

# VIA Technologies, Inc.

## 2023 Annual General Shareholders' Meeting Minutes (Translation)

Time and Date: June 16, 2023 (Friday) at 9:00 a.m.

Venue: No. 205, Sec. 3, Beixin Rd., Xindian Dist., New Taipei City 231, Taiwan  
(Hao-Dine Restaurant, Beixin Flagship Pavilion, Haojin Room)

Method of Convening the Shareholders' Meeting : Physical Shareholders Meeting

The shareholders present in person and by proxy represented 347,370,338 shares or 69.70% of the total 498,344,941 shares outstanding. (Including 75,000 exercised stock option shares which have not been registered.)

Attendees : Ti-Hsiang Wei, Independent Director

Lydia Chen, CFO

Francis Chang, General Counsel

Mao-Song Chang, Remuneration Committee member

Shu-Lin Liu, CPA of Deloitte & Touche

Chair: Wenchi Chen, Chairman

Recorder: Tiffany Chen

**( I ) Call Meeting to Order:** The aggregate shareholding of the attending shareholders constituted a quorum. The Chairman called the meeting to order.

**( II ) Chairman's address:** Omitted

**( III ) Report Items:**

1. 2022 Business Report.

Explanation: Please refer to Attachment 1 and Attachment 3

2. 2022 Audit Committee's Review Report.

Explanation: Please refer to Attachment 2.

3. 2022 Directors' Remuneration Report.

Explanation:

The Company's director's remuneration includes expenses for attending board meetings, fixed remuneration for functional committees, and director's remuneration appropriated according to the Company's Articles of Incorporation subject to current year profits:

1. Directors' remuneration policy is paid in accordance with the "Remuneration Committee Organizational Regulations". In addition to referring to the Company's overall operating performance, it also takes into account individual directors' time investment, responsibilities, contribution to company performance, future risks, and industry standards.

2. Director's remuneration policy is stipulated in the Company's Articles of Incorporation. If there is a profit in current year, no more than 1% can be allocated by the Board of Directors as the director's remuneration.
3. For the remuneration to directors in 2022, please refer to Attachment 4.
4. The proposal was reviewed by the Remuneration Committee and approved by the Board of Directors.

#### 4. 2022 Cash Dividend Distribution.

Explanation:

1. The Company's undistributed retained earnings at the beginning of the period was NT\$4,946,375,401, and the after-tax net loss of the current period was NT\$83,635,352. Adding the remeasurement amount of NT\$46,106,131 to the defined welfare plan, and NT\$733,680,465 reversal of special reserve according to the law, resulting in current after-tax retained earnings of NT\$696,151,244. It is proposed to distribute cash dividends of NT\$0.15 per share ( as of April 18, 2023 which register of shareholders on closing date, calculation of the number of outstanding shares), with total amount of NT\$74,751,465. Please refer to Attachment 5.
2. This cash dividend is calculated based on the distribution ratio and rounded to the nearest yuan. Fractions less than NT\$1 will be omitted, and the total fractional amount less than NT\$1 are recognized as other income of the Company.
3. It is proposed that the chairman of Board be authorized to resolve the ex-dividend date, cash dividend distribution date, and if the number of outstanding shares is affected by the change in the Company's share capital, and resulting in an adjustment to the payout ratio. The chairman of the Board shall fully authorized by the resolution of the Board of Directors in handling related matters.
4. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

#### 5. Amendment of the Corporate Social Responsibility Best Practice Principles.

Explanation:

In line with the revision of the name of 「Corporate Social Responsibility Best Practice Principles for TWSE/TPEX Listed Companies」 to 「Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies」, and to expand the concept that enterprises should attach importance to corporate social responsibility to sustainable development, the name of this principles is amended to 「Sustainable Development Best Practice Principles」, the comparison table of amendments to some of its provisions is in Attachment 6.

### **(IV) Matters for Ratification**

#### **Ratification Proposal 1 Proposed by the Board of Directors**

Proposal: Adoption of Fiscal 2022 Business Report and Financial Statements.

