



VisEra Technologies Company Ltd.

Handbook for the 2025 Annual Meeting of
Shareholders
(Translation)

May 22, 2025

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VisEra Technologies Company Ltd.

2025 Annual Shareholders' Meeting Procedure

1. Chairperson Address
2. Report Items
3. Matters for Ratification
4. Discussions
5. Extemporaneous Motions
6. Adjournment

VisEra Technologies Company Ltd.

Agenda of the 2025 Annual Shareholders' meeting

Time: 09:00 a.m., May 22, 2025

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

Venue: Physical shareholders meeting

Attendance: All shareholders and equity representatives

Chairperson: Chairman Robert Kuan

1. Chairperson Address
2. Report Items
 - (1) 2024 Business Report
 - (2) Audit Committee's Review Report
 - (3) 2024 Allocation of remuneration to directors and employees
 - (4) Report on the acquisition of right-of-use assets from related parties
3. Matters for Ratification
 - (1) Adoption of the 2024 Business Report and Financial Statements.
 - (2) Adoption of 2024 Earnings Distribution.
4. Discussions
 - (1) Approved the amendment to the "Articles of Incorporation".
 - (2) Approved the amendment to the "Procedures for Asset Acquisition and Disposal".
 - (3) Resolution to issue restricted stock awards
5. Extemporaneous Motions
6. Adjournment

Report Items

1. 2024 Business Report, for approval.

Explanation: Please refer to Attachment 1 on page 11 of the Handbook for the 2024 Business Report.

2. Audit Report of the audit committee, for approval.

Explanation: Please refer to Attachment 2 on page 14 of the Handbook for the Audit Report of the audit committee.

3. 2024 Allocation of remuneration to directors and employees, for approval.

Explanation: (1) The proposal for 2024 allocation of the remuneration to employees and directors has been approved per the resolution of the Board of Directors on February 22, 2025. Said remuneration will be allocated in cash in whole.

(2) The remuneration to employees and directors was NT\$347,780,957 and NT\$3,240,000 to be allocated in cash in whole, which is not different from those stated in 2024.

(3) Regarding director remuneration, including remuneration policies, individual remuneration content, and amounts, please refer to Attachment 3 on page 15 of this Handbook.

4. Report on the acquisition of right-of-use assets from related parties, for approval.

Explanation: (1) Transaction counterparty: Xintec Inc.

(2) Leased location: Factory and office located in Zhongli District, Taoyuan City (total leased area is 1,282 square meters).

(3) Renewal period: November 16, 2024 to December 31, 2026.

(4) Actual transaction amount and terms: Monthly rent is NT\$7,742,520. If the capacity utilization rate decreases, the rent will be reduced by a specific percentage of the reduction percentage.

(5) Please refer to Attachment 4 on page 17 of this Handbook for relevant information.

Matters for Ratification

1. Adoption of the 2024 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation: (1) The 2024 Financial Statements of the Company include the balance sheet, statement of comprehensive income, statement of changes in equity, and cash flow statement, which were audited by Shang-Chih Lin and Ming-Yuan Chung, CPA of Deloitte Taiwan.

- (2) Please refer to Attachment 1 on page 11 and Attachment 5 on page 19 of the Handbook for the 2024 Business Report, CPA audit report and the aforementioned financial statements.

Resolution:

2. Adoption of 2024 Earnings Distribution. (Proposed by the Board of Directors)

Explanation: (1) According to the Company Act, after the end of each fiscal year, the Board of Directors shall prepare the proposal of the profit distribution, or loss appropriation and submit the same to the annual shareholders' meeting for acceptance.

- (2) The Company's distributable earnings in 2024 were NT\$1,565,014,305. NT\$952,023,357 of the retained earnings are to be distributed as common share cash dividend. The Company has issued 317,341,119 common shares on January 31, 2025, so the cash dividend for each share is NT\$3.

- (3) Please refer to Attachment 6 on page 27 of the Handbook for the 2024 Earnings Distribution Table.

- (4) The current cash dividends are calculated and truncated to the nearest NT\$ at the distribution ratio. The fractional amount less than NT\$1 is summed up and recognized by the Company as other revenue.

- (5) Upon approval of the cash dividends to be distributed by the shareholders' meeting, it is proposed to authorize the Chairman to set the record date for the distribution of dividends, and distribute the cash dividends separately. If the Company buys back the Company's shares, transfers or cancels treasury stocks, makes new issues of its shares due to employees' exercise of stock warrants, issues or recalls restricted share awards (RSAs) and issues new shares upon capital increase in cash, and engages in any other activities, in any other way, causes changes to the number of the Company's outstanding shares on a later date, the Chairman of Board is also authorized to adjust the distribution ratio per share and other relevant matters.

Resolution:

Discussions

1. Approved the amendment to the "Articles of Incorporation". (Proposed by the Board of Directors)

Explanation: (1) Based on the Company's technology development, new products and services are introduced, and in accordance with Article 18 of the Company Act and the application regulations for adding products and business items in the Hsinchu Science Park, the scope of business is revised to align with the Company's business scope positioning.

(2) In accordance with Article 14, paragraph 6 of the Securities and Exchange Act and FSC's Order Jin-Guan-Zheng-Jiao-Zi NO.1130385442, supplementary provisions are made for companies whose stocks are listed on TWSE or traded on TPEx to stipulate in their articles of incorporation that a certain percentage of their annual earnings shall be used for salary adjustment or to distribute remuneration to entry-level employees.

- (3) Please refer to Attachment 7 on page 28 of this Handbook for a comparison table of the original and amended articles.

Resolution:

2. Approved the amendment to the “Procedures for Asset Acquisition and Disposal”. (Proposed by the Board of Directors)

Explanation: (1) In order to meet the Company’s immediate operational needs, it is proposed to amend the “Procedures for Asset Acquisition and Disposal” to address changes in the approval authority for the acquisition or disposal of assets.

- (2) Please refer to Attachment 8 on page 31 of this Handbook for a comparison table of the original and amended articles.

Resolution:

3. Resolution to issue restricted stock awards. (Proposed by the Board of Directors)

Explanation: In order to attract and retain the Company’s senior executives and key talents, and to link their compensation with shareholder interests and environmental, social, and governance (ESG) performance, it is proposed to issue restricted stock awards in accordance with relevant regulations. The key points of issuance are as follows:

- (1) Estimated total issuance amount: The estimated number of shares to be issued shall not exceed 850,000 common shares, with a par value of NT\$10 per share. The actual number of shares to be issued will be resolved by the Board of Directors after the restricted employee stock award issuance is approved by the shareholders’ meeting and the competent authority.

