

Stock No.: 6789



VisEra Technologies Company Ltd.

Handbook for the 2024 Annual Meeting of
Shareholders
(Translation)

May 22, 2024

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VisEra Technologies Company Ltd.

2024 Annual General Shareholders' Meeting Procedure

- I. Chairman Address
- II. Report Items
- III. Matters for Ratification Proposals
- IV. Elections
- V. Other Motions
- VI. Extemporaneous Motions
- VII. Adjournment

VisEra Technologies Company Ltd.

Agenda of the 2024 Regular Shareholders' meeting

Time: 09:00 a.m., May 22, 2024

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

Chairman: Chairman Robert Kuan

I. Chairman Address

II. Report Items

1. 2023 Business Report
2. Audit Committee's Review Report
3. 2023 Allocation of remuneration to directors and employees

III. Matters for Ratification Proposals

1. Adoption of the 2023 Business Report and Financial Statements
2. Adoption of 2023 Earnings Distribution

IV. Election: Full re-election of 7 directors (including 4 independent directors)

V. Other Motions: Termination of the non-competition restriction imposed on the directors (including independent directors)

VI. Extemporaneous Motions

VII. Adjournment

Report Items

I. 2023 Business Report, for approval.

Explanation: Please refer to Attachment 1 on page 16 of the Handbook for the 2023 Business Report.

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

Explanation: Please refer to Attachment 2 on page 19 of the Handbook for the Audit Report of the audit committee.

III. 2023 Allocation of remuneration to directors and employees

Explanation: (1) The proposal for 2023 allocation of the remuneration to employees and directors has been approved per the resolution of the Board of Directors on February 21, 2024. Said remuneration will be allocated in cash in whole.

(2) The remuneration to employees and directors was NT\$71,216,067 and NT\$3,240,000 to be allocated in cash in whole, which is not different from those stated in 2023.

Matters for Ratification Proposals

I. Adoption of the 2023 Business Report and Financial Statements. (Proposed by the board of directors)

Explanation: (1) The 2023 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 Chong, CPA of Deloitte Taiwan.

(2) Please refer to Attachment 1 on page 16 and Attachment 3 on page 20 of the Handbook for the 2023 Business Report, CPA audit report and the aforementioned financial statements.

Resolution:

II. Adoption of 2023 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 regular shareholders' meeting for acceptance.

(2) The company's distributable earnings in 2023 were NT\$320,472,302. NT\$316,724,119 of the retained earnings are to be distributed as common share cash dividend. The Company has issued 316,724,119 common shares on January 31, 2024, so the cash dividend for each share is NTD 1.

(3) Please refer to Attachment 4 on page 30 of the Handbook for the 2023 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, the Chairman, who was authorized by the Board of Directors, will have the authorization 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:

Elections

- I. Fully re-elected 7 directors (including 4 independent directors) (proposed by the Board of Directors)

Note: (1) The term of office of the incumbent directors of the Company expired on March 3, 2024. According to Article 195 of the Company Act, the term of office of the directors may be extended until the re-elected directors take office. Re-election of directors shall take place at the 2024 general shareholders' meeting.

(2) A total of seven directors (including four independent directors) will be elected for the ninth board of directors in accordance with Article 11 of the Articles of Incorporation.

(3) The proposal has been approved by the Board of Directors on February 21, 2024. Please refer to the following table for the list of director candidates approved at the meeting.

(4) The new directors will assume office immediately after being elected for a term of three years from May 22, 2024 to May 21, 2027. The original directors will be discharged after the election of the new directors.

Name	Education	Experience	Current position	Name of the corporate entity represented	Nominee types	Whether having held the position as independent director for three terms of office consecutively /reasons	No. of shares held
Robert Kuan	Master of Materials Science and Engineering, National Tsing Hua University	TSMC-Plant Manager SSMC -VP of Operations	The Company's Chairman and CEO	Taiwan Semiconductor Manufacturing Co., Ltd.	Director	Not applicable.	213,619,000
George Liu	Master of Electrical Engineering, Arizona State University	Vanguard International Semiconductor Corporation - Vice President Intel Corporation - Director	Senior Director, Business Development Division, TSMC	Taiwan Semiconductor Manufacturing Co., Ltd.	Director	Not applicable.	213,619,000
David Liu	Master's Degree, Princeton University	Strategy and Investor Relations, PDD Holdings Inc. - Vice President Strategic Development, Shanghai YI Technology - Vice President	Strategic Investment Management Division, TSMC - Director Furenho Asset Management Co., Ltd. - Director	Taiwan Semiconductor Manufacturing Co., Ltd.	Director	Not applicable.	213,619,000

