



VisEra Technologies Company Ltd.

Handbook for the 2026 Annual Meeting of  
Shareholders

(Translation)

May 27, 2026

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# VisEra Technologies Company Ltd.

## 2026 Annual Shareholders' Meeting Procedure

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

# VisEra Technologies Company Ltd.

## Agenda of the 2026 Annual Shareholders' meeting

Time: 09:00 a.m., May 27, 2026

Location: No. 88, Zhuangjing 1st Rd., Zhubei City, Hsinchu County  
(Room 107, Pei-Tsen Hall, NTU Zhubei Campus)

Venue: Physical shareholders meeting

Attendance: All shareholders and equity representatives

Chairperson: Chairman Robert Kuan

1. Chairperson Address
2. Report Items
  - (1) 2025 Business Report
  - (2) Audit Committee's Review Report
  - (3) 2025 Allocation of remuneration to employees
  - (4) 2025 Allocation of remuneration to directors
  - (5) Report on the acquisition of assets from related parties
3. Matters for Ratification
  - (1) Adoption of the 2025 Business Report and Financial Statements.
  - (2) Adoption of 2025 Earnings Distribution.
4. Discussions
  - (1) Approved the amendments to the "Procedures for Financial Derivatives Transactions"
  - (2) Termination of the non-competition restriction imposed on the current directors (including independent directors)
5. Extemporaneous Motions
6. Adjournment

## Report Items

1. 2025 Business Report, for approval.

Explanation: Please refer to Attachment 1 on page 10 of the Handbook for the 2025 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. 2025 Allocation of remuneration to employees, for approval.

Explanation: (1) The proposal for 2025 allocation of the remuneration to employees has been approved per the resolution of the Board of Directors on February 12, 2026. Said remuneration will be allocated in cash in whole.

(2) Total remuneration to employees was NT\$254,798,969 to be allocated in cash in whole, which is not different from those stated in 2025.

4. 2025 Allocation of remuneration to directors, for approval.

Explanation: (1) The proposal for 2025 allocation of the remuneration to directors has been approved per the resolution of the Board of Directors on February 12, 2026. Said remuneration will be allocated in cash in whole.

(2) The remuneration directors was NT\$3,240,000 to be allocated in cash in whole, which is not different from those stated in 2025.

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

5. Report on the acquisition of assets from related parties, for approval.

Explanation: (1) Transaction counterparty: Taiwan Semiconductor Manufacturing Co., Ltd.

(2) Name and nature of the transacted asset: Machinery and equipment.

(3) Transaction amount and terms: The actual transaction amount was US\$15,920 thousand, equivalent to NT\$522,813 thousand based on the exchange rate at the time.

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

## Matters for Ratification

1. Adoption of the 2025 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation: (1) The 2025 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 Shih-Tsung Wu, CPA of Deloitte Taiwan.

- (2) Please refer to Attachment 1 on page 10 and Attachment 5 on page 19 of the Handbook for the 2025 Business Report, CPA audit report and the aforementioned financial statements.

Resolution:

2. Adoption of 2025 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 2025 were NT\$1,146,595,362. NT\$954,897,357 of the retained earnings are to be distributed as common share cash dividend. The Company has issued 318,299,119 common shares on January 31, 2026, so the cash dividend for each share is NT\$3.
- (3) Please refer to Attachment 6 on page 27 of the Handbook for the 2025 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 amendments to the “Procedures for Financial Derivative Transactions” (Proposed by the Board of Directors)

Explanation: (1) In response to the change of Finance Officer, it is proposed to amend the “Procedures for Financial Derivative Transactions” to address changes in the approval authority for the financial derivative transactions.

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

Resolution:

2. Termination of the non-competition restriction imposed on the current 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 directors as elected satisfies said requirements, the director and its representative may be approved to be relieved from the non-competition restriction.

- (3) The current directors of the Company concurrently hold the positions set forth in the table below.