- (2) Employee eligibility and number of shares to be granted:
- A. The beneficiaries of this incentive plan are limited to full-time managers or specific key talents of the Company who are employed on the date of granting the restricted stock awards. The qualifications are: (1) supervisors of the Company with the position of deputy director (job grade 36) or above, or (2) key core technology talents (approved by the Chairman).
 - B. The number of shares to be granted to eligible employees will be determined based on the Company's operating results, as well as each individual's job grade, work performance, and other appropriate reference factors. The granting principle will be determined by the Chairman and submitted to the Board of Directors for approval. If the employee granted awards is a manager, it shall be approved by the Remuneration Committee. If the employee is a non-manager, it shall be approved by the Audit Committee.
- (3) Key issuance terms for restricted stock awards
- A. Estimated issuance price: Issued without consideration.
 - B. Vesting conditions: Employees who have been granted restricted stock awards must meet the following conditions to vest: (1) Be employed on the expiration date of each vesting period; (2) Have not violated any contracts signed with the Company or the Company's work rules during each vesting period; (3) Achieve the employee performance evaluation indicators or company operating performance indicators set by the Company. Please refer to the restricted stock award issuance measures for details of the indicators.

- C. The maximum percentage of shares that can be vested in each year is: 40% upon the expiration of one year after issuance, 30% upon the expiration of two years, and 30% upon the expiration of three years. The actual percentage and number of shares that can be vested in each year shall be calculated according to the achievement percentage of individual performance indicators and/or company operating performance indicators [including performance indicators (operating revenue, operating income) and ESG performance indicators], as detailed below:

A. Individual performance indicators	Threshold value	Weight
	The most recent annual performance evaluation rating on the expiration date of the vesting period must reach S or above.	50%
B. Company operating performance indicators	Threshold value	Weight
(1)Performance indicators: Revenue Operating income	The average value of the year before the vesting date higher than the total of the three years before the vesting date.	22.5% 22.5%
(2)ESG performance indicators: Overall waste recycling rate (including alternative energy) Process water recycling rate	Year before vesting date >90% >89.5%	2.5% 2.5%

The threshold value and weight of each indicator are as described in the table above. For each indicator that meets the threshold value, the vested shares for that year are calculated based on their respective weight ratios. For each indicator that does not meet the threshold value, the corresponding weight ratio of the vested shares for that year is 0%. The “previous year” referred to in the threshold value refers to the fiscal year of the most recent annual financial report audited by the accountant before the

vesting date. Whether the indicator is achieved is based on the financial report audited and certified by the accountant corresponding to the required period of the indicator.

D. Handling method for employees who do not meet the vesting conditions or inheritance: If an employee does not meet the vesting conditions, the Company will recover the shares granted without compensation and cancel them. In exceptional circumstances (including but not limited to inheritance), it will be handled in accordance with the restricted employee stock award issuance measures.

(4) Amounts that may be expensed, dilution of earnings per share, and other matters affecting shareholders' equity: Based on the vesting conditions mentioned in 3. of (3) above, the estimated total amount to be expensed is approximately NT\$238 million (the total amount expensed shall not exceed). If such shares are issued in early July 2025, according to the aforementioned assumptions, the estimated total amount to be expensed for 2025 to 2028 are approximately NT\$36 million, NT\$71 million, NT\$83 million, and NT\$48 million, respectively.

Calculated based on the Company's current issued shares, the estimated impact of the amount expensed on earnings per share for 2025 to 2028 is approximately NT\$0.11, NT\$0.22, NT\$0.26, and NT\$0.15, respectively. The possible dilution of the Company's earnings per share is limited, so there is no significant impact on shareholders' equity.

- (5) The Company will have the restricted stock awards issued this time held in trust.

Please refer to Attachment 9 on page 34 of this Handbook for the Company's 2025 Restricted Employee Stock Award Issuance Measures.

Resolution:

Extemporaneous Motions

Adjournment

2024 Business Report

In 2024, the global semiconductor market grew due to the rapid development of artificial intelligence (AI) and the demand for computing power development. VisEra's primary products and applications in the mobile market were seeing a mild recovery. Major smartphone brands were incorporating various AI features and technologies, and the overall market returned to growth.

In response to increasing customer demand, the Company actively resumed production at the Longtan Plant in the first half of the year, improving capacity utilization and contributing to profitability. Meanwhile, as the Company's products benefited from the increase in demand for image sensor size changes, pixel enhancement, other specification upgrades, and product mix optimization, the annual wafer output reached 1.95 million units (8-inch equivalent), and annual revenue hit NT\$10 billion, both marking historic highs. At the same time, the Company intensified its investment in technological research and development (R&D), provided customers with comprehensive manufacturing process services for image sensors and micro-optical components, along with differentiated technical support. These efforts serve as the foundation for delivering value and driving business growth.

Financial Performance

In 2024, VisEra's revenue reached NT\$10.002 billion, reflecting a 38% year-over-year growth, driven by image sensor specification upgrades and increased downstream market share. Gross margin increased from 13% to 30%, thanks to higher capacity utilization. Operating expenses totaled NT\$1.197 billion, up 19% from the previous year. Net income after tax surged 388% year-over-year to NT\$1.739 billion, with earnings per share (EPS) reaching NT\$5.49.

Technology Development

VisEra remains committed to technological development, invested NT\$930 million in R&D in 2024 to enhance semiconductor optical manufacturing process capabilities, and developed key technologies, ensuring alignment with market needs and future growth.

In the field of image sensors, the Company has developed Nano Light Pillar microstructures, using MetaLens technology, effectively increasing space for interacting with light and sensing performance. This innovation aligns with the industry trend toward high-resolution sensing solutions. Additionally, the LnG microstructure that VisEra promotes enhances the optical performance of small-pixel-size image sensors. The

Company is also developing multispectral color filter array technology, improving color accuracy and white balance in photography to restore true-to-life image colors.

In the field of Micro-Optical Elements, VisEra is fully engaged in Metasurface technology, to offer the market the advantages of thinner and flatter semiconductor optical integration solutions, enabling various applications. The Company is also dedicated to R&D of waveguide display technology, which enables AI-powered smart glasses to project images directly in front of the eyes, achieving virtual- and real-world integration, supporting customers in exploring the future of wearable devices. Simultaneously, VisEra collaborates with customers to develop applications of microlenses and metalenses for near-eye display technologies, such as Micro-OLED and Micro-LED.

Environmental, Social, and Corporate Governance (ESG)

Global sustainability has become a key indicator of corporate competitiveness. VisEra is committed to enhancing environmental, social, and governance (ESG) efforts, embedding these principles into its core business operations and development strategies. Sustainability is no longer just a slogan but a daily operational habit at VisEra.

Environmental protection: The Company actively engages in greenhouse gas reduction by improving energy efficiency and adopting renewable energy sources to lower carbon emissions. In 2024, a carbon pricing task force was established to manage carbon cost control and effectively achieve carbon reduction targets at every stage. Additionally, VisEra prioritizes energy conservation, resource efficiency (e.g., increasing waste recycling rates), and pollution control (e.g., reducing air emissions and wastewater discharge). **Social responsibility:** The Company prioritizes employee well-being, fostering a safe and inclusive workplace while preventing workplace violence. VisEra also actively participates in community activities, environmental conservation events, and supports Taiwan's arts and cultural development. **Corporate governance:** In its first participation in the corporate governance evaluation after going public, VisEra ranked in the top 6%-20% of all. The Company is committed to further strengthening governance and enhancing stakeholder communication. VisEra aspires to create a positive impact on sustainability and fulfill its social responsibility as a corporate citizen.