Name	Education	Experience	Current position	Name of the corporate entity represented	Nominee types	Whether having held the position as independent director for three terms of office consecutively /reasons	No. of shares held
		<p>Goldman Sachs (Asia) L.L.C., Taipei Branch - General Manager</p> <p>Goldman Sachs (Asia) L.L.C. – Managing Director</p>					
Laura Huang	MBA, University of Missouri	<p>UBS - Director and President/Head of Taiwan Region, Ultra High Net Worth Department</p> <p>Merrill Lynch - Director and President</p> <p>China Development Financial Holding Corporation - Senior VP/Head of Investment Banking</p>	<p>Sino Horizon Holdings Limited - Independent Director</p> <p>Parade Technologies, Ltd. - Independent Director</p> <p>Polytronics Technology Corp. - Independent Director</p>	None	Independent Director	No	0
Emma Chang	Master of Law, University of Washington	<p>MediaTek Inc. - Head of Legal</p> <p>Standard Chartered Bank -</p>	None	None	Independent Director	No	0

Name	Education	Experience	Current position	Name of the corporate entity represented	Nominee types	Whether having held the position as independent director for three terms of office consecutively /reasons	No. of shares held
	Bachelor of Laws, National Taiwan University	Chief Legal Officer TSMC-Deputy Head of Legal					
Peng-Heng Chang	Ph.D. in Materials Science & Engineering, Purdue University	Motech Industries Inc. - Chairman TSMC-Vice President WSMC - Vice President	Chi-Kuang Solar Energy - Chairman Ruiji Optoelectronics - Representative of Corporate Director MediaTek Inc. - Independent Director Big Sun Energy Technology Inc. - Representative of Corporate Director Love and Joy Co., Ltd. - Director Ruihao Optoelectronics Co.,	None	Independent Director	No	0

Name	Education	Experience	Current position	Name of the corporate entity represented	Nominee types	Whether having held the position as independent director for three terms of office consecutively /reasons	No. of shares held
			Ltd. - Director				
Han-Fei Lin	MBA, Wharton School of the University of Pennsylvania Bachelor, Department of Chemical Engineering, National Taiwan University	MStar CFO Citigroup Global President Office responsible for corporate strategic planning Vice President, M&A, Citigroup/Solomon Smith Barney Investment Dept.,Foxconn (US) - Director	Easywell Biomedicals Inc. - Chairman Partner of The CID Group eCloudvalley Digital Technology Co., Ltd. - Independent Director P-Two Industries Inc. - Independent Director Hyena Inc. - Representative of Corporate Director Tai-Ling Biotech., Inc. - Director Yuwei Asset Management Co., Ltd. - Supervisor	None	Independent Director	No	0

Name	Education	Experience	Current position	Name of the corporate entity represented	Nominee types	Whether having held the position as independent director for three terms of office consecutively /reasons	No. of shares held
			<p>Synmax Biochemical Co., Ltd. - Supervisor</p> <p>Magnifica Inc. - Representative of Corporate Director</p> <p>Easywell Biomedicals (HK), Inc. - Representative of Corporate Director</p> <p>Meihe International Enterprise Co., Ltd. - Supervisor</p> <p>Saviah Technologies, Inc. - Director</p> <p>Tulex Pharmaceuticals Inc. - Representative of Corporate Director</p> <p>Jiangsu Huahan Pharmatech</p>				

Name	Education	Experience	Current position	Name of the corporate entity represented	Nominee types	Whether having held the position as independent director for three terms of office consecutively /reasons	No. of shares held
			Co., Ltd. - Representative of Corporate Director Qianjinfang Health Biotechnology Co., Ltd. - Chairman WS Fashion Group Co., Ltd. – Supervisor Nan Shan Life Insurance Company, Ltd.- Representative of Corporate Director				

Election results:

Other Motions

I. Termination of the non-competition restriction imposed on the directors (including independent directors) (Proposed by the Board of Directors)

Explanation: (1) According to Article 209 of the Company Act, a director who does anything for himself/herself or on behalf of another person that is within the scope of the Company's business, shall explain to a shareholders' meeting the essential content of such an act and secure its approval.