Director name	Concurrent position(s) (newly added))
Representative of TSMC: David Liu	European Semiconductor Manufacturing Company (ESMC) GmbH - Director TSMC Japan 3DIC R&D Center, Inc. - Director Systems on Silicon Manufacturing Company (SSMC) - Director
Representative of TSMC: Bryan Hsu	Deputy Director of Sensor Business Development Division, TSMC
Emma Chang	Chia Hsin Cement Corporation - Independent Director
Han-Fei Lin	Synmax Biochemical Co., Ltd. - Representative of Corporate Director Hua Shun Management Consulting Co., Ltd. - Representative of Corporate Director Ruen Chen Investment Holding Co., Ltd. - Supervisor

Resolution:

## **Extemporary Motions**

## **Adjournment**

## 2025 Business Report

The year 2025 was full of opportunities and challenges for VisEra. Benefiting from the upgrade of smartphone camera specifications and the expansion of sensing applications in electric vehicles, the demand for image sensors continued to grow. VisEra achieved record-high revenues in both the Image Sensor product segment and the automotive application field. The Company's annual wafer output continued to rise, reaching a production record of nearly 2 million wafers (8-inch equivalent). However, exchange rate fluctuations and a short-term slowdown in demand for micro-optical component products still presented challenges to VisEra's overall revenue and profitability.

Despite this, VisEra's dedication to future development has not ceased, as we continue to invest in R&D technology, process capabilities, and the expansion of emerging application markets. In advancing our nano-optics capabilities, the Company introduced 193nm Deep Ultraviolet (DUV) lithography equipment, which was successfully installed and commissioned for R&D by year-end. Additionally, construction of the Phase 2 cleanroom at our Longtan Plant has commenced. This proactive expansion of production space ensures that we are well-prepared to capture future operational growth opportunities.

### **Analysis of Financial Income, Expenditures, and Profitability**

In 2025, VisEra's revenue was NT\$8.938 billion. Due to unfavorable exchange rate impacts and the slowdown in demand for micro-optical components, revenue decreased by 11% compared to the previous year, and the gross margin declined to 25%. Operating expenses were NT\$1.243 billion, a 4% increase over the previous year, primarily due to investment in R&D for core technologies. Net income after tax was NT\$1.274 billion, a 27% decrease compared to the previous year, with earnings per share (EPS) of NT\$4.01.

### **Research and Development Status**

In 2025, VisEra's R&D expenses reached NT\$978 million, representing a 5% growth over the previous year, as we continued to strengthen our leading position in semiconductor optical technology.

Regarding image sensors, high-end 50-megapixel products for smartphones with pixel sizes of 1.2 $\mu$ m and 1.6 $\mu$ m have successfully entered mass production. The Low N Grid (LnG) microstructure, suitable for small pixel sizes to help enhance light efficiency performance, has also been successfully mass-produced and shipped. Looking ahead, VisEra is collaborating with clients to develop 200-megapixel image sensors, incorporating our Nano Light Pillar microstructure technology. This strengthens our core capabilities in next-

generation image sensors and secures design wins for our major clients' next-generation products.

In micro-optical component filtering and sensing, VisEra's first sensor product utilizing Metasurface technology was successfully shipped for use in consumer wearable devices, providing an integrated solution for flat and ultra-thin optical components. Subsequently, the focus will be placed on the production ramp-up of Metallic filter ambient light sensors (ALS), as well as aiding clients in cost-efficiency upgrades by transitioning from 8-inch to 12-inch wafers and developing toward under-display sensing.

In the area of silicon photonics for micro-optical components, VisEra is actively developing applications related to AI computing optical transmission. In Pluggable architectures, Photodetector (PD) products have been progressively entered the mass production phase. Future R&D priorities will center on Co-Packaged Optics (CPO) architectures. VisEra's silicon-based Microlens arrays and various microstructures can be applied to Fiber Array Units (FAU), connectors, Photonic Integrated Circuits (PIC), and light sources among other transmission nodes, assisting in functions such as alignment, optical coupling, and light enhancement to effectively improve optical transmission efficiency, aligning with AI computing technology market trends.

In the technical development of Waveguides for micro-optical components, VisEra primarily focuses on lens display applications for AI/AR glasses. In terms of processes, whether photolithography/etching or nanoimprinting, VisEra provides comprehensive solutions for photomasks, materials, and processes. Our standard technology platforms help clients bring products to rapidly achieve mass production and enter the market and facilitate subsequent upgrades in lens display technology.

