



**VisEra Technologies Company
Ltd.**

2022
First Extraordinary Shareholders'
Meeting

**Shareholders' Meeting
Agenda Handbooks**

March 23, 2022

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One. Meeting Procedures

VisEra Technologies Company Ltd.

Meeting Procedures of the 2022 First Extraordinary Shareholders' Meeting

- I. Chairman Address
- II. Discussions
- III. Extemporary Motions
- IV. Adjournment

Two. Agenda of Regular Shareholders' Meeting

VisEra Technologies Company Ltd.

Meeting Agenda of the 2022 First Extraordinary Shareholders' Meeting

Time: 09:00 a.m., March 23, 2022

Location: 2F, No. 1, Gongye E. 2nd Rd., Hsinchu City, Hsinchu Science Park (Einstein Hall, Science Park Life Hub)

Attendance: All shareholders and equity representatives

Chairman: Chairman Robert Kuan

I. Chairman Address

II. Discussions:

To conduct the issuance of common stock for cash prior to the initial listing according to the regulations governing listing, we hereby propose that shareholders agree to forfeit the preemptive right for the new shares in percentage respectively to their original shareholding for the distribution of public offerings.

III. Extemporaneous Motions

IV. Adjournment

Discussions

Proposal: To conduct the issuance of common stock for cash prior to the initial listing according to the regulations governing listing, we hereby propose that shareholders agree to forfeit the preemptive right for the new shares in percentage respectively to their original shareholding for the distribution of public offerings.

(Proposed by the board of directors)

Explanation:

- I. To comply with the regulations governing listings, the Company plans to conduct issuance of common stock for cash as the source of share in the public offering of initial listing.
- II. In accordance with Article 267 of the Company Act, there shall be 10 to 15% of such new shares reserved for subscription by employees of the Company. The rest of the new shares shall be distributed for public offering after acquiring the consent of all original shareholders to forfeit the preemptive right for the new shares in accordance with Article 28-1 of the Securities and Exchange Act and Article 11 of Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings; the provisions of Article 267 of the Company Act shall not be applicable. Where the employees of the Company forfeit the right to subscription or the amount of under-subscription, the Board of directors shall authorize the Chairman to reach out to specific persons for such subscription.
- III. Where the major content (including the actual number of issuance, price, criteria, offering methods and amount, the purpose of funds, and other relevant matters) of the issuance of common stock for cash is deemed to be revised in accordance with the approval of the

regulator, management evaluation or objective circumstances along with other matters not mentioned herein, the Board of directors shall be fully authorized for disposition.

- IV. The shareholder rights and obligations of the new shares for cash are the same as those of existing shares.
- V. Where the issuance of common stock for cash is approved for listing by the regulator and passed by the Shareholders' Meeting, a Board of directors' meeting shall be convened for matters related to issuance of new shares.

Resolution:

Extemporary Motions

Adjournment

Three. Appendix

**VisEra Technologies Company
Ltd.**

**Rules of Procedure for
Shareholder Meetings**

Rules of Procedure for Shareholder Meetings

- Article 1 Shareholder meetings of the company shall be conducted in accordance with these Rules of Procedure. Matters not specified in the Rules shall be conducted in accordance with related laws and regulations.
- Article 2 Attended shareholders shall turn in attendance cards to replace sign-in. The number of attended shares shall be calculated based on the attendance cards turned in.
- Article 3 The venue for a shareholder meeting shall be the premises of the company, or a place easily accessible to shareholders and suitable for a shareholder meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
- Article 4 If a shareholder meeting is convened by the board of directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the company shall designate another director as the meeting chairperson in accordance with Article 208 of the Company Act.
- If a shareholder meeting is convened by a party with power to convene other than the board of directors, the convening party shall chair the meeting.
- Article 5 The Company may appoint its attorneys, certified public accountants, or related persons to attend the meeting in a non-voting capacity.
- Staff handling administrative affairs of a shareholder meeting shall wear identification cards or armbands.
- Article 6 The shareholder meeting shall have uninterrupted recording of audio and video, and such recording shall be retained for at least one year.

Article 7 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, are made. If the quorum is not met after two postponement, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to the provision of the Company Act. The execution of the tentative resolution shall be conducted in accordance with the Company Act.

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 the provision of the Company Act.

Article 8 If a shareholder meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in accordance with the agenda, which may not be changed without a resolution of the meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholder 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 deliberations on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting.

After the meeting is adjourned, shareholders shall not elect another chair and resume the meeting at the same venue or a different venue. If the chair declares the adjournment of the meeting in a manner in violation of such

rules governing the proceedings of meetings, a new chair of the meeting may be elected by a resolution to be adopted by a majority of the voting rights represented by the shareholders attending the meeting to continue the proceedings of the meeting.