Future Outlook

In 2025, AI is expected to continue to drive the growth of the global semiconductor industry. However, geopolitical factors and the restructuring of global supply chains may lead to challenges. Facing both opportunities and uncertainties, VisEra will proactively transform these changes into new business opportunities by focusing on: improving the added value of technology and expanding the product structure, leveraging the huge business opportunities brought by the AI trend in diverse application devices, opening a new chapter in the development of semiconductor optics, and continuing to be a reliable partner for customers' process technology.

Furthermore, the Company is actively investing in silicon photonics (SiPh) technology, including passive components, such as silicon microlenses, waveguides, and optical couplers. These developments are geared toward long-term AI-driven high performance computing opportunities, thereby expanding new applications and customer bases to drive future business growth.

Last, VisEra sincerely appreciates all our shareholders' trust and support. With our partnership, the Company has achieved a historic milestone in business scale. Moving forward, VisEra remains dedicated to sustainable growth and maximizing shareholder value.

Chairman: Robert Kuan

President: Robert Kuan

Accounting Manager: Jane Chen

Audit Committee's Review Report

The Board of Directors prepared the 2024 Business Report, Financial Statements, and earning distribution proposal of the Company. The Financial Statements have been audited by the CPA of Deloitte Taiwan, who presented the independent auditors' report. After audit, the Audit Committee believes the aforementioned Business Report, Financial Statements and earnings distribution proposal are prepared in good faith. Therefore, the Audit Committee's Review Report is so generated pursuant to the Securities and Exchange Act and the Company Act.

VisEra Technologies Company Ltd.

Convener of the Meeting of the Audit Committee: Laura Huang



February 20, 2025

Director remuneration for 2024

Unit: NT\$ thousand; %

Position	Name	Directors' compensation								Sum of A, B, C, and D as a percentage of net income	Compensation received as employee								Sum of A, B, C, D, E, F, and G as a percentage of net income		Compensation from parent company or business investments other than subsidiaries	
		Compensation (A)		Severance payment and pension (B)		Director remuneration (C) (Note 1)		Fees for services rendered (D) (Note 2)			Salaries, bonuses, special allowances etc. (E)		Severance payment and pension (F)		Employee remuneration (G)							
		The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report		The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report	The Company	All companies included in the financial report		
Chairman	Robert Kuan	0	0	0	0	1,080	1,080	50	50	1,130	1,130	6,473	6,473	0	0	9,364	0	9,364	0	16,967	16,967	None
										0.06%	0.06%									0.98%	0.98%	
Director	George Liu Chien-Hsin Li	0	0	0	0	1,080	1,080	40	40	1120	1120	0	0	0	0	0	0	0	0	1120	1120	
										0.06%	0.06%									0.06%	0.06%	
Director	Diane Kao David Liu	0	0	0	0	1,080	1,080	40	40	1120	1120	0	0	0	0	0	0	0	0	1120	1120	
										0.06%	0.06%									0.06%	0.06%	
Independent Director	Laura Huang	1,200	1,200	0	0	0	0	20	20	1,220	1,220	0	0	0	0	0	0	0	0	1,220	1,220	
										0.07%	0.07%									0.07%	0.07%	
Independent Director	Emma Chang	1,200	1,200	0	0	0	0	40	40	1,240	1,240	0	0	0	0	0	0	0	0	1,240	1,240	
										0.07%	0.07%									0.07%	0.07%	
Independent Director	Peng-Heng Chang	1,200	1,200	0	0	0	0	50	50	1,250	1,250	0	0	0	0	0	0	0	0	1,250	1,250	
										0.07%	0.07%									0.07%	0.07%	
Independent Director	Han-Fei Lin	1,200	1,200	0	0	0	0	40	40	1,240	1,240	0	0	0	0	0	0	0	0	1,240	1,240	
										0.07%	0.07%									0.07%	0.07%	

1. Remuneration to the Company's independent directors is governed by the Company's Articles of Incorporation and the Company's "Director Remuneration, Compensation, and Honoraria Payment Regulations". The Board of Directors determines remuneration to independent directors based on their level of participation in and contribution to the Company's operations, as well as domestic and international industry standards. The Company pays each independent director monthly compensation and honoraria.
2. Compensation received by director for providing service to any company included in the financial statements (e.g. consultancy service without the title of an employee) in the last year, except those disclosed in the above table: None

Note 1: Since Robert Kuan, George Liu, Chien-Hsin L, Diane Kao, David Liu are representatives of TSMC, the director's remuneration they are entitled to was received by the juristic-person shareholders they represent.

Note 2: The fees for services rendered refer to honoraria.

Report on the acquisition of right-of-use assets from Xintec Inc.

1. Purpose, necessity, and expected benefits of acquiring or disposing of assets:

To collaborate with Xintec Inc. for a mass production site for project products at the request of customers.

2. Reasons for selecting a related party as the transaction counterparty:

The leased asset meets the Company's production needs.

3. Relevant information for assessing the reasonableness of the intended transaction terms in accordance with Articles 16 and 17 when acquiring real estate or its right-of-use assets from related parties:

As the time Xintec Inc. acquired the real estate is more than five years from the contract execution date of this transaction, it is not applicable.

4. Matters, such as the related party's initial acquisition date and price, transaction counterparty, and its relations with the Company and the related party:

The initial acquisition date and price, transaction counterparty, and other information of Xintec Inc. are its internal confidential information and cannot be obtained.

5. Cash flow forecast for each month of the next year from the scheduled contract execution month, and assessment of the necessity of the transaction and the reasonableness of capital utilization:

The monthly rent for this contract renewal has no significant impact on future cash flows.

6. An appraisal report issued by a professional appraiser obtained in accordance with the preceding article, or accountant's opinion:

The transaction amount is less than 10% of the Company's total assets, so it is not applicable.

7. Restrictions and other important agreements of this transaction:

No subleasing, subletting, lending, transferring, possessing or other means of providing use to other people is allowed.

8. The opinion issued by the accountant on whether the transaction with an affiliate complies with general commercial conditions and does not harm the interests of the Company and its minority shareholders:

Xintec Inc. is not the Company's related party, so it is not applicable.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
VisEra Technologies Company Ltd.

Opinion

We have audited the accompanying financial statements of VisEra Technologies Company Ltd. (the "Company"), which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including material accounting policy please follow the template for 2024 Q4 TIFRS. (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended 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.