## **Summary of 2026 Business Plan**

### **Operating Guidelines**

In 2026, VisEra will focus more intently on enhancing the technical value of its products, developing nano-optical technology, providing high-performance sensing and thin semiconductor optical integrated solutions, and expanding into applications with high growth potential. Simultaneously, the Company will continue to strengthen operational efficiency and corporate governance, while adhering to the principle of steady management to enhance business performance.

## **Sales Forecast**

In 2026, accompanied by the trend of upgrades in smartphone photography and Advanced Driver Assistance Systems (ADAS) performance, the demand for the image sensor market is expected to continue to grow, alongside a recovery in demand for micro-optical components. VisEra has long positioned itself in advanced technologies and processes, with R&D progress and client development moving forward steadily. Benefiting from the accelerated development of AI and related emerging applications, we expect related results to gradually manifest and become a significant driver for the Company's medium-to-long-term growth.

## **Important Production and Marketing Policies**

VisEra is committed to becoming the most trustworthy semiconductor optical wafer foundry partner for global clients, deepening long-term cooperation, and refining professional foundry manufacturing and technical integration to assist clients in shortening mass production timelines and achieving the goals of rapid time-to-market and stable supply.

## **Environmental, Social, and Corporate Governance (ESG)**

VisEra has integrated ESG into its core business strategy. In 2025, the Sustainable Development Committee was established as a functional committee under the Board of Directors to promote and supervise the Company's sustainability goals, management policies, and concrete plans, demonstrating the Company's determination to deepen corporate sustainable governance.

VisEra continues to implement green manufacturing and carbon reduction initiatives by increasing the use of renewable energy and strengthening resource circulation and pollution prevention. Meanwhile, we value employee safety and health, improve occupational safety management and risk control, and actively participate in social welfare, environmental conservation, and cultural development. VisEra has ranked in the top 6% to 20% of the Corporate Governance Evaluation for TWSE-listed companies for two consecutive years. In the future, we will continue to enhance corporate governance and information transparency, deepen ESG practices, and promote environmental sustainability and social co-prosperity.

## **Future Development Strategy and Impact of External Competitive, Regulatory, and Macroeconomic Environments**

In 2026, the global political and economic environment continues to influence industrial development due to changes in geopolitics, supply chain restructuring, and technology controls. However, the structural growth driven by AI applications will become a key support for the semiconductor industry. Facing an environment where industrial uncertainties and opportunities coexist, VisEra will center its core on its primary optical sensing business and

AI-derived application opportunities. We will continue to strengthen technical added value and product positioning, promote the development of semiconductor optics, and support our clients' long-term process technology requirements.

Finally, we sincerely thank you for your continued support and trust. We will uphold our core values of diligence and accountability to generate consistent returns for our shareholders.

Chairman: Robert Kuan

President: Robert Kuan

Accounting Officer: Frank Chiu

## **Audit Committee's Review Report**

The Board of Directors prepared the 2025 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 12, 2026

Director remuneration for 2025

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)	Fees for services rendered (D)	The Company	All companies included in the financial report	The Company	All companies included in the financial report	Salaries, bonuses, special allowances etc. (E)	Severance payment and pension (F)	The Company	All companies included in the financial report	The Company	All companies included in the financial report	All companies included in the financial report
Chairman	Robert Kuan	All companies included in the financial report	0	0	1,080	40	1,120	0	9,596	0	7,496	0	18,212	18,212	0	1.43%
		The Company	0	0	1,080	40	1,120	7,496	9,596	0	7,496	0	18,212	1,240	1.43%	
Director	Chien-Hsin Li	All companies included in the financial report	0	0	939	30	969	0	0	0	0	0	969	969	0	0.08%
		The Company	0	0	939	30	969	0	0	0	0	0	969	1,240	0.08%	
Director	David Liu	All companies included in the financial report	0	0	1,080	40	1,120	0	0	0	0	0	1,120	1,120	0	0.09%
		The Company	0	0	1,080	40	1,120	0	0	0	0	0	1,120	1,240	0.09%	
Director	Bryan Hsu	All companies included in the financial report	0	0	141	0	141	0	0	0	0	0	141	141	0	0.01%
		The Company	0	0	141	0	141	0	0	0	0	0	141	1,240	0.01%	
Independent Director	Laura Huang	All companies included in the financial report	1,200	0	0	30	1,230	0	0	0	0	0	1,230	1,230	0	0.10%
		The Company	1,200	0	0	30	1,230	0	0	0	0	0	1,230	1,240	0.10%	
Independent Director	Emma Chang	All companies included in the financial report	1,200	0	0	40	1,240	0	0	0	0	0	1,240	1,240	0	0.10%
		The Company	1,200	0	0	40	1,240	0	0	0	0	0	1,240	1,240	0.10%	