Explanation:

The 2022 business report (please refer to Attachment 1) and financial statements (please refer to Attachment 3 ) have been approved by the Board of Directors on March 9, 2023, among which the financial statements were certified by CPA Shu-Lin Liu and CPA Chin-Chuan Shih of Deloitte & Touche. They believed that the financial statements presented fairly the financial position, business achievements and cash flows as at December 31, 2022, and issued an audit report with unqualified opinion, which submitted to the Audit Committee to be audited together with the business report.

Resolution: Voting results: Shares represented at the time of voting: 347,370,338

<b>Voting Results including votes casted electronically</b>	<b>% of the total represented share present</b>
Votes in favor : 330,060,921 Votes	95.01%
Votes against : 81,343 Votes	0.02%
Votes invalid : 0 Votes	0.00%
Votes abstained : 17,228,074 Votes	4.95%

That above proposal was approved and adopted.

### **Ratification Proposal 2 Proposed by the Board of Directors**

Proposal: Adoption of Fiscal 2022 Retained Earnings Distribution.

Explanation:

Please refer to Attachment 5 on 「2022 Table of Earnings Distribution」. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

Resolution: Voting results: Shares represented at the time of voting: 347,370,338

<b>Voting Results including votes casted electronically</b>	<b>% of the total represented share present</b>
Votes in favor : 330,049,052 Votes	95.01%
Votes against : 95,212Votes	0.02%
Votes invalid : 0 Votes	0.00%
Votes abstained : 17,226,074Votes	4.95%

That above proposal was approved and adopted.

### **(V) Matters for Discussion**

#### **Discussion Item 1 Proposed by the Board of Directors**

Proposal: Amendment of the Articles of Incorporation. Please proceed to discuss.

Explanation:

To cooperate with the amendment of the law, it is proposed to amend some articles of the Articles of Incorporation. Please refer to Attachment 7 「 Comparison Table of Amended Articles of Incorporation 」 .

Resolution: Voting results: Shares represented at the time of voting: 347,370,338

<b>Voting Results including votes casted electronically</b>	<b>% of the total represented share present</b>
Votes in favor : 329,363,533Votes	94.81%
Votes against : 89,756 Votes	0.02%
Votes invalid : 0 Votes	0.00%
Votes abstained : 17,917,049 Votes	5.15%

That above proposal was approved and adopted.

## **(VI) Matters for Election**

### **Election Item Proposed by the Board of Directors**

Proposal: The Election of 2 Independent Directors. Please vote.

Explanation:

1. According to the Articles of Incorporation, the Company shall have seven to nine directors, among whom there shall be no less than three independent directors, and no less than one-fifth of the number of directors.
2. In order to comply with the regulations of Taiwan Stock Exchange Taiwan Zhengzhizi No. 1110024366, it is proposed to elect an additional independent director. In addition, Mr. Wen-Yuen Ken, an independent director, resigned on June 15, 2023, and there is a vacancy of an independent director. Therefore, this annual shareholders' meeting is proposed to elect two independent directors. After the by-election, the Company has a total of eight directors (including four independent directors).
3. The independent directors elected this time will take office after the shareholders' meeting, and the term of Directors is the same as that of the current directors, from June 16, 2023 to June 16, 2025
4. Independent directors adopt a candidate nomination system, and shareholders shall appoint the candidates from the nomination list. For the list of candidates and the information, please refer to Attachment 8.

Voting Results: The elected list of Directors (including Independent Directors) is as follows:

No.	Title	Name	Votes Received
1	Independent Director	Chong-Zen Hsieh	328,912,590
2	Independent Director	Kou-Sheng Tseng	328,859,802

## **(VII) Matters for Other**

### **Other Item Proposed by the Board of Directors**

Proposal: Proposal to release the newly-elected Independent Directors from non-competition restrictions. Please proceed to discuss.

Explanation:

In order to meet the needs of the Company's diversified operation and business development, the Company hereby proposes to release the newly-elected Independent Directors from non-competition restrictions in accordance with Article 209 of the Company Act. For the concurrent appointment of new Independent Directors, please refer to the current position column of Attachment 8 「List of Candidates for Directors」.