(2) Accordingly, the Company shall secure approval at a shareholders' meeting pursuant to laws. Where any of the Company's new directors as elected satisfies said requirements, the director and its representative may be approved to be relieved from the non-competition restriction.

(3) The Company's election of directors adopt the candidate nomination system. Those holding other positions concurrently are stated as following:

Director name	Other positions
Representative of TSMC: Robert Kuan	None
Representative of TSMC: George Liu	Senior Director, Business Development Division, TSMC
Representative of TSMC: David Liu	Strategic Investment Management Division, TSMC - Director Furenho Asset Management Co., Ltd. - Director
Laura Huang	Sino Horizon Holdings Limited - Independent Director Parade Technologies, Ltd. - Independent Director Polytronics Technology Corp. - Independent Director
Emma Chang	None
Peng-Heng Chang	Chi-Kuang Solar Energy - Chairman

	<p>Ruiri Optoelectronics - Representative of Corporate Director</p> <p>MediaTek Inc. - Independent Director</p> <p>Big Sun Energy Technology Inc. - Representative of Corporate Director</p> <p>Love and Joy Co., Ltd. - Director</p> <p>Ruihao Optoelectronics Co., Ltd. - Director</p>
Han-Fei Lin	<p>Easywell Biomedicals Inc. - Chairman</p> <p>Partner of The CID Group</p> <p>eCloudvalley Digital Technology Co., Ltd. - Independent Director</p> <p>P-Two Industries Inc. - Independent Director</p> <p>Hyena Inc. - Representative of Corporate Director</p> <p>Tai-Ling Biotech., Inc. - Director</p> <p>Yuwei Asset Management Co., Ltd. - Supervisor</p> <p>Synmax Biochemical Co., Ltd. - Supervisor</p> <p>Magnifica Inc. - Representative of Corporate Director</p> <p>Easywell Biomedicals (HK), Inc. - Representative of Corporate Director</p> <p>Meihe International Enterprise Co., Ltd. -Supervisor</p> <p>Saviah Technologies, Inc. - Director</p> <p>Tulex Pharmaceuticals Inc. - Representative of Corporate Director</p> <p>Jiangsu Huahan Pharmatech Co., Ltd. - Representative of Corporate Director</p> <p>Qianjinfang Health Biotechnology Co., Ltd. - Chairman</p> <p>WS Fashion Group Co., Ltd. - Supervisor</p> <p>Nan Shan Life Insurance Company, Ltd.- Representative of Corporate Director</p>

Resolution:

Extemporany Motions

Adjourned

2023 Business Report

The semiconductor inventory adjustment in 2023 came to an end, ushered in the gradual recovery of demand, and the global economic interest rate hike cycle is coming to an end. However, the tenacious inflation and the speed of interest rate reduction have cast an uncertain environment for the economy. In 2024, according to IMF data, global economic growth slowed down to 3.1% in 2024, lower than the pre-pandemic average. However, benefiting from the rise of generative AI, various edge AI applications are rapidly developing. The terminal applications such as AI mobile, AI PC and AI in-vehicle electronics are worth the expectations, which is projected to drive upward demands for the installation and performance of image and non-image sensing. In addition, the global semiconductor industry is expected to return to the growth track this year, so 2024 will be a year full of opportunities.

Looking back on the year 2023, VisEra cautiously faced the changes in the market economy, and the long-term cultivation of technology and customer relationship made the Company more resilient in response to fluctuations. Despite the slowdown in the economy, VisEra still stands firm in its development pace, expands its investment in technology and process research and development, actively expands its business, and seeks various cooperation opportunities; we bring technology, process yield and cost benefits to customers, and assist customers with product upgrades, and accumulate the strength to overcome the industrial boom cycle. In addition, the new Longtan Plant successfully started the project production in the second quarter of last year. We look forward to the Longtan Plant as an important base to support the Company in grasping the future growth opportunities and realizing the key processes.

Financial Performance

In 2023, VisEra's revenue was NT\$7.237 billion. Due to fluctuations in demand for mobile phones and the impact of image sensor inventory adjustments, the revenue fell by 20% from the previous year; the gross profit margin was 17%, gross profit margin fell by 20% from the previous year due to the low average capacity utilization rate and the provision for depreciation of the new Longtan Plant starting from the second quarter; operating expenses was NT\$1.07 billion, fell by 23% compared to the previous year, as the cost of opening the factory in Longtan, which was previously listed as operating expenses, was reclassified as operating costs after mass production; net profit after tax was NT\$356 million, lower than the net profit after tax of the previous year by 80%, and earnings per share of NT\$1.13.