## **Report on the Acquisition of Assets from Taiwan Semiconductor Manufacturing Co., Ltd.**

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

The Company acquired the DUV193 photolithography exposure system to develop nano-optical structure technology. This technology can be applied to the development of next-generation metasurfaces, nanopillars, and surface relief gratings for next-generation products and to enhance the Company's competitiveness.

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

In consideration of factors such as the lead time for new equipment exceeding 18 months and pricing, purchasing used equipment would save waiting time. However, after procurement inquiries, no used-equipment vendors in the market had any DUV193 systems meeting the Company's requirements. Therefore, the Company could only approach the related party (TSMC) to inquire whether it would be willing to sell equipment that meets the Company's needs.

### **3. Relevant information for assessing the reasonableness of the proposed transaction terms for the acquisition of property or right-of-use assets from a related party in accordance with Articles 16 and 17 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies:**

This transaction does not involve the acquisition of property or right-of-use assets; therefore, this Article 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 TSMC are its internal confidential information and cannot be obtained.

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

This transaction is expected to result in a net cash outflow over the next year. However, based on the Company's net cash inflows from operating activities of NT\$4.7 billion and NT\$2.7 billion in 2024 and 2023, respectively, and its cash balance of NT\$13.4 billion as of December 31, 2024, the Company's cash position remains sufficient to cover the payment. Accordingly, there will be no material impact on operations.

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

Pursuant to Article 9 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the assets involved in this transaction are equipment for operational use, and pursuant to Article 14 of the same Regulations, the transaction amount for the acquisition or disposal of assets with a related party does not reach 10% of the Company's total assets; therefore, no appraisal report is required.

**7. Restrictions and other important agreements of this transaction:**

No other special terms and conditions.

**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:**

According to the auditor's opinion issued after evaluating the relevant transaction assessment materials provided by the Company in accordance with Auditing Standard ISA 550, Related Parties, nothing has come to the auditor's attention indicating that this related-party transaction was not conducted on normal commercial terms or that it was detrimental to the interests of the Company or its minority shareholders.

## 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, 2025 and 2024, 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, 2025 and 2024, 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, 2025. 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, 2025 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, 2025, 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 Shih-Tsung Wu.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 12, 2026