Resolution: Voting results: Shares represented at the time of voting: 347,370,338

<b>Voting Results including votes casted electronically</b>	<b>% of the total represented share present</b>
Votes in favor : 329,177,645 Votes	94.76%
Votes against : 229,945 Votes	0.06%
Votes invalid : 0 Votes	0.00%
Votes abstained : 17,962,748 Votes	5.17%

That above proposal was approved and adopted.

## **(VIII) Extraordinary Motions**

There being no extemporary motions and the Chairman announced the meeting was adjourned.

## **(IX) Adjournment**

No inquiries were raised by shareholders at the Shareholders' Meeting.

( Please note that the above is an English translation. If there is any discrepancy between the original Chinese version and this English version, the Chinese version shall prevail.)

## **VIA Technologies, Inc. 2022 Business Report**

Despite mounting global economic and geopolitical uncertainty and a marked decline in the demand for technology products and services, the VIA Group achieved solid growth overall in 2022.

Revenues of the VIA Intelligent Solutions Division, formerly known as the VIA Embedded Platform Division, rose in 2022 due to continued demand from OEM projects in the US and Japan as well as increasing global adoption of VIA Intelligent Automotive Solutions in the commercial fleet, industrial vehicle, and heavy equipment safety segments.

With their advanced driver assistance and driver safety system algorithms and flexible cloud connectivity options, the VIA Mobile360 AI Dash Cam and the VIA Mobile360 M800 Video Telematics System have generated increased momentum in the global video telematics market for commercial fleet deployments.

Demand for the VIA Mobile360 Forklift Safety System, which was launched at the beginning of 2021, has also continued to grow in all key global markets across industries as diverse as petrochemicals, food and beverages, construction, warehousing and logistics, and automotive. The roll-outs of new VIA Mobile360 Forklift Safety System models and the attached VIA WorkX Connect Cloud Management Service have opened up new growth opportunities among enterprise customers worldwide.

Successful initial deployments of the VIA Mobile360 Heavy Equipment Safety System in mining and quarrying operations and large-scale construction projects have enabled VIA Intelligent Solutions to establish a strong foundation for accelerating growth in these high-potential market segments.

As governments continue to strengthen vehicle safety laws and regulations, we expect to see continued growth in demand for VIA Intelligent Automotive Solutions across all key global markets in 2023 and beyond. The rising need for enterprises to digitize their physical operations using advanced IoT, AI, and Cloud technologies to

boost safety and efficiency is another key trend that will fuel demand for VIA Intelligent Automotive Solutions in the years ahead.

VIA NEXT has continued to enhance the scope of the customized IC backend and system design services that form its core business, including IC mass production & testing services, package design, DFT/DFM, reliability testing, system design, software development, and system software and hardware integration validation. Operating performance has maintained a modest growth rate due to continued demand from its client base

Despite the decline in demand caused by the severe contraction of the PC market in 2022, VIA Labs has maintained its technology and product leadership in the high-speed data transmission and power IC segment. As the Company that launched the world's first USB4 terminal device control chip, the Company is well equipped to respond to future changes in market conditions.

## 2 · Business Report

### (1) Y2022 Business results

Consolidated operating revenue in 2022 amounts to NTD 9,296,632 thousand. Net loss after tax attributable to the owners of the parent company is NTD 83,635 thousand. Based on the weighted average number of outstanding shares of 496,326 thousand shares, earnings per share is NT\$0.17.

Item		2022	2021	
Revenues and expenses	Operating revenue (NTD thousand)	9,296,632	7,001,135	
	Operating income (NTD thousand)	3,316,122	2,987,604	
	Net profit (loss) attributable to owners of the parent company (NTD thousand)	(83,635)	3,960,944	
Profitability	Return on assets (%)	1.19	21.80	
	Return on shareholders' equity (%)	1.55	35.23	
	Percentage of paid-in capital (%)	Operating profit (loss)	0.07	(29.11)
		Net profit before tax	10.66	94.75
	Net profit margin (%)	2.39	62.21	
	Earnings per share (NTD)	(0.17)	8.01	

Note: The paid-in capital at the end of 2022 is including the capital received in advance of NT\$4,875 thousand.