Technology Development

Through leading technology layout and application expansion, VisEra creates a unique niche and differentiation in the optical semiconductor market. In 2023, the Company invested NT\$726 million in research and development and will continue to build up such R&D investment capacity.

In terms of image sensors, the Nano light pillar microstructure is developed to improve the sensing performance with the optical principle advantage of MetaLens routing, and break through the light input and physical miniaturization limitations of the existing MicroLens. In addition, the special microstructure LnG of RGB. is developed to provide a solution to replace the Metal grid of the circuit layer of image sensor, and to increase the quantum efficiency and optical performance of products with small pixel sizes under 0.8/0.7um.

In terms of micro-optical components, the Company actively conducts various R&D projects for Metasurface microstructure, which are mainly used in 3D sensing, time-of-flight (ToF) and other light sensors, and works with customers to invest in highly customized and highly integrated microstructure technology and process development. The terminal applications are mobile phones, automobiles, AR/VR, and so on. In addition, focus on the research and development of grating waveguide structure for the potential markets of AR glasses, gene sequencing testing, silicon photonics applications such as automotive LiDAR, blood glucose testing, optical communication and other fields to add mid- and long-term development momentum.

Environmental, Social, and Corporate Governance (ESG)

VisEra deeply understands the corporate responsibility towards the environment, society and corporate governance. While pursuing operational growth, we continue to make unremitting efforts in product innovation, responsible procurement, green manufacturing, employee relations, and corporate citizenship, among other sustainable roles. We pay attention to and respond to various climate actions including RE100, establish a net zero emission path, and actively participate in the use and purchase of renewable energy. We have reached the goal of 100% renewable energy use in the Hsinchu factory and office. The goal is to reach 40% renewable energy for the entire company by 2030, and 100% by 2050.

In 2023, VisEra's ESG investments and outcomes have earned recognition by many awards. Among them, the Company was awarded the "National Occupational Safety and Health Enterprise Benchmark Award" by the Ministry of Labor. It represents the highest honor in national occupational safety and health, and inspires the Company to achieve the mission of "zero incidents and zero occupational disasters" in the workplace; we have been awarded the Silver Award of the Ministry of Environment's "National Enterprise Environmental Award" for two consecutive years; our sustainability report has been awarded the "TCSA Taiwan Corporate Sustainability - Gold Award" by the Taiwan Sustainable Energy Research Foundation. In the future, VisEra will continue to promote ESG and demonstrate voluntary sustainability actions.

Future Outlook

In 2024, semiconductors are expected to step out of the trough and return to growth. Although global economics, politics, and geopolitical relations are still uncertain, the global digital transformation and emerging technologies have increased the structural demand for semiconductors, and the long-term industry trend is still stable. In addition, with the vigorous development of spatial computing, automotive electronics and self-driving technologies, we are seeing a clearer market demand for

optical sensing, and we are also seeing the expansion of customers and applications. We lead the development of key technologies for optical semiconductors, and provide reliable and complete supply chain solutions to meet customers' increasingly abundant and diversified optical sensing needs.

VisEra would like to express our sincere gratitude to each of our shareholders for their long-term support and trust, which accompanied us to weather the challenges of 2023. We will continue to focus on our core business and pursue new technologies in order to continuously increase shareholder value and return.

Chairman: Robert Kuan

President: Robert Kuan

Accounting Supervisor: Kevi
Tsai

Audit Committee's Review Report

The Board of Directors prepared the 2023 Business Report, Financial Statements, and earning distribution proposal of the Company. The Financial Statements have been audited by the CPA of Deloitte & Touche, 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 21, 2024

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, 2023 and 2022, 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 a summary of significant accounting policies (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, 2023 and 2022, 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, 2023. 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, 2023 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 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 was identified as a key audit matter.