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	2025		2024		LIABILITIES AND EQUITY	2025		2024	
	Amount	%	Amount	%		Amount	%	Amount	%
<b>CURRENT ASSETS</b>					<b>CURRENT LIABILITIES</b>				
Cash and cash equivalents (Note 6)	\$ 11,534,487	52	\$ 13,422,209	54	Financial liabilities at fair value through profit or loss				
Financial assets at fair value through profit or loss - current (Notes 7 and 25)	247	-	-	-	- current (Notes 7 and 25)	\$ 13,797	-	\$ 19,150	-
Contract assets - current (Notes 18 and 26)	315,179	1	486,264	2	Contract liabilities - current (Note 18)	24,925	-	29,561	-
Accounts receivable, net (Note 9)	1,134,972	5	1,078,870	4	Accounts payable	327,301	2	279,496	1
Accounts receivable from related parties (Notes 9 and 26)	46,003	-	104,879	-	Lease liabilities - current (Notes 12, 23 and 26)	83,280	-	88,104	-
Other receivables	103,722	1	124,648	1	Accrued profit sharing bonus to employees and remuneration of directors (Note 19)	258,039	1	351,021	2
Other receivables from related parties (Note 26)	53,426	-	-	-	Payables to equipment suppliers	215,360	1	203,332	1
Current tax assets (Note 20)	-	-	48,410	-	Current tax liabilities (Note 20)	96,370	-	316,014	1
Inventories (Note 10)	215,645	1	181,572	1	Long-term liabilities-current portion (Notes 14 and 23)	1,119,722	5	2,710,000	11
Prepayments and other current assets (Note 26)	192,393	1	112,671	1	Accrued expenses and other current liabilities (Notes 15, 18 and 26)	1,026,671	5	704,292	3
Total current assets	13,596,074	61	15,559,523	63	Total current liabilities	3,165,465	14	4,700,970	19
<b>NON-CURRENT ASSETS</b>					<b>NON-CURRENT LIABILITIES</b>				
Financial assets at amortized cost (Notes 8 and 25)	199,970	1	-	-	Long-term borrowings (Notes 14 and 23)	580,996	2	1,699,586	7
Property, plant and equipment (Notes 5 and 11)	8,216,419	37	8,771,902	36	Deferred tax liabilities (Note 20)	14,155	-	43,844	-
Right-of-use assets (Notes 12 and 26)	213,206	1	305,845	1	Lease liabilities - non-current (Notes 12, 23 and 26)	139,170	1	225,562	1
Intangible assets (Note 13)	9,189	-	31,008	-	Deferred revenue - non-current (Note 14)	115	-	1,247	-
Deferred tax assets (Note 20)	66,755	-	44,998	-	Guarantee deposits (Notes 23 and 26)	3,920	-	4,581	-
Other non-current assets (Note 27)	25,669	-	26,260	-	Total non-current liabilities	738,356	3	1,974,820	8
Total non-current assets	8,731,208	39	9,180,013	37	Total liabilities	3,903,821	17	6,675,790	27
<b>TOTAL</b>	<b>\$ 22,327,282</b>	<b>100</b>	<b>\$ 24,739,536</b>	<b>100</b>	<b>EQUITY (Note 17)</b>				
					Capital stock	3,182,991	14	3,173,081	13
					Capital surplus	7,459,818	34	7,313,629	29
					Retained earnings				
					Appropriated as legal reserve	1,597,241	7	1,423,351	6
					Unappropriated earnings	6,301,766	28	6,153,685	25
						7,899,007	35	7,577,036	31
					Other equity	(118,355)	-	-	-
					Total equity	18,423,461	83	18,063,746	73
					<b>TOTAL</b>	<b>\$ 22,327,282</b>	<b>100</b>	<b>\$ 24,739,536</b>	<b>100</b>

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)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 5, 18 and 26)	\$ 8,938,168	100	\$ 10,002,074	100
OPERATING COSTS (Notes 10, 19 and 26)	<u>6,731,768</u>	<u>75</u>	<u>6,952,993</u>	<u>70</u>
GROSS PROFIT	<u>2,206,400</u>	<u>25</u>	<u>3,049,081</u>	<u>30</u>
OPERATING EXPENSES (Notes 19 and 26)				
Sales and marketing	90,464	1	89,159	1
General and administrative	174,560	2	174,581	2
Research and development	<u>977,982</u>	<u>11</u>	<u>933,673</u>	<u>9</u>
Total operating expenses	<u>1,243,006</u>	<u>14</u>	<u>1,197,413</u>	<u>12</u>
OTHER OPERATING INCOME AND EXPENSES, NET (Notes 11, 19 and 26)	<u>371,385</u>	<u>4</u>	<u>155,671</u>	<u>2</u>
PROFIT FROM OPERATIONS	<u>1,334,779</u>	<u>15</u>	<u>2,007,339</u>	<u>20</u>
NON-OPERATING INCOME AND EXPENSES (Notes 19 and 26)				
Interest income	216,508	2	200,822	2
Other income	379	-	1,517	-
Other gains and losses	(33,117)	-	(124,563)	(1)
Foreign exchange gain and loss, net	(20,562)	-	71,904	1
Finance costs	<u>(49,814)</u>	<u>(1)</u>	<u>(83,454)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>113,394</u>	<u>1</u>	<u>66,226</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	1,448,173	16	2,073,565	21
INCOME TAX EXPENSE (Notes 4 and 20)	<u>174,179</u>	<u>2</u>	<u>334,661</u>	<u>4</u>
NET INCOME	<u>1,273,994</u>	<u>14</u>	<u>1,738,904</u>	<u>17</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 1,273,994</u>	<u>14</u>	<u>\$ 1,738,904</u>	<u>17</u>
EARNINGS PER SHARE (Note 21)				
Basic earnings per share	<u>\$ 4.01</u>		<u>\$ 5.49</u>	
Diluted earnings per share	<u>\$ 4.00</u>		<u>\$ 5.45</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>		<u>Capital Surplus</u>	<u>Retained Earnings</u>			<u>Other Equity</u>	<u>Total Equity</u>
	<u>Stock</u> (In Thousands)	<u>Amount</u>		<u>Legal Reserve</u>	<u>Unappropriated Earnings</u>	<u>Total</u>	<u>Unearned Employee Benefits</u>	
BALANCE, JANUARY 1, 2024	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	317,308	3,173,081	7,313,629	1,423,351	6,153,685	7,577,036	-	18,063,746
Appropriation of earnings								
Legal reserve	-	-	-	173,890	(173,890)	-	-	-
Cash dividends	-	-	-	-	(952,023)	(952,023)	-	(952,023)
Employee share options exercised	361	3,610	1,083	-	-	-	-	4,693
Share-based payment	645	6,450	148,350	-	-	-	(118,355)	36,445
Shares retired	(15)	(150)	(3,450)	-	-	-	-	(3,600)
Donation from shareholders	-	-	206	-	-	-	-	206
Net profit and total comprehensive income for the year ended December 31, 2025	-	-	-	-	1,273,994	1,273,994	-	1,273,994
BALANCE, DECEMBER 31, 2025	318,299	\$ 3,182,991	\$ 7,459,818	\$ 1,597,241	\$ 6,301,766	\$ 7,899,007	\$ (118,355)	\$ 18,423,461