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 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 financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter of the Company's financial statements for the year ended December 31, 2024 is stated as follows:

Contract Assets and Revenue Recognition

The majority of the Company's revenue is generated from color filter and optical coating, which are manufactured according to the customized specifications agreed in the contractual agreement. The customers have obtained control over the products during the manufacturing process. As such, revenue and contract assets are recognized over time in accordance with the requirements under paragraph 35(b) of IFRS 15. Refer to Notes 4, 5 and 17 to the accompanying financial statements for the details of the accounting policies related to the contract assets and revenue recognition. The Company recognizes contract

assets and revenue at the end of each month based on progress towards completion. Since the abovementioned process involves estimates and manual controls, there is a risk that contract assets and revenue may not be recognized correctly. Thus, the Company's contract assets and revenue recognition were identified as key audit matters.

The audit procedures performed in respect of the above key audit matters included the following:

1. We obtained an understanding and tested the effectiveness of the design and implementation of key internal controls over contract assets and revenue recognition.
2. We obtained an understanding and evaluated the reasonableness of management's assumption and policy over contract assets and revenue recognition.
3. We sampled and verified the accuracy of the underlying data used in calculations for the percentage of completion.
4. We sampled and verified the accuracy of the contract assets and revenue recognition.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC, and 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2024, 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 Shang-Chih Lin and Ming-Yuan Chung.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 20, 2025

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

VISERA TECHNOLOGIES COMPANY LTD.
BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023		LIABILITIES AND EQUITY	2024		2023	
	Amount	%	Amount	%		Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash and cash equivalents (Note 6)	\$ 13,422,209	54	\$ 12,467,450	50	Financial liabilities at fair value through profit or loss				
Financial assets at fair value through profit or loss -					- current (Notes 7 and 24)	\$ 19,150	-	\$ 6	-
current (Notes 7 and 24)	-	-	19,851	-	Contract liabilities - current (Note 17)	29,561	-	20,659	-
Contract assets - current (Notes 5, 17 and 25)	486,264	2	366,731	2	Accounts payable	279,496	1	271,104	1
Accounts receivable, net (Notes 5 and 8)	1,078,870	4	793,091	3	Accounts payable to related party (Note 25)	-	-	440	-
Accounts receivable from related parties (Notes 5, 8 and 25)	104,879	-	109,679	1	Lease liabilities - current (Notes 11, 22 and 25)	88,104	-	77,880	1
Other receivables	124,648	1	81,236	-	Accrued profit sharing bonus to employees and remuneration				
Other receivables from related parties (Note 25)	-	-	84	-	of directors (Note 18)	351,021	2	74,456	-
Current tax assets (Note 19)	48,410	-	44,238	-	Payables to equipment suppliers	203,332	1	510,147	2
Inventories (Note 9)	181,572	1	106,599	-	Current tax liabilities (Note 19)	316,014	1	-	-
Prepayments and other current assets (Note 25)	<u>112,671</u>	<u>1</u>	<u>89,510</u>	<u>-</u>	Long-term liabilities-current portion (Notes 13 and 22)	2,710,000	11	2,295,556	9
					Accrued expenses and other current liabilities (Notes 14,				
Total current assets	<u>15,559,523</u>	<u>63</u>	<u>14,078,469</u>	<u>56</u>	17 and 25)	<u>704,292</u>	<u>3</u>	<u>677,769</u>	<u>3</u>
NON-CURRENT ASSETS					Total current liabilities	<u>4,700,970</u>	<u>19</u>	<u>3,928,017</u>	<u>16</u>
Property, plant and equipment (Notes 5 and 10)	8,771,902	36	10,742,099	43					
Right-of-use assets (Notes 11 and 25)	305,845	1	245,977	1	NON-CURRENT LIABILITIES				
Intangible assets (Note 12)	31,008	-	52,306	-	Long-term borrowings (Notes 13 and 22)	1,699,586	7	4,382,965	17
Deferred tax assets (Note 19)	44,998	-	33,052	-	Deferred tax liabilities (Note 19)	43,844	-	28,107	-
Other non-current assets (Note 26)	<u>26,260</u>	<u>-</u>	<u>26,619</u>	<u>-</u>	Lease liabilities - non-current (Notes 11, 22 and 25)	225,562	1	175,866	1
					Deferred revenue - non-current (Note 13)	1,247	-	27,868	-
Total non-current assets	<u>9,180,013</u>	<u>37</u>	<u>11,100,053</u>	<u>44</u>	Guarantee deposits (Notes 22 and 25)	<u>4,581</u>	<u>-</u>	<u>4,532</u>	<u>-</u>
					Total non-current liabilities	<u>1,974,820</u>	<u>8</u>	<u>4,619,338</u>	<u>18</u>
					Total liabilities	<u>6,675,790</u>	<u>27</u>	<u>8,547,355</u>	<u>34</u>
					EQUITY (Note 16)				
					Capital stock	<u>3,173,081</u>	<u>13</u>	<u>3,165,671</u>	<u>13</u>
					Capital surplus	<u>7,313,629</u>	<u>29</u>	<u>7,310,640</u>	<u>29</u>
					Retained earnings				
					Appropriated as legal reserve	1,423,351	6	1,387,743	5
					Unappropriated earnings	<u>6,153,685</u>	<u>25</u>	<u>4,767,113</u>	<u>19</u>
						<u>7,577,036</u>	<u>31</u>	<u>6,154,856</u>	<u>24</u>
					Total equity	<u>18,063,746</u>	<u>73</u>	<u>16,631,167</u>	<u>66</u>
TOTAL	<u>\$ 24,739,536</u>	<u>100</u>	<u>\$ 25,178,522</u>	<u>100</u>	TOTAL	<u>\$ 24,739,536</u>	<u>100</u>	<u>\$ 25,178,522</u>	<u>100</u>

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

VISERA TECHNOLOGIES COMPANY LTD.

STATEMENTS OF COMPREHENSIVE INCOME

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

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 5, 17 and 25)	\$10,002,074	100	\$ 7,236,928	100
OPERATING COSTS (Notes 9, 18 and 25)	<u>6,952,993</u>	<u>70</u>	<u>6,022,582</u>	<u>83</u>
GROSS PROFIT	<u>3,049,081</u>	<u>30</u>	<u>1,214,346</u>	<u>17</u>
OPERATING EXPENSES (Notes 18 and 25)				
Sales and marketing	89,159	1	56,052	1
General and administrative	174,581	2	225,031	3
Research and development	<u>933,673</u>	<u>9</u>	<u>726,535</u>	<u>10</u>
Total operating expenses	<u>1,197,413</u>	<u>12</u>	<u>1,007,618</u>	<u>14</u>
OTHER OPERATING INCOME AND EXPENSES, NET (Notes 10, 18 and 25)	<u>155,671</u>	<u>2</u>	<u>71,408</u>	<u>1</u>
PROFIT FROM OPERATIONS	<u>2,007,339</u>	<u>20</u>	<u>278,136</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES (Notes 18 and 25)				
Interest income	200,822	2	169,008	2
Other income	1,517	-	596	-
Other gains and losses	(124,563)	(1)	(48,496)	(1)
Foreign exchange gain and loss, net	71,904	1	6,212	-
Finance costs	<u>(83,454)</u>	<u>(1)</u>	<u>(90,104)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>66,226</u>	<u>1</u>	<u>37,216</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	2,073,565	21	315,352	4
INCOME TAX EXPENSE (BENEFIT) (Notes 4 and 19)	<u>334,661</u>	<u>4</u>	<u>(40,728)</u>	<u>(1)</u>
NET INCOME	<u>1,738,904</u>	<u>17</u>	<u>356,080</u>	<u>5</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 1,738,904</u>	<u>17</u>	<u>\$ 356,080</u>	<u>5</u>
EARNINGS PER SHARE (Note 20)				
Basic earnings per share	<u>\$ 5.49</u>		<u>\$ 1.13</u>	
Diluted earnings per share	<u>\$ 5.45</u>		<u>\$ 1.12</u>	