Our audit procedures performed in respect of the above key audit matter 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 the 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, 2023, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the

adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shang-Chih Lin and Ming-Yuan Chung.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 21, 2024

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	2023		2022		LIABILITIES AND EQUITY	2023		2022	
	Amount	%	Amount	%		Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash and cash equivalents (Note 6)	\$ 12,467,450	50	\$ 11,949,452	47	Financial liabilities at fair value through profit or loss - current (Note 7)	6	-	\$ 2,079	-
Financial assets at fair value through profit or loss - current (Note 7)	19,851	-	13,257	-	Contract liabilities - current (Note 17)	20,659	-	9,085	-
Contract assets - current (Notes 5, 17 and 25)	366,731	2	314,099	1	Accounts payable	271,104	1	302,237	1
Accounts receivable, net (Notes 5 and 8)	793,091	3	651,302	3	Accounts payable to related parties	440	-	-	-
Accounts receivable from related parties (Notes 5, 8 and 25)	109,679	1	112,820	1	Lease liabilities - current (Notes 11 and 22)	77,880	1	82,141	-
Other receivables	81,236	-	76,884	-	Accrued profit sharing bonus to employees and remuneration of directors (Note 18)	74,456	-	356,399	1
Other receivables from related parties (Note 25)	84	-	4,257	-	Payables to equipment suppliers	510,147	2	871,967	3
Current tax assets (Note 19)	44,238	-	-	-	Current tax liabilities (Note 19)	-	-	149,755	1
Inventories (Note 9)	106,599	-	85,228	-	Long-term liabilities-current portion (Notes 13 and 22)	2,295,556	9	1,213,889	5
Prepayments and other current assets	89,510	-	70,465	-	Accrued expenses and other current liabilities (Notes 14, 17 and 25)	677,769	3	648,952	3
Total current assets	14,078,469	56	13,277,764	52	Total current liabilities	3,928,017	16	3,636,504	14
NON-CURRENT ASSETS					NON-CURRENT LIABILITIES				
Property, plant and equipment (Notes 5 and 10)	10,742,099	43	11,919,577	47	Long-term borrowings (Notes 13 and 22)	4,382,965	17	4,760,047	19
Right-of-use assets (Note 11)	245,977	1	312,406	1	Deferred tax liabilities (Note 19)	28,107	-	32,253	-
Intangible assets (Note 12)	52,306	-	49,922	-	Lease liabilities - non-current (Notes 11 and 22)	175,866	1	236,499	1
Deferred tax assets (Note 19)	33,052	-	17,956	-	Deferred revenue - non-current (Note 13)	27,868	-	39,397	-
Other non-current assets (Note 26)	26,619	-	22,496	-	Guarantee deposits (Note 25)	4,532	-	5,259	-
Total non-current assets	11,100,053	44	12,322,357	48	Total non-current liabilities	4,619,338	18	5,073,455	20
					Total liabilities	8,547,355	34	8,709,959	34
					EQUITY (Note 16)				
					Capital stock	3,165,671	13	3,155,341	12
					Capital surplus	7,310,640	29	7,304,953	29
					Retained earnings				
					Appropriated as legal reserve	1,387,743	5	1,211,163	5
					Unappropriated earnings	4,767,113	19	5,218,705	20
						6,154,856	24	6,429,868	25
					Total equity	16,631,167	66	16,890,162	66
TOTAL	\$ 25,178,522	100	\$ 25,600,121	100	TOTAL	\$ 25,178,522	100	\$ 25,600,121	100

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)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 5, 17 and 25)	\$ 7,236,928	100	\$ 9,077,148	100
OPERATING COSTS (Notes 9, 18 and 25)	<u>6,022,582</u>	<u>83</u>	<u>5,749,908</u>	<u>63</u>
GROSS PROFIT	<u>1,214,346</u>	<u>17</u>	<u>3,327,240</u>	<u>37</u>
OPERATING EXPENSES (Notes 18 and 25)				
Sales and marketing	56,052	1	70,400	1
General and administrative	225,031	3	570,551	6
Research and development	<u>726,535</u>	<u>10</u>	<u>671,886</u>	<u>8</u>
Total operating expenses	<u>1,007,618</u>	<u>14</u>	<u>1,312,837</u>	<u>15</u>
OTHER OPERATING INCOME AND EXPENSES, NET (Notes 10, 18 and 25)	<u>71,408</u>	<u>1</u>	<u>54,256</u>	<u>1</u>
PROFIT FROM OPERATIONS	<u>278,136</u>	<u>4</u>	<u>2,068,659</u>	<u>23</u>
NON-OPERATING INCOME AND EXPENSES (Notes 18 and 25)				
Interest income	169,008	2	54,919	-
Other income	596	-	238	-
Other gains and losses	(48,496)	(1)	(171,671)	(2)
Foreign exchange gain and loss, net	6,212	-	160,659	2
Finance costs	<u>(90,104)</u>	<u>(1)</u>	<u>(12,355)</u>	<u>-</u>
Total non-operating income and expenses	<u>37,216</u>	<u>-</u>	<u>31,790</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	315,352	4	2,100,449	23
INCOME TAX (BENEFIT) EXPENSE (Note 19)	<u>(40,728)</u>	<u>(1)</u>	<u>334,654</u>	<u>4</u>
NET INCOME	<u>356,080</u>	<u>5</u>	<u>1,765,795</u>	<u>19</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 356,080</u>	<u>5</u>	<u>\$ 1,765,795</u>	<u>19</u>
EARNINGS PER SHARE (Note 20)				
Basic earnings per share	<u>\$ 1.13</u>		<u>\$ 5.80</u>	
Diluted earnings per share	<u>\$ 1.12</u>		<u>\$ 5.71</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)