## (2) Looking to the future

As the digital transformation of the enterprise proliferates across the global automotive, transportation, manufacturing, logistics, construction, aggregates, and mining sectors, we see promising growth potential for the VIA Intelligent Solutions Division in 2023 and beyond.

The video telematics segment represents a substantial opportunity for VIA Intelligent Automotive Solutions due to the growing need for commercial and public transportation operators to upgrade the safety of their vehicle fleets by integrating accident prevention and driver behavior monitoring applications to meet new regulatory requirements. Demand for cloud-based vehicle tracking, incident reporting, trip history, and other fleet management functions in order to reduce fuel, maintenance, and insurance costs is also on the rise in both the commercial and public transportation sectors.

Having established a leadership position in the video telematics market with the VIA Mobile360 AI Dash Cam and VIA Mobile360 M800 Video Telematics System, we will continue to increase penetration of key vertical segments including trucking and deliveries, taxis and ridesharing, and buses and coaches through continued system form factor, AI, and cloud optimizations for diverse usage requirements.

Following the successful roll-outs of new VIA Mobile360 Forklift Safety System 2PD and 3PD models and the VIA WorkX Connect Cloud Management Service in 2022, we have gained increased traction for the product among enterprise customers in all key global markets, most notably in North America and Japan. The introduction of the subscription-based VIA WorkX Connect Cloud Management Service is generating additional opportunities for deeper long-term integration with enterprise customer operations through the development of new services and applications for enhancing efficiency and resource utilization.

To take advantage of the promising potential of the aggregates and construction industries, we plan to step up the promotion of the VIA Mobile360 Heavy Equipment Safety System this year and beyond. With its unique vSense sensor fusion technology combining camera AI and radar detection of people and objects, the system has already achieved a leadership position in the market and can be installed on all the most popular classes of heavy vehicles – from loaders, haulers, and bulldozers to telehandlers, high-capacity forklifts, and waste disposal trucks.



To complement its IC backend and system design services, VIA NEXT will develop customer services to meet future market needs.

VIA Labs will continue to leverage its high-speed data transmission design and technology capabilities to develop innovative new products that increase convenience for consumers and business users. As the only company in the world to ship USB4 silicon, VIA Labs is in a strong position to further extend its market leadership.

As a leading technology company, VIA will continue to strive for innovation in both products and business models in order to provide best-in-class solutions and services to customers and enable them to pursue growth and profitability. By continuing to foster discipline, integrity, and positive beliefs amongst our employees and implementing the Company's core values, VIA is committed to generating increased revenues for the Group.

Chairman:Wen-Chi Chen    CEO: Wen-Chi Chen    Chief Accountant: Bao-Huei Chen

March 9, 2023

Attachment 2

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

The Board of Directors has prepared the Company's 2022 business report , financial statements and table of earnings distribution , among which the financial statements were certified by Deloitte & Touche, and issued an audit report with unqualified opinion. The above-mentioned business report , financial statements and table of earnings distribution are approved by the Audit Committee, and it is considered that there is no disagreement. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

2023 Annual General Shareholders Meeting of VIA Technologies Inc.

Chairman of the Audit Committee

Ti-Hsiang Wei

May 03, 2023

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
VIA Technologies, Inc.

### **Opinion**

We have audited the accompanying consolidated financial statements of VIA Technologies, Inc. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the consolidated financial statements for the year ended December 31, 2022 are as follows:

#### **Revenue Recognition**

Revenue from the sale of goods is recognized when significant risks and control are transferred to the customers. Technical service revenue is recognized when the performance obligation of services is fulfilled and the amount of revenue can be reasonably measured. Since the revenue from specific customers is material to the consolidated financial statements, we considered the relevant recognition of revenue a key audit matter.

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

We obtained an understanding and tested the effectiveness of the design and the implementation of internal controls with respect to the revenue recognition of specific customers. We selected samples of revenue from the aforementioned customers and confirmed that revenue transactions have indeed occurred.

### **Other Matters**

We have also audited the parent company only financial statements of VIA Technologies, Inc. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion.