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

VISERA TECHNOLOGIES COMPANY LTD.
STATEMENTS OF CHANGES IN EQUITY
(In Thousands of New Taiwan Dollars)

	Capital Stock - Common Stock			Retained Earnings			
	Stock	Amount	Capital Surplus	Legal Reserve	Unappropriated Earnings	Total	Total Equity
	(In Thousands)						
BALANCE, JANUARY 1, 2023	315,534	\$ 3,155,341	\$ 7,304,953	\$ 1,211,163	\$ 5,218,705	\$ 6,429,868	\$ 16,890,162
Appropriation of earnings							
Legal reserve	-	-	-	176,580	(176,580)	-	-
Cash dividends	-	-	-	-	(631,092)	(631,092)	(631,092)
Employee share options exercised	1,033	10,330	4,831	-	-	-	15,161
Donation from shareholders	-	-	108	-	-	-	108
Compensation cost of employee share options	-	-	748	-	-	-	748
Net profit and total comprehensive income for the year ended December 31, 2023	-	-	-	-	356,080	356,080	356,080
BALANCE, DECEMBER 31, 2023	316,567	3,165,671	7,310,640	1,387,743	4,767,113	6,154,856	16,631,167
Appropriation of earnings							
Legal reserve	-	-	-	35,608	(35,608)	-	-
Cash dividends	-	-	-	-	(316,724)	(316,724)	(316,724)
Employee share options exercised	741	7,410	2,750	-	-	-	10,160
Donation from shareholders	-	-	195	-	-	-	195
Compensation cost of employee share options	-	-	44	-	-	-	44
Net profit and total comprehensive income for the year ended December 31, 2024	-	-	-	-	1,738,904	1,738,904	1,738,904
BALANCE, DECEMBER 31, 2024	<u>317,308</u>	<u>\$ 3,173,081</u>	<u>\$ 7,313,629</u>	<u>\$ 1,423,351</u>	<u>\$ 6,153,685</u>	<u>\$ 7,577,036</u>	<u>\$ 18,063,746</u>

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

VISERA TECHNOLOGIES COMPANY LTD.

STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,073,565	\$ 315,352
Adjustments for:		
Depreciation expense	2,867,500	3,077,390
Amortization expense	26,792	26,771
Finance costs	83,454	90,104
Interest income	(200,822)	(169,008)
Compensation cost of employee share options	44	748
Gain on disposal of property, plant and equipment, net	(5)	-
Impairment loss recognized on property, plant and equipment	47,539	-
Foreign exchange loss (gain), net	4,571	(2,280)
Gain on lease modification	(231)	(3)
Changes in operating assets and liabilities:		
Financial instruments at fair value through profit or loss	38,995	(8,667)
Contract assets	(119,533)	(52,632)
Accounts receivable, net	(285,779)	(141,789)
Receivables from related parties, net	4,800	3,141
Other receivables	(27,526)	2,374
Other receivables from related parties	84	4,173
Inventories	(74,973)	(21,371)
Prepayments and other current assets	(23,161)	(19,045)
Contract liabilities	8,902	11,574
Accounts payable	8,392	(31,133)
Payables to related parties, net	(440)	440
Accrued profit sharing bonus to employees and remuneration of directors	276,565	(281,943)
Accrued expenses and other current liabilities	26,976	28,254
Cash generated from operations	4,735,709	2,832,450
Income taxes paid	(19,028)	(172,507)
Net cash generated from operating activities	<u>4,716,681</u>	<u>2,659,943</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(1,172,725)	(2,165,028)
Proceeds from disposal of property, plant and equipment	5	-
Increase in refundable deposits	(1,300)	(2,683)
Decrease in refundable deposits	521	423
Payments for intangible assets	(5,494)	(29,155)
Decrease (increase) in other non-current assets	1,138	(1,863)
Interest received	184,936	162,282
Net cash used in investing activities	<u>(992,919)</u>	<u>(2,036,024)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	\$ -	\$ 2,450,000
Repayments of long-term borrowings	(2,295,556)	(1,756,944)

(Continued)

VISERA TECHNOLOGIES COMPANY LTD.**STATEMENTS OF CASH FLOWS**
(In Thousands of New Taiwan Dollars)

	2024	2023
Guarantee deposits received	-	472
Guarantee deposits refunded	-	(1,151)
Repayment of the principal portion of lease liabilities	(83,016)	(82,904)
Cash dividends	(316,724)	(631,092)
Employee share options exercised	10,160	15,161
Interest paid	(84,062)	(99,571)
Donation from shareholders	<u>195</u>	<u>108</u>
Net cash used in financing activities	<u>(2,769,003)</u>	<u>(105,921)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	954,759	517,998
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>12,467,450</u>	<u>11,949,452</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 13,422,209</u>	<u>\$ 12,467,450</u>

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

VisEra Technologies Company Ltd.

2024 Earnings Distribution Table

	Unit: NT\$
Beginning Undistributed Earnings	4,414,780,086
2024 net profit	1,738,904,784
Less:	
- Distribution of 10% as legal reserve	(173,890,479)
2024 distributable earnings	1,565,014,305
Distributable Earnings as of December 31, 2024	5,979,794,391
Distribution Items:	
- Common share cash dividend (NT\$3.0 per share)	(952,023,357)
Ending balance of retained earnings	5,027,771,034

Chairman: Robert Kuan President: Robert Kuan Accounting Manager: Jane Chen

VisEra Technologies Company Ltd.