	<u>Capital Stock - Common Stock</u>		Capital Surplus	<u>Retained Earnings</u>			Total Equity
	<u>Stock</u> (In Thousands)	<u>Amount</u>		<u>Legal Reserve</u>	<u>Unappropriated Earnings</u>	<u>Total</u>	
BALANCE, JANUARY 1, 2022	293,299	\$ 2,932,991	\$ 732,799	\$ 994,635	\$ 4,256,150	\$ 5,250,785	\$ 8,916,575
Appropriation of earnings							
Legal reserve	-	-	-	216,528	(216,528)	-	-
Cash dividends	-	-	-	-	(586,712)	(586,712)	(586,712)
Employee share options exercised	1,215	12,150	8,056	-	-	-	20,206
Issuance of ordinary shares for cash	21,020	210,200	6,528,434	-	-	-	6,738,634
Donation from shareholders	-	-	62	-	-	-	62
Compensation cost of employee share options	-	-	35,602	-	-	-	35,602
Net profit and total comprehensive income for the year ended December 31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,765,795</u>	<u>1,765,795</u>	<u>1,765,795</u>
BALANCE, DECEMBER 31, 2022	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	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>356,080</u>	<u>356,080</u>	<u>356,080</u>
BALANCE, DECEMBER 31, 2023	<u>316,567</u>	<u>\$ 3,165,671</u>	<u>\$ 7,310,640</u>	<u>\$ 1,387,743</u>	<u>\$ 4,767,113</u>	<u>\$ 6,154,856</u>	<u>\$ 16,631,167</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)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 315,352	\$ 2,100,449
Adjustments for:		
Depreciation expense	3,077,390	2,324,002
Amortization expense	26,771	10,061
Finance costs	90,104	12,355
Interest income	(169,008)	(54,919)
Compensation cost of employee share options	748	35,602
Foreign exchange	(2,280)	9,472
Lease modification	(3)	-
Changes in operating assets and liabilities:		
Financial instruments at fair value through profit or loss	(8,667)	(5,261)
Contract assets	(52,632)	(65,851)
Accounts receivable, net	(141,789)	545,130
Receivables from related parties, net	3,141	5,003
Other receivables	2,374	(10,049)
Other receivables from related parties	4,173	(4,257)
Inventories	(21,371)	10,979
Prepayments and other current assets	(19,045)	(2,508)
Contract liabilities	11,574	(909)
Accounts payable	(31,133)	(33,290)
Payables to related parties, net	440	-
Accrued profit sharing bonus to employees	(281,943)	(79,357)
Accrued expenses and other current liabilities	28,254	29,135
Cash generated from operations	<u>2,832,450</u>	<u>4,825,787</u>
Income taxes paid	<u>(172,507)</u>	<u>(536,923)</u>
Net cash generated from operating activities	<u>2,659,943</u>	<u>4,288,864</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(2,165,028)	(4,126,223)
Increase in refundable deposits	(2,683)	-
Decrease in refundable deposits	423	1,994
Payments for intangible assets	(29,155)	(35,109)
Increase in other non-current assets	(1,863)	-
Interest received	<u>162,282</u>	<u>23,723</u>
Net cash used in investing activities	<u>(2,036,024)</u>	<u>(4,135,615)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	2,450,000	2,670,000
Repayments of long-term borrowings	(1,756,944)	(166,667)
Guarantee deposits received	472	-
Guarantee deposits refunded	(1,151)	-
Repayment of the principal portion of lease liabilities	(82,904)	(78,030)
Cash dividends	<u>(631,092)</u>	<u>(586,712)</u>

(Continued)

VISERA TECHNOLOGIES COMPANY LTD.