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)

	2025	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 1,448,173	\$ 2,073,565
Adjustments for:		
Depreciation expense	2,459,619	2,867,500
Amortization expense	24,901	26,792
Expected credit losses recognized on investments in debt instruments	30	-
Finance costs	49,814	83,454
Interest income	(216,508)	(200,822)
Compensation cost of employee share options	32,845	44
Gain on disposal of property, plant and equipment, net	(32,987)	(5)
Impairment loss recognized on property, plant and equipment	1,459	47,539
Foreign exchange loss, net	810	4,571
Gain on lease modification	-	(231)
Changes in operating assets and liabilities:		
Financial instruments at fair value through profit or loss	(5,600)	38,995
Contract assets	171,085	(119,533)
Accounts receivable, net	(56,102)	(285,779)
Receivables from related parties, net	58,876	4,800
Other receivables	24,841	(27,526)
Other receivables from related parties	(53,426)	84
Inventories	(34,073)	(74,973)
Prepayments and other current assets	(79,722)	(23,161)
Contract liabilities	(4,636)	8,902
Accounts payable	47,805	8,392
Payables to related parties, net	-	(440)
Accrued profit sharing bonus to employees and remuneration of directors	(92,982)	276,565
Accrued expenses and other current liabilities	324,213	26,976
Cash generated from operations	4,068,435	4,735,709
Income taxes paid	(396,859)	(19,028)
Net cash generated from operating activities	<u>3,671,576</u>	<u>4,716,681</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments for financial assets at amortized cost	(200,000)	-
Payments for property, plant and equipment	(1,807,954)	(1,172,725)
Proceeds from disposal of property, plant and equipment	35,102	5
Increase in refundable deposits	-	(1,300)
Decrease in refundable deposits	591	521
Payments for intangible assets	(3,082)	(5,494)
Decrease (increase) in other non-current assets	-	1,138
Interest received	212,593	184,936
Net cash used in investing activities	<u>(1,762,750)</u>	<u>(992,919)</u>

(Continued)

## VISERA TECHNOLOGIES COMPANY LTD.

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

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	2025	2024
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of long-term borrowings	\$ (2,710,000)	\$ (2,295,556)
Guarantee deposits refunded	(610)	-
Repayment of the principal portion of lease liabilities	(87,321)	(83,016)
Cash dividends	(952,023)	(316,724)
Employee share options exercised	4,693	10,160
Interest paid	(51,493)	(84,062)
Donation from shareholders	<u>206</u>	<u>195</u>
Net cash used in financing activities	<u>(3,796,548)</u>	<u>(2,769,003)</u>
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	(1,887,722)	954,759
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>13,422,209</u>	<u>12,467,450</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 11,534,487</u>	<u>\$ 13,422,209</u>