Comparison Table of Amendments to Articles of Incorporation

Article No.	Original Article	Amended Article
Article 2	<p>The scope of business of the Company is as follows:</p> <ol style="list-style-type: none"> 1. CC01080 Electronic parts and components manufacture. 2. I501010 Product designing. 3. F401010 International trade. <p>Research, design, development, manufacture and sale of:</p> <ol style="list-style-type: none"> (1) Color Filter (2) Image sensing components and modules (3) Light-emitting diode (LED) components and modules (4) Packaging and testing of the above products <p>Concurrently in the import and export trade business related to the Company's business.</p>	<p>The scope of business of the Company is as follows:</p> <ol style="list-style-type: none"> 1. CC01080 Electronic parts and components manufacture. 2. I501010 Product designing. 3. F401010 International trade. 4. CE01030 Instruments Manufacturing 5. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval. <p>Research, design, development, manufacture and sale of:</p> <ol style="list-style-type: none"> (1) Color filter and microlens (2) Image sensing components and modules (3) Light-emitting diode (LED) components and modules Micro-Optical Elements and modules (4) Design and packaging testing related to the above products <p>Concurrently in the import and export trade business related to the Company's business.</p>
Article 18	<p>The 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</p>	<p>The 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</p>

Article No.	Original Article	Amended Article
	<p>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.</p> <p>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 to the shareholders' meeting.</p> <p>After the Company set aside the reserve pursuant to paragraphs 1 and 2 of this Article, in case of any balance left over, together with the retained earnings from previous years, the Board of Directors shall prepare a surplus earnings distribution proposal and submit the same to the shareholders' meeting for review and approval by a resolution for</p>	<p>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 distributing earnings, the Company shall allocate no more than 2% of the current profit as director remuneration, and no less than 1% of the current profit as employee remuneration <u>(of which no less than 30% shall be allocated as remuneration for entry-level employees)</u>; however, profits must first be taken to offset cumulative losses if any. Distribution of employee remuneration shall be resolved by the Board of Directors with the consent of a majority of the attending directors in a board meeting attended by two-thirds or more of all directors. This decision shall be reported to the shareholders' meeting.</p> <p>After the Company set aside the reserve pursuant to paragraphs 1 and 2 of this Article, in case of any balance left over, together with the retained earnings from previous years, the Board of Directors shall prepare a surplus earnings distribution proposal and submit the same to the shareholders' meeting for review and</p>

Article No.	Original Article	Amended Article
	distributing the dividends and bonuses. (Omitted below)	approval by a resolution for distributing the dividends and bonuses. (Omitted below)
Article 20	These Articles of Incorporation were resolved on November 19, 2003. The first amendment 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, and the eighth amendment was made on March 4, 2021. The ninth amendment was made on May 24, 2022.	These Articles of Incorporation were resolved on November 19, 2003. The first amendment 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; the ninth amendment was made on May 24, 2022; <u>the tenth amendment was made on May 22, 2025.</u>

VisEra Technologies Company Ltd.
**Comparison Table of Amendments to the Procedures for Asset
Acquisition and Disposal**

Article No.	Original Article	Amended Article
Article 3	<p>The Company's operating procedures and limits for acquiring or disposing of assets are as follows:</p> <ol style="list-style-type: none"> 1. The acquisition or disposal of non-current marketable securities shall be evaluated by the executing unit and submitted to the Board of Directors for approval before implementation, but the Board of Directors may authorize the Chairman to handle it and then submit it to the Board of Directors for ratification. 2. The acquisition or disposal of current marketable securities shall be evaluated by the executing unit and traded within the limits specified in paragraph 6 of this article. 3. The acquisition or disposal of real estate or its right-of-use assets shall be evaluated by the executing unit and submitted to the Board of Directors for approval before implementation, but the Board of Directors may authorize the Chairman to handle it and then 	<p>The Company's operating procedures and limits for acquiring or disposing of assets are as follows:</p> <ol style="list-style-type: none"> 1. For the acquisition or disposal of non-current marketable securities, <u>if they are government bonds, corporate bonds, or financial bonds, with the single transaction amount of NT\$100 million or less, the executing unit shall evaluate and submit it to the Chairman for approval and report to the soonest board meeting afterwards; if the single transaction amount exceeds NT\$100 million, the executing unit shall evaluate and submit it to the Board of Directors for approval before implementation, but the Board of Directors may authorize the Chairman to handle it and then submit it to the Board of Directors for ratification. The acquisition or disposal of other non-current marketable securities</u> shall be evaluated by the executing unit and submitted to the Board of Directors for approval before implementation, but the Board of Directors may authorize the Chairman to handle it and then

Article No.	Original Article	Amended Article
	<p>submit it to the Board of Directors for ratification.</p> <p>4. The acquisition of equipment or its right-of-use assets shall be handled by the executing unit in accordance with the Company's internal regulations after being submitted to the Board of Directors for approval. The disposal of equipment shall be handled by the executing unit in accordance with the Company's internal regulations.</p>	<p>submit it to the Board of Directors for ratification.</p> <p>2. The acquisition or disposal of current marketable securities shall be evaluated by the executing unit and traded within the limits specified in paragraph 6 of this article.</p>
	<p>3. The acquisition or disposal of real estate or its right-of-use assets shall be evaluated by the executing unit and submitted to the Board of Directors for approval before implementation, but the Board of Directors may authorize the Chairman to handle it and then submit it to the Board of Directors for ratification.</p> <p>4. The acquisition of equipment or its right-of-use assets shall be handled by the executing unit in accordance with the Company's internal regulations after being submitted to the Board of Directors for approval. The disposal of equipment shall be handled by the executing unit in accordance with the</p>	<p>3. For the acquisition or disposal of real estate or its right-of-use assets, <u>if the amount is NT\$100 million or less, it shall be submitted to the Chairman for approval and reported to the soonest board meeting afterwards; if it exceeds NT\$100 million,</u> it shall be evaluated by the executing unit and submitted to the Board of Directors for approval before implementation, but the Board of Directors may authorize the Chairman to handle it and then submit it to the Board of Directors for ratification.</p> <p>4. For the acquisition or equipment or its right-of-use assets, <u>if the amount is NT\$100 million or less, it shall be submitted to the Chairman for approval and reported to the soonest board meeting afterwards; if it exceeds</u></p>

Article No.	Original Article	Amended Article
	<p>Company's internal regulations. (Omitted below)</p>	<p><u>NT\$100 million</u>, it shall be handled by the executing unit in accordance with the Company's internal regulations after being submitted to the Board of Directors for approval, <u>but the Board of Directors may authorize the Chairman to handle it and then submit it to the Board of Directors for ratification</u>. The disposal of equipment shall be handled by the executing unit in accordance with the Company's internal regulations. (Omitted below)</p>

VisEra Technologies Company Ltd.
Restricted Employee Stock Award Issuance Measures 2025

Article 1. Purpose

To attract and retain the Company's senior executives and key talents, and to link their compensation with shareholder interests and environmental, social, and governance (ESG) performance, the Restricted Employee Stock Award Issuance Measures (hereinafter referred to as the "Measures") are established in accordance with Article 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" promulgated by the Financial Supervisory Commission and other relevant regulations.

Article 2. Issuance period

Within two years from the date of receipt of the effective notification from the competent authority, the shares may be issued in one or multiple tranches as needed. The actual issuance date and related operations shall be determined by the Board of Directors or by the Chairman authorized by the Board of Directors.

