzumu Lin	0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	\$ 0	\$ 0	0
											0%	0%								0%	0%	
	VIA Technologies, Inc. Representative: Chu-Wan Chen	0	0	0	0	0	0	0	0	0	\$ 0	\$ 0	0	0	0	0	0	0	0	\$ 0	\$ 0	10,232
											0%	0%								0%	0%	
Independent Director	Yun-Ming Shieh	300	300	0	0	300	300	50	50	\$ 650	\$ 650	0	0	0	0	0	0	0	0	\$ 650	\$ 650	0
										0.36%	0.36%									0.36%	0.36%	
	Wei-Hsiung Yin	300	300	0	0	300	300	40	40	\$ 640	\$ 640	0	0	0	0	0	0	0	0	\$ 640	\$ 640	0
										0.35%	0.35%									0.35%	0.35%	
	Pek-Seng Ng	300	300	0	0	300	300	50	50	\$ 650	\$ 650	0	0	0	0	0	0	0	0	\$ 650	\$ 650	0
										0.36%	0.36%									0.36%	0.36%	

1. The independent directors' remuneration of the company includes the carriage fee for participating in board meetings and functional committees, the fixed remuneration of the functional committees, and the directors' remuneration appropriated according to the company's articles of association based on annual profits. The aforementioned fixed amount of remuneration is based on the company's remuneration committee with reference to industry standards and individual independence. The directors put forward suggestions after investing time, responsibilities, and other factors, and approved by the board of directors.

2. Remuneration paid to Corporation directors by all companies included in financial statements for services (such as nonemployee consultants and others) other than disclosed in the table above: None

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

Attachment 6

VIA Labs, Inc.

Comparison Table of Amended Articles of Incorporation

Amended Version	Original Version	Description
<p>Article 20: If there is a net profit in the final accounts of the Company, it shall be allocated in the following order: 1. Pay taxes. 2. Cover accumulated losses. 3. 10% shall be reserved as statutory surplus reserve, but this is no longer necessary when the statutory surplus reserve <u>amounts to the total paid-in capital.</u></p> <p>Omitted...</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: 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 <u>the Company's total amount of capital.</u></p> <p>Omitted...</p>	<p>Compliant with the letter of MOEA</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 7th amendment on July 20, 2021 8th amendment on June 17, 2022 <u>9th amendment on June 20, 2024</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 7th amendment on July 20, 2021 8th amendment on June 17, 2022</p>	<p>Amendment date</p>

Appendix 1

Shareholdings of Directors

- I. The Company has paid-in capital of NT\$695,610,000, with a total of 69,561,000 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 5,564,880 shares.
- III. The numbers of shares held by the directors and supervisors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the book closure date for that shareholders' meeting is 39,302,569 shares, the details are as follows:

April 22, 2024

Position	Name	Date of Election	Term	Number of Shares Held at Book Closure Date	Percentage of Issued Shares (%)
Chairman	Wen-Chi Chen	2022.06.17	3 years	80,497	0.12%
Director	Cher Wang	2022.06.17	3 years	379,072	0.54%
Director	VIA Technologies, Inc. Representative: Tzumu Lin	2022.06.17	3 years	38,843,000	55.84%
Director	VIA Technologies, Inc. Representative: Chu-Wan Chen	2022.06.17	3 years	38,843,000	55.84%
Independent Director	Yun-Ming Shieh	2022.06.17	3 years	0	0%
Independent Director	Wei-Hsiung Yin	2022.06.17	3 years	0	0%
Independent Director	Pek-Seng Ng	2022.06.17	3 years	0	0%

Appendix 2

VIA Labs, Inc. Articles of Incorporation

Chapter 1 General Provisions

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

Article 2: The Company's main business activities:

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

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

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

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

Chapter 2 Shares

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

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

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

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

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

Chapter 3 Shareholders' Meeting

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

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

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

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

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

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

Chapter 4 Directors

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

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

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

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

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

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

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

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

Chapter 5 Managerial Officers

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

Chapter 6 Accounting

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

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

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

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

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

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

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

Chapter 7 Supplementary Provisions

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

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

1st amendment on June 1, 2010

2nd amendment on June 28, 2016

3rd amendment on November 21, 2017

4th amendment on June 19, 2018

5th amendment on May 22, 2019

6th amendment on June 19, 2020

7th amendment on July 20, 2021

8th amendment on June 17, 2022

VIA Labs, Inc.

Chairman: Wen-Chi Chen

Appendix 3

VIA Labs, Inc. Rules of Procedure for Shareholders Meetings

Article 1

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

Article 2

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

Article 3

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

Article 4

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

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

Article 5

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

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

Article 6

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

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

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

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

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

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

Article 6-1

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

Article 7

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

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

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

Article 8

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

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

Article 9

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

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

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

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

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

Article 10

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

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

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

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

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

Article 11

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

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

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

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

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

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

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

Article 12

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

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

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

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

Article 13

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

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

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

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

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

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

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

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

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

Article 14

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

Article 15

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

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

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

Article 16

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

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

Article 17

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

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

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

Article 18

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

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

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

Article 19

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

Article 20

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

Article 21

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

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

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

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

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

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

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

Article 22

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

Article 23

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

These Procedures were drawn up on November 21, 2017.

1st amendment on June 17, 2022.