Article 9 Attending shareholders are obliged to abide by the meeting rules and resolutions, and maintain the order of the venue.

Article 10 When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

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 five minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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.

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 the meeting, only one of the representatives appointed may speak on the same proposal.

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

Article 12 When the chair deems that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 13 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the company. The result of a vote shall be reported on the spot and be recorded accordingly.

Article 14 Unless otherwise provided in the Company Act and the company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. If the chair solicits and receives no dissent, the motion is deemed passed, with the same effect as a resolution by vote. According to the regulations of the competent authorities, after company's shares have been listed on the Taiwan Stock Exchange (TWSE), the company's shareholders may exercise the voting power at a shareholder meeting by way of electronic transmission. A shareholder who exercises their voting power at a shareholder meeting by way of electronic transmission shall be deemed to have attended the shareholder meeting in person, and the relevant matters shall be conducted in accordance with applicable laws and regulations.

Article 15 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 or to defer or resume the meeting within five days in accordance with the resolution adopted by the shareholder meeting without notice and announcement.

Article 16 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.

Article 17 The chair may direct disciplinary officers or security guards to help maintain order at the meeting place. Such disciplinary officers or security guards shall wear armbands marked with “Disciplinary Officers” for identification purposes.

Article 18 These Rules of Procedure, and any amendments hereto, shall be implemented from the date they are adopted by the shareholder meeting.

Article 19 These Rules of Procedure were stipulated on June 5, 2009. The first amendment was made on June 19, 2020, and the second amendment was made on March 4, 2021.

**Articles of Incorporation of
VisEra Technologies Company
Ltd.**

The Articles of Incorporation

Chapter I General Provisions

Article 1 The Company is organized in accordance with the regulations provided in the Company Act, and the name of the Company is “VisEra Technologies Company Ltd.”

Article 2 The business scope of the Company is as follows:

1. CC01080 Manufacture of Electronic Parts and Components
2. I501010 Product Designing
3. F401010 International Trade

Research, design, development, manufacture and sale:

- (1) Color Filter
- (2) Image sensing components and modules
- (3) Light-emitting diode (LED) components and modules
- (4) Packaging and testing related to the above-mentioned products.

Concurrently in the import and export trade business related to the Company’s business.

Article 3 The Head Office of the Company is located in Hsinchu Science Park. Where necessary, the Company may establish branch offices in proper locations overseas by the resolution of the Board of directors and the approval of the regulator.

Article 4 The total reinvestment amount of the Company may exceed 40% of the paid-in capital of the Company. The Board of directors is authorized to make the operational decision making for the reinvestment.

Article 4-1 The company may act as the guarantor.

Chapter II Shares

Article 5 The authorized capital of the Company is NT\$4 billion consisting of 400 million shares. The par value of each share is NT\$10, and such shares are to be issued in separate installments. The Company may issue share option certification for employees, and 20,000,000 shares of the total number of

shares shall be preserved as the shares for the issuance of share option certification for employees.

Article 6 The Company may be exempted from printing any share certificate for the shares issued. Where the Company prints the shares, such shares shall be registered shares, and the printing of such shares shall be conducted in accordance with the Company Act of R.O.C and other relevant regulations.

Chapter III Shareholders' Meeting

Article 7 The registration of share transfer shall be conducted in accordance with Article 165 of the Company Act of R.O.C and other relevant regulations.

Article 8 Shareholders' meetings of the Company have two kinds: regular shareholders' meetings and extraordinary shareholders' meetings. The regular shareholders' meetings are convened once per year within six months from the close of the fiscal year. The extraordinary shareholders' meetings may be convened in accordance with applicable laws and regulations whenever necessary.

Article 9 Except in the circumstances otherwise provided for in this Act, a shareholder shall have one voting power in respect of each share in his/her/its possession.

Article 10 A shareholder unable to attend the shareholders' meeting in person may, in accordance with Article 177 of the Company Act, appoint a proxy to attend the meeting.

Article 10-1 According to the regulations of the competent authorities, after Company's shares have been listed on the Taiwan Stock Exchange (TWSE), the Company's shareholders may exercise the voting power at a shareholders' meeting by way of electronic transmission. A shareholder who exercises one's voting power at a shareholders meeting by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person, and the relevant matters shall be conducted in accordance with applicable laws and regulations.

Chapter IV Directors

Article 11 The Company has 5 to 7 Directors who shall be elected from among the shareholders with disposing capacity. The term of office of a director shall be

three years; but he/she may be eligible for re-election. Among the total number of Directors, there shall be a minimum of 3 Independent directors. The election of Directors of the Company adopts a candidate nomination system in accordance with Article 192-1 of the Company Act. Matters related to the implementation shall be conducted in accordance with the Company Act and the Securities and Exchange Act.

Article 12 In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Article 13 The Board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors.