Article 3. Employee eligibility and number of shares to be granted

1. The beneficiaries of this incentive plan are limited to full-time managers or specific key talents of the Company who are employed on the date of granting the restricted stock awards. The qualifications are:
 - (1) Supervisors of the Company with the position of deputy director (job grade 36) or above, or
 - (2) Key core technology talents (approved by the Chairman).
2. The number of shares to be granted to eligible employees will be determined based on the Company's operating results, as well as each individual's job grade, work performance, and other appropriate reference factors. The granting principle will be determined by the Chairman and submitted to the Board of Directors for resolution. If the employee granted awards is a manager, it shall be approved by the Remuneration Committee. If the employee is a non-manager, it shall be approved by the Audit Committee.

Article 4. Estimated total issuance amount

The estimated number of shares to be issued shall not exceed 850,000 common shares, with a par value of NT\$10 per share. The actual number of shares to be issued will be additionally resolved by the Board of Directors after the restricted employee stock award issuance is approved by the shareholders' meeting and the competent authority.

Article 5. Issuance conditions and restrictions on share rights of restricted stock awards

1. Estimated issuance price: Issued without consideration.
2. Type of issued shares: Common shares.
3. Vesting conditions:
 - (1) Employees who have been granted restricted stock awards must meet the following conditions to vest:
 - A. Be employed on the expiration date of each vesting period;
 - B. Have not violated any contracts signed with the Company or the Company's work rules during each vesting period;
 - C. Achieve the employee performance evaluation indicators or company operating performance indicators set by the Company. Please refer to subparagraph 2 of this paragraph for details of the indicators.
 - (2) The maximum percentage of shares that can be vested in each year is: 40% upon the expiration of one year after issuance, 30% upon the expiration of two years, and 30% upon the expiration of three years. The actual percentage and number of shares that can be vested in each year shall be calculated according to the achievement percentage of individual performance indicators and/or company operating performance indicators [including performance indicators (operating revenue, operating income) and ESG performance indicators], as detailed below:

each vesting date. If an employee is on unpaid leave on the vesting date, it shall be deemed as not meeting the vesting conditions, and the Company will recover the shares without compensation and cancel them.

- (4) Retirement: After an employee retires in accordance with the law, if all of the following requirements are fully met, the rights and obligations of unvested restricted stock awards shall not be affected; if any of the following requirements are violated, the unvested restricted stock awards shall be deemed as not meeting the vesting conditions. Exemptions for individual cases shall be approved by the Chairman:

Not engaging in any matters that compete with the Company, including but not limited to: joining a competitor of the Company, providing any services that compete with the Company, establishing any company or business involved in providing semiconductor processes or services, or hiring, inducing, or attempting to induce any of the Company's employees to engage in services that compete with the Company.

The actual shares that can be vested in each year for retired employees shall be handled in accordance with the vesting conditions stipulated in paragraph 3 of this article, and the individual performance evaluation rating shall be deemed as "S."

- (5) General death or disability or death due to occupational injury with inability to continue employment: For eligible employees who meet the requirements under Article 5, paragraph 3, subparagraph 1, item 2 of the Measures, if an employee dies or becomes disabled or dies due to occupational injury and is unable to continue employment before the expiration date of each vesting period, the vesting conditions under Article 5, paragraph 3, subparagraph 1, items 1 and 3 of the Measures shall be deemed to have been achieved on the expiration date of each vesting period. When calculating the actual number of shares granted to the employee, the achievement rate of individual performance indicators and company operating performance indicators shall be deemed as 100%, and all shares that can be actually granted shall be issued to the employee in full on the most recent expiration date of the vesting period. In the case of death, the inheritor may apply to receive the shares they should inherit after completing the necessary legal procedures and providing relevant supporting documents; if the

employee is physically disabled due to an occupational accident and is unable to continue to work, the employee shall still receive the shares to be vested.

(6) Transfer:

A. When an employee transfers to an affiliate or another company, the unvested restricted stock awards shall be handled in accordance with the “voluntary resignation” method in subparagraph 2 of this article.

B. For employees transferred by the Company to an affiliate or another company, the unvested restricted stock awards shall not be affected by the transfer; however, they shall still be subject to the vesting conditions of paragraph 3 of this article, and they shall continue to serve in the affiliate or another company on the vesting date, otherwise they shall be deemed as not meeting the vesting conditions, and the Company will recover the shares without compensation and cancel them. The individual performance evaluation shall be determined by the Chairman of the Company with reference to the performance evaluation provided by the affiliate or another company to determine whether the vesting conditions are achieved.

(7) If an employee makes a written statement to the Company, voluntarily waiving the restricted stock awards granted, the Company will recover the shares without compensation and cancel them.

(8) If an employee violates any contracts signed with the Company or the Company’s work rules after being granted restricted stock awards, the Company will recover the unvested shares without compensation and cancel them.

(9) If an employee terminates or revokes the agency authorization for the trust account or custodian account holding the restricted stock awards (see item 7 of subparagraph 1 and paragraph 5 of this article), the Company will recover the unvested shares without compensation and cancel them.

5. Restricted rights before vesting after being granted restricted stock awards:

(1) After the restricted employee stock awards are issued, they shall be immediately be held in trust/custody, and before the vesting conditions

are met, employees shall not request the trustee to return the restricted stock awards for any reason or in any way.

- (2) Before the expiration of each vesting period, employees shall not sell, pledge, transfer, donate, set, or otherwise dispose of the restricted stock awards.
 - (3) In addition to the aforementioned restrictions, other rights of the restricted stock awards granted to employees in accordance with the Measures, including but not limited to rights to receive dividends, bonuses, and capital surplus or rights to subscribe in cash capital increases, shall be the same as the common shares issued by the Company, and the relevant operational methods shall be implemented in accordance with the trust/custody agreement.
 - (4) For shares still held in trust/custody before an employee meets the vesting conditions, the attendance, proposal, speech, voting rights, and other relevant shareholder rights of the Company's shareholders' meeting shall be exercised by the trust/custody institution on behalf of the employee.
 - (5) If the Company implements a capital reduction not due to statutory capital reduction, such as cash capital reduction or capital reduction to offset losses, during the vesting period, the restricted stock awards shall be canceled in proportion to the capital reduction. In the case of cash capital reduction, the returned cash must be held in trust/custody and delivered to employees after the vesting conditions are met; however, if the vesting conditions are not met, the Company will recover the cash.
6. Handling of mergers and acquisitions: The rights and obligations of unvested restricted stock awards shall be handled in accordance with the provisions of the merger and acquisition related contracts or plans.
 7. Other agreements: During the trust/custody period of the restricted stock awards, the Company shall have full authority to represent employees in dealing with the stock trust/custody institution (including but not limited to) the negotiation, signing, amendment, extension, cancellation, and termination of the trust/custody agreement, and the delivery, use, and disposal instructions of the assets held in trust/custody.