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

(Concluded)

## VisEra Technologies Company Ltd.

### 2025 Earnings Distribution Table

Unit: NT\$

<b>Beginning Undistributed Earnings</b>	<b>5,027,771,034</b>
<b>2025 net profit</b>	<b>1,273,994,847</b>
Less:	
- Distribution of 10% as legal reserve	(127,399,485)
<b>2025 distributable earnings</b>	<b>1,146,595,362</b>
<b>Distributable Earnings as of December 31, 2025</b>	<b>6,174,366,396</b>
<b>Distribution Items:</b>	
- Common share cash dividend (NT\$3.0 per share)	(954,897,357)
<b>Ending balance of retained earnings</b>	<b>5,219,469,039</b>

Chairman: Robert Kuan    President: Robert Kuan    Accounting Officer: Frank Chiu

## VisEra Technologies Company Ltd.

### Procedures for Derivative Transactions

#### Amended Provision Comparison

Article No.	Original Article	Amended Article
Article 4	<p>Authorization / Delegation</p> <p>The financial personnel in charge of trading and confirming derivative transactions shall be designated by the Vice President of Finance.</p> <p>The functions of trading, confirmation and settlement shall be performed by different personnel within the Finance Division.</p> <p>The transaction counterparty needs to be informed of the identity of the personnel who is appointed or removed to be responsible for trading and confirmation before the effective date of the relevant appointment or discharge.</p>	<p>Authorization / Delegation</p> <p>The financial personnel in charge of trading and confirming derivative transactions shall be designated by the <del>Vice President of Finance</del> <u>Finance Officer</u>.</p> <p>The functions of trading, confirmation and settlement shall be performed by different personnel within the Finance Division.</p> <p>The transaction counterparty needs to be informed of the identity of the personnel who is appointed or removed to be responsible for trading and confirmation before the effective date of the relevant appointment or discharge.</p>
Article 7	<p>The levels of delegation and authority</p> <p>The levels of delegation and authority to execute hedging transaction are limited as follows:</p> <p><u>Transaction Execution</u></p> <p>The authorized dealers, based on the net position incurring from business activities or highly probable forecasted transactions of the Company, shall evaluate the proposed transactions with and obtain agreement from the Vice President of Finance and Finance Manager before executing such agreed transactions.</p>	<p>The levels of delegation and authority</p> <p>The levels of delegation and authority to execute hedging transaction are limited as follows:</p> <p><u>Transaction Execution</u></p> <p>The authorized dealers, based on the net position incurring from business activities or highly probable forecasted transactions of the Company, shall evaluate the proposed transactions with and obtain agreement from the <del>Vice President of Finance</del> <u>Finance Officer</u> and Finance Manager before executing such</p>