Article 13-1 The Company establishes the Audit Committee in accordance with the laws. The Company may also establish other functional committees in accordance with the laws and regulations.

Article 14 Unless otherwise provided in the Company Act, the chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors; and shall externally represent the company. In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the acting of the power shall be conducted in accordance with Article 208 of the Company Act.

Article 15 The Chairman of the board shall convene meetings of the board of directors in accordance with the provision provided in the Company Act, except for the first board meeting of each term of the board of directors which shall then be convened by the director who received a ballot representing the largest number of votes at the election of directors. Unless otherwise provided in the Company Act, each director shall attend the meeting of the Board of directors in person. In case a director cannot attend the meeting of the Board of directors in person, he/she shall appoint another director to attend a meeting of the board of directors on his/her behalf, he/she shall issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the

proxy of one other director only.

The resolutions of the Board of directors shall be conducted in accordance with the provisions provided in the Company Act.

- Article 15-1 The chairman of the Board of Directors and the Board of Directors is authorized to decide the rates of remuneration to directors, based on the extent of their participation in and value of the contribution to the Company's operations and concerning domestic and overseas industry standards.

Chapter V Managerial Personnel

- Article 16 The Company establishes managers whose appointment, discharge, and remuneration shall be decided in accordance with Article 29 of the Company Act.

Chapter VI Accounting

- Article 17 The Board of directors shall, at the end of each fiscal year, submit the shareholders' meeting for ratification of the annual business report, the financial statements, and the surplus earnings distribution or loss make-up proposal in accordance with the laws.
- Article 18 A company shall not pay dividends or bonuses, if there is no surplus earnings. When allocating earnings, the Company shall first estimate and retain a portion of its earnings for taxation and reimbursement of previous losses. The residual balance plus non-net income items is then added to unappropriated earnings in the current year, and the sum of which is subject to a 10% provision for statutory reserves, unless the Company has already accumulated statutory reserves to an amount equal to paid-up capital. Next, provisions for special reserve are to be made according to laws or instructions of the authority.
- When allocating earnings, the Company shall allocate no more than 2% of current period profit as director remuneration, and no less than 1% of current period profit as employee remuneration. However, profits must first be taken to offset cumulative losses if any. Distribution of employee remuneration is subject to resolution in a board meeting with more than two-thirds of the board present, and voted in favor by more than half of all attending directors. This decision shall be reported in shareholders' meeting.

After making mandatory allocations according to Paragraphs 1 and 2 of this Article, the residual earnings can be added to unappropriated earnings carried from previous years and distributed as shareholder dividends/profit sharing at Board of Director's proposal, subject to resolution in a shareholders' meeting. The Company may choose to distribute all distributable earnings after taking into account financial, business, and operational factors. Dividends from earnings can be paid in cash or in shares. Cash distribution should take precedence, and while dividends can be paid in shares, stock dividends should not amount to more than 50% of total dividends.

The Company may distribute all or part of its capital surplus, subject to compliance with laws and the authority's instructions, in situations where the Company has no earnings to distribute, or if the amount of earnings is far less than the amount distributed in the previous year, or for whatever financial, business, and operational concerns the Company may have. Where distribution is made in cash, the Board of Directors may resolve and execute the decision according to Article 241 of The Company Act and report the decision in a subsequent shareholders' meeting without seeking shareholders' acknowledgment.

Chapter VII Supplemental Provisions

Article 19 The Articles of Incorporation are entered into force upon approval and registration. In case there are matters not mentioned herein, these matters shall be conducted in accordance with the Company Act and other relevant laws and regulations.

Article 20 The Articles of Incorporation were stipulated on November 19, 2003. The first amended was made on June 10, 2005; the second amendment was made on May 26, 2006; the third amendment was made on October 13, 2006; the fourth amendment was made on June 11, 2008; the fifth amendment was made on June 5, 2009; the sixth amendment was made on June 29, 2016; the seventh amendment was made on June 19, 2020; the eighth amendment was made on March 4, 2021.

**VisEra Technologies Company
Ltd.
Shareholding of All Directors**

Shareholding of All Directors

Position	Name	No. of shares held	Shares Ratio
Director/Chairman	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: Robert Kuan	213,619,000 shares	72.81%
Directors	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: George Liu		
Directors	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: Diane Kao		
Independent Director	Laura Huang	0	0
Independent Director	Emma Chang	0	0
Independent Director	Peng-Heng Chang	0	0
Total		213,619,000 shares	72.81%

- Note: 1. The number of issued shares of the company between the book closure date of the special shareholder meeting and February 22, 2022, is 293,381,119.
2. The minimum required combined shareholding of all directors: 12,000,000 shares. (5%)
3. The Company has an Audit Committee. As such, the application of the number of shares held by the Supervisor provided by law does not apply.