Article 6. Contract signing and confidentiality

1. Employees who are granted restricted stock awards must sign the “Restricted Stock Award Acceptance Agreement” provided by the Company and complete the relevant trust/custody procedures. Failure to complete the signing of relevant documents and procedures as required shall be deemed as a waiver of the restricted stock awards.
2. Anyone who are granted restricted stock awards and obtain related rights and interests under the Measures shall comply with the provisions of the Measures and the “Restricted Stock Award Acceptance Agreement”. Violators shall be deemed as not meeting the vesting conditions and shall comply with relevant confidentiality provisions. Except as required by laws, regulations, or competent authorities, they shall not inquire about or disclose the relevant quantity and content of the restricted stock awards granted to others, or disclose the relevant content of this case and personal rights and interests to others. In the event of any violation, the Company has the right to recover the shares of unvested restricted stock awards without compensation and cancel them.

Article 7. Taxes

The relevant taxes on the restricted stock awards granted under the Measures shall be handled in accordance with the laws of the Republic of China.

Article 8. Other material issues

1. The Measures shall be implemented after being approved by the Remuneration Committee and agreed by the Board of Directors, submitted to the shareholders’ meeting for approval in accordance with the law, and reported to and declared effective by the competent authority.
2. If there are any matters not covered by the Measures, they shall be handled in accordance with the relevant laws of the Republic of China.

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 chairperson 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 chairperson 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 chairperson 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 chairperson 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 chairperson and resume the meeting at the same venue or a different venue. If the chairperson declares the adjournment of the meeting in a manner in violation of such rules governing the proceedings of meetings, a new chairperson 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 chairperson.

Except with the consent of the chairperson, 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 chairperson 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 chairperson and the shareholder that has the floor; the chairperson 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 chairperson may respond or direct relevant personnel to respond.

Article 12. When the chairperson deems that a proposal has been discussed sufficiently to put it to a vote, the chairperson 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 chairperson, 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 chairperson 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 chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson 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 chairperson 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 chairperson 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.

Articles of Incorporation of VisEra Technologies Company Ltd.

Articles of Incorporation

Chapter 1. General Provisions

- Article 1. The Company is incorporated in accordance with the Company Act and is named 采鈺科技股份有限公司; the English name of the Company is VisEra Technologies Company Ltd.
- Article 2. The scope of business of the Company is as follows:
1. CC01080 Electronic parts and components manufacture.
 2. I501010 Product designing.
 3. F401010 International trade.
- Research, design, development, manufacture and sale of:
- (1) Color Filter
 - (2) Image sensing components and modules
 - (3) Light-emitting diode (LED) components and modules
 - (4) Packaging and testing of the above products
- Concurrently in the import and export trade business related to the Company's business.
- Article 3. The Company is headquartered in the Hsinchu Science Park, and may establish branches abroad if necessary, subject to the resolution of the Board of Directors and approval of the competent authority.
- Article 4. The total amount of investments in other companies by the Company may exceed 40% of its own paid-in capital. The Board of Directors is authorized to make operational decisions for such investments.
- Article 4-1. The company may act as the guarantor.

Chapter 2. Shares

- Article 5. The total capital amount of the Company is four billion New Taiwan Dollars, divided into four hundred million shares, at ten New Taiwan Dollars each and may be issued in installments. The Company may issue employee stock options. Among the aforementioned total capital stock, 20,000,000 shares should be reserved for issuing employee stock options.

- Article 6. The Company are exempted from issuing any share certificate. 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 3. Shareholders' Meeting

- Article 7. Share assignment/transfer shall be recorded in accordance with Article 165 of the Company Act and other relevant laws and regulations.
- Article 8. Shareholders' meetings of the Company are of two types, regular meetings and special meetings. Regular meetings shall be convened at least once every year within six months after the end of each fiscal year, while special meetings shall be convened whenever necessary. Shareholders' meetings of the Company can be held by means of video conferencing or other methods promulgated by the central competent authority.
- Article 9. Unless otherwise provided in the Company Act, each share of stock shall be entitled to one vote.
- Article 10. If a shareholder is unable to attend a shareholders' meeting, he/she may appoint a proxy to attend it and exercise his/her rights in accordance with Article 177 of the Company Act.
- 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 4. Director

- Article 11. The Company shall have five to seven directors who shall be elected from among the persons with disposing capacity by the shareholders' meeting. The term of office of a director shall be three years and shall be eligible for re-election. The aforesaid Board of Directors must have at least three Independent Directors. Election of directors shall be conducted in accordance with Article 192-1 of the Company Act where the system of candidate nomination shall be adopted. The relevant implementations shall be governed by the Company Act, Securities and Exchange Act, and other relevant laws and regulations.

- Article 12. In case no election of new directors is effected after the expiry 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. If no re-election is effected after expiry of the given time limit, the 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 shall be the chairperson of shareholders' meetings and meetings of the Board of Directors, and shall represent the Company. In case the Chairman is absent or otherwise cannot perform his/her duty for any reason, his/her proxy shall be appointed in accordance with Article 208 of the Company Act.
- Article 15. Save for the first meeting of each term of the Board of Directors which shall be convened by the director who received the ballots representing the largest number of votes at the election of directors, meetings of the Board of Directors shall be convened by the Chairman of the Board pursuant to the Company Act. Unless otherwise provided in the Company Act, each director shall attend the meeting of the Board of Directors in person. A Director may appoint other directors as proxy to attend the meetings of the Board of Directors on his/her behalf with a written proxy, stating therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may only be appointed to act as a proxy by one other director.
- 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 5. Managers

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

Chapter 6. Accounting

- Article 17. After the end of each fiscal year, the Board of Directors shall prepare the business report, financial statements, and proposal concerning the distribution of earnings or covering of losses and submit the same to the annual shareholders' meeting for acceptance.

- Article 18. The 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 the Company set aside the reserve pursuant to paragraphs 1 and 2 of this Article, in case of any balance left over, together with the retained earnings from previous years, the Board of Directors shall prepare a surplus earnings distribution proposal and submit the same to the shareholders' meeting for review and approval by a resolution for distributing the dividends and bonuses. 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 earning 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 7. Supplemental Provisions

- Article 19. These Articles of Incorporation is effective upon the approval for registration. Any matters not provided in these Articles of Incorporation shall be conducted in accordance with the Company Act and other relevant laws and regulations.
- Article 20. These Articles of Incorporation were resolved on November 19, 2003. The first amendment 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, and the eighth amendment was made on March 4, 2021. The ninth amendment was made on May 24, 2022.

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

Shareholding of All Directors

Position	Name	No. of shares held
Director/ Chairman	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: Robert Kuan	213,619,000 shares
Director	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: Chien-Hsin Li	
Director	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: David Liu	
Independent Director	Laura Huang	0 shares
Independent Director	Emma Chang	0 shares
Independent Director	Peng-Heng Chang	0 shares
Independent Director	Han-Fei Lin	0 shares
Total		213,619,000 shares

- Note: 1. The number of issued shares of the company between the book closure date of the shareholder meeting and March 24, 2025, is 317,528,119 shares.
2. The minimum required combined shareholding of all directors: 12,701,124 shares.
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.