Article No.	Original Article	Amended Article																
	<p>The levels of delegation and authority to execute each transaction are limited as follows:</p> <table border="1" data-bbox="384 353 847 824"> <thead> <tr> <th data-bbox="384 443 584 488">Level</th> <th data-bbox="608 353 847 488">Delegated Amount of Each Transaction</th> </tr> </thead> <tbody> <tr> <td data-bbox="384 499 584 589">Vice President of Finance</td> <td data-bbox="608 499 847 544">Up to US\$3 MM</td> </tr> <tr> <td data-bbox="384 600 584 689">Finance Manager</td> <td data-bbox="608 600 847 645">Up to US\$1 MM</td> </tr> <tr> <td data-bbox="384 701 584 824">Delegated trading personnel</td> <td data-bbox="608 701 847 745">Up to US\$1 MM</td> </tr> </tbody> </table> <p><u>Transaction Ratification</u> A written ratification shall be obtained from the Vice President of Finance for every executed transaction. Other counterparties need to be informed in writing of the identity of the delegated personnel in order to manage and control the Company’s derivative transactions and positions. The written confirmation with other counterparties, regardless of the size of transaction amount, must all be ratified by the Vice President of Finance of the Company.</p>	Level	Delegated Amount of Each Transaction	Vice President of Finance	Up to US\$3 MM	Finance Manager	Up to US\$1 MM	Delegated trading personnel	Up to US\$1 MM	<p>agreed transactions. The levels of delegation and authority to execute each transaction are limited as follows:</p> <table border="1" data-bbox="904 398 1383 969"> <thead> <tr> <th data-bbox="904 499 1104 544">Level</th> <th data-bbox="1144 398 1383 544">Delegated Amount of Each Transaction</th> </tr> </thead> <tbody> <tr> <td data-bbox="904 555 1104 723"><del>Vice President of Finance</del> <u>Finance Officer</u></td> <td data-bbox="1144 555 1383 600">Up to US\$3 MM</td> </tr> <tr> <td data-bbox="904 745 1104 835">Finance Manager</td> <td data-bbox="1144 745 1383 790">Up to US\$1 MM</td> </tr> <tr> <td data-bbox="904 846 1104 969">Delegated trading personnel</td> <td data-bbox="1144 846 1383 891">Up to US\$1 MM</td> </tr> </tbody> </table> <p><u>Transaction Ratification</u> A <del>written</del> ratification shall be obtained from the <del>Vice President of Finance</del> <u>Finance Officer</u> for every executed transaction. Other counterparties need to be informed in writing of the identity of the delegated personnel in order to manage and control the Company’s derivative transactions and positions. The written confirmation with other counterparties, regardless of the size of transaction amount, must all be ratified by the <del>Vice President of Finance</del> <u>Finance Officer</u> of the Company.</p>	Level	Delegated Amount of Each Transaction	<del>Vice President of Finance</del> <u>Finance Officer</u>	Up to US\$3 MM	Finance Manager	Up to US\$1 MM	Delegated trading personnel	Up to US\$1 MM
Level	Delegated Amount of Each Transaction																	
Vice President of Finance	Up to US\$3 MM																	
Finance Manager	Up to US\$1 MM																	
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Level	Delegated Amount of Each Transaction																	
<del>Vice President of Finance</del> <u>Finance Officer</u>	Up to US\$3 MM																	
Finance Manager	Up to US\$1 MM																	
Delegated trading personnel	Up to US\$1 MM																	
Article 11	<p>Internal control</p> <p>1. The Company personnel engaged in trading may not serve concurrently in other operations such as confirmation and settlement.</p>	<p>Internal control</p> <p>1. The Company personnel engaged in trading may not serve concurrently in other operations such as confirmation and settlement.</p>																

Article No.	Original Article	Amended Article
	<p>2. After a transaction is executed by the trading personnel, the confirmation personnel shall confirm the transaction terms with the counterparty and submit them to the responsible supervisor for approval and sign-off.</p> <p>3. When the Company engages in derivative transactions, the finance department shall report regularly to the Vice President of Finance, and internal auditors from non-finance departments shall issue audit reports on a regular basis.</p>	<p>2. After a transaction is executed by the trading personnel, the confirmation personnel shall confirm the transaction terms with the counterparty and submit them to the responsible supervisor for approval and sign-off.</p> <p>3. When the Company engages in derivative transactions, the finance department shall report regularly to the <del>Vice President of Finance</del> <u>Finance Officer</u>, and internal auditors from non-finance departments shall issue audit reports on a regular basis.</p>

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**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.

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**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.
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.

Research, design, development, manufacture and sale of:

1. Color filter (CF) and micro-lens (ML)
2. Image sensing components and modules
3. Micro-optical components and modules
4. Design and packaging testing related to 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 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 (of which no less than 30% shall be allocated as remuneration for entry-level employees ); 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 earnings to distribute, or if the amount of earnings is far less than the amount distributed in the previous year, or for whatever financial, business, and operational concerns the Company may have. Where distribution is made in cash, the Board of Directors may resolve and execute the decision according to Article 241 of the Company Act and report the decision in a subsequent shareholders' meeting without seeking shareholders' acknowledgment.

## **Chapter 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, the eighth amendment was made on March 4, 2021, the ninth amendment was made on May 24, 2022, and the tenth amendment was made on May 22, 2025.

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**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: Bryan Hsu	
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 29, 2026, is 318,299,119 shares.
2. As the number of independent directors elected by the Company exceeds one-half of the total number of director seats, and an Audit Committee has been duly established in accordance with the regulations, the requirements regarding the minimum shareholding ratio to be held by all directors and supervisors, respectively, shall not apply.