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

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

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

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

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 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 Shu-Lin Liu and Chin-Chuan Shih.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 9, 2023

Notice to Readers

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

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

## VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

### CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 11,850,296	49	\$ 10,479,747	48
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	382,613	2	538,496	3
Financial assets at amortized cost - current (Notes 4 and 9)	103,071	-	1,546,144	7
Notes receivables and accounts receivable (Notes 4 and 10)	443,715	2	654,595	3
Accounts receivable - related parties (Notes 4, 10 and 34)	1,930	-	2,750	-
Other receivables (Notes 4, 10 and 34)	34,492	-	30,375	-
Inventories (Notes 4, 5 and 11)	2,857,115	12	1,611,635	7
Other current assets (Note 18)	<u>1,313,929</u>	<u>5</u>	<u>265,390</u>	<u>1</u>
Total current assets	<u>16,987,161</u>	<u>70</u>	<u>15,129,132</u>	<u>69</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	1,769,876	7	1,636,818	8
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	1,072,567	5	670,115	3
Investments accounted for using the equity method (Notes 4 and 13)	244,482	1	131,681	1
Property, plant and equipment (Notes 4, 14 and 35)	1,989,134	8	1,979,612	9
Right-of-use assets (Notes 4 and 15)	239,587	1	280,968	1
Investment properties, net (Notes 4, 5, 16 and 35)	1,847,568	8	1,852,026	8
Intangible assets (Notes 4 and 17)	72,016	-	64,223	-
Deferred tax assets (Notes 4 and 27)	79,143	-	36,269	-
Refundable deposits (Note 18)	77,727	-	104,282	1
Other assets - non-current (Note 18)	<u>3,086</u>	<u>-</u>	<u>15,824</u>	<u>-</u>
Total non-current assets	<u>7,395,186</u>	<u>30</u>	<u>6,771,818</u>	<u>31</u>
<b>TOTAL</b>	<u>\$ 24,382,347</u>	<u>100</u>	<u>\$ 21,900,950</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	\$ 1,861	-	\$ -	-
Notes payable (Note 20)	678	-	729	-
Accounts payable (Note 20)	891,369	4	920,756	4
Accounts payable - related parties (Notes 20 and 34)	34,464	-	33,695	-
Other payables (Notes 21 and 34)	1,731,268	7	1,724,845	8
Current tax liabilities (Notes 4 and 27)	303,715	1	349,695	2
Provisions - current (Notes 4 and 22)	290,786	1	139,684	1
Lease liabilities - current (Notes 4, 15 and 34)	52,466	-	86,420	-
Current portion of long-term borrowings (Note 19)	1,399,352	6	950,000	4
Other current liabilities (Note 21)	<u>2,352,359</u>	<u>10</u>	<u>500,744</u>	<u>2</u>
Total current liabilities	<u>7,058,318</u>	<u>29</u>	<u>4,706,568</u>	<u>21</u>
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Note 19)	2,010,000	8	1,165,000	5
Long-term bills payable (Note 19)	-	-	1,101,484	5
Deferred tax liabilities (Notes 4 and 27)	192,906	1	195,270	1
Lease liabilities - non-current (Notes 4, 15 and 34)	114,530	-	178,306	1
Net defined benefit liabilities (Notes 4 and 23)	308,755	1	353,817	2
Credit balance of investments accounted for using the equity method (Notes 13 and 21)	-	-	32	-
Other non-current liabilities (Note 21)	<u>141,130</u>	<u>1</u>	<u>50,866</u>	<u>-</u>
Total non-current liabilities	<u>2,767,321</u>	<u>11</u>	<u>3,044,775</u>	<u>14</u>
Total liabilities	<u>9,825,639</u>	<u>40</u>	<u>7,751,343</u>	<u>35</u>
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 24)</b>				
Share capital	4,970,099	20	4,944,109	23
Capital collected in advance	12,037	-	24,881	-
Capital surplus	1,241,826	5	1,209,690	6
Retained earnings				
Legal reserve	749,725	3	354,878	1
Special reserve	910,285	4	595,929	3
Unappropriated earnings	4,908,847	20	6,150,928	28
Other equity	<u>207,098</u>	<u>1</u>	<u>(689,468)</u>	<u>(3)</u>
Total equity attributable to owners of the Company	12,999,917	53	12,590,947	58
<b>NON-CONTROLLING INTERESTS (Note 24)</b>	<u>1,556,791</u>	<u>7</u>	<u>1,558,660</u>	<u>7</u>
Total equity	<u>14,556,708</u>	<u>60</u>	<u>14,149,607</u>	<u>65</u>
<b>TOTAL</b>	<u>\$ 24,382,347</u>	<u>100</u>	<u>\$ 21,900,950</u>	<u>100</u>