STATEMENTS OF CASH FLOWS
(In Thousands of New Taiwan Dollars)

	2023	2022
Proceeds from issuing shares	\$ -	\$ 6,738,634
Employee share options exercised	15,161	20,206
Interest paid	(99,571)	(33,914)
Donation from shareholders	<u>108</u>	<u>62</u>
Net cash (used in) generated from financing activities	<u>(105,921)</u>	<u>8,563,579</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	517,998	8,716,828
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>11,949,452</u>	<u>3,232,624</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 12,467,450</u>	<u>\$ 11,949,452</u>

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

[Attachment 4]

**VisEra Technologies Company Ltd.
2023 Earnings Distribution Table**

	Unit: NT\$
Beginning Undistributed Earnings	4,411,031,903
2023 net profit	356,080,336
Less:	
- Distribution of 10% as legal reserve	(35,608,034)
2023 Distributable Earnings	320,472,302
Distributable Earnings as of December 31, 2023	4,731,504,205
Distribution Items:	
- Common share cash dividend (NT\$1.0 per share)	(316,724,119)
Ending Undistributed Retained Earnings	4,414,780,086

Chairman: Robert Kuan

President: Robert Kuan

Accounting Supervisor:
Kevin Tsai

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.**

Articles of Incorporation of VisEra Technologies Company Ltd.

Chapter I 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) LED components and modules
(4) Packaging and testing of the above products
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 II 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 III 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 IV 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 chairman 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 V 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 VI 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 regular shareholders' meeting for acceptance.

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 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 VII 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, 2023.

**VisEra Technologies Company Ltd.
Regulation Governing the Election of
Directors**

VisEra Technologies Company Ltd.

Regulation Governing the Election of Directors

- Article 1 Except as otherwise provided by the Company Act or by the Company's Articles of Incorporation, elections of directors shall be conducted in accordance with the Regulations.
- Article 2 The election of the Company's directors shall be carried out at a shareholders' meeting. The ballots shall be prepared by the Company, in which the number of voting rights shall be identified.
- Article 3 The names of candidates in the election of the Company's directors may be replaced by the shareholder attendance card number.
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 4 In the election of the Company's directors, each share will have voting rights in a number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. The election of independent directors and the non-independent directors shall be consolidated, provided that the quota of the elected shall be counted separately.
- Article 5 In the election of the Company's directors, those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective number of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.
- Article 6 Before the election process commences, the Chairman shall assign a certain number of ballot scrutinizer(s) and vote counters to implement related job duties. The ballot scrutinizer(s) may be appointed from the attended shareholders.
- Article 7 A ballot box shall be prepared by the Company for the election of directors and shall be opened and checked in public by the ballot scrutinizer(s) before the ballot casting.
- Article 8 Voters shall select one from the director candidates identified by the Company on each ballot.

- Article 9 A ballot is invalid under any of the following circumstances:
- (1) The ballot is not put inside the ballot box.
 - (2) The ballot is not one prepared by the Company.
 - (3) The voter fails to complete the ballot and thereby the ballot remains blank.
 - (4) The writing is unclear and indecipherable on the ballot, or altered by the voter.
 - (5) The aggregate number of votes to be allocated to each candidate shall not exceed the total number of voting rights of such voter.
 - (6) Two or more candidates are checked on a ballot.
- Article 10 Upon completion of the ballot casting process, the ballots shall be opened onsite and the Chairman shall announce the outcome of the election onsite.
- Article 11 The Company shall issue the notification to the persons elected as directors.
- Article 12 These Rules of Procedure, and any amendments hereto, shall be implemented from the date they are adopted by the shareholder meeting.
- Article 13 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.

**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
Director	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: George Liu	
Director	Taiwan Semiconductor Manufacturing Co., Ltd. Representative: Diane Kao	
Independent Director	Laura Huang	0
Independent Director	Emma Chang	0
Independent Director	Peng-Heng Chang	0
Independent Director	Han-Fei Lin	0
Total		213,619,000

Note: 1. The number of issued shares of the company between the book closure date of the shareholder meeting and March 24, 2024, is 316,951,119 shares.

2. The minimum required combined shareholding of all directors: 12,678,044 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.