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

## VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 25 and 34)	\$ 9,296,632	100	\$ 7,001,135	100
OPERATING COSTS (Notes 11, 23, 26 and 34)	<u>5,980,510</u>	<u>64</u>	<u>4,013,531</u>	<u>58</u>
GROSS PROFIT	<u>3,316,122</u>	<u>36</u>	<u>2,987,604</u>	<u>42</u>
OPERATING EXPENSES (Notes 10, 23, 26 and 34)				
Selling and marketing expenses	764,478	8	735,954	10
General and administrative expenses	618,862	7	598,880	9
Research and development expenses	1,928,797	21	3,091,760	44
Expected credit loss	<u>653</u>	<u>-</u>	<u>3,091</u>	<u>-</u>
Total operating expenses	<u>3,312,790</u>	<u>36</u>	<u>4,429,685</u>	<u>63</u>
PROFIT (LOSS) FROM OPERATIONS	<u>3,332</u>	<u>-</u>	<u>(1,442,081)</u>	<u>(21)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13, 26 and 34)				
Interest income	136,251	2	17,734	-
Other income	410,007	4	3,693,668	53
Other gains and losses	59,029	1	2,483,324	36
Finance costs	(65,340)	(1)	(53,187)	(1)
Share of profit or loss of associates	<u>(12,802)</u>	<u>-</u>	<u>(6,146)</u>	<u>-</u>
Total non-operating income and expenses	<u>527,145</u>	<u>6</u>	<u>6,135,393</u>	<u>88</u>
PROFIT BEFORE INCOME TAX	530,477	6	4,693,312	67
INCOME TAX EXPENSE (Notes 4 and 27)	<u>(308,055)</u>	<u>(4)</u>	<u>(338,225)</u>	<u>(5)</u>
NET (LOSS) PROFIT FOR THE YEAR	<u>222,422</u>	<u>2</u>	<u>4,355,087</u>	<u>62</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 23 and 24)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	46,208	-	(12,445)	-
Unrealized gain or loss on investments in equity instruments at fair value through other comprehensive income	(45,359)	-	(15,291)	(1)

(Continued)



## VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	\$ 932,373	10	\$ (303,525)	(4)
Share of the other comprehensive income (loss) of associates	<u>1,699</u>	<u>-</u>	<u>(2,681)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>934,921</u>	<u>10</u>	<u>(333,942)</u>	<u>(5)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,157,343</u>	<u>12</u>	<u>\$ 4,021,145</u>	<u>57</u>
NET (LOSS) PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ (83,635)	(1)	\$ 3,960,944	56
Non-controlling interests	<u>306,057</u>	<u>3</u>	<u>394,143</u>	<u>6</u>
	<u>\$ 222,422</u>	<u>2</u>	<u>\$ 4,355,087</u>	<u>62</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 860,081	9	\$ 3,629,716	52
Non-controlling interests	<u>297,262</u>	<u>3</u>	<u>391,429</u>	<u>5</u>
	<u>\$ 1,157,343</u>	<u>12</u>	<u>\$ 4,021,145</u>	<u>57</u>
(LOSS) EARNINGS PER SHARE (Note 28)				
From continuing operations				
Basic	<u>\$ (0.17)</u>		<u>\$ 8.01</u>	
Diluted			<u>\$ 7.84</u>	

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

(Concluded)

## VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company						Other Equity			Total Equity Attributable to Owners of the Company	Non-controlling Interests	Total Equity
	Share Capital	Capital Collected in Advance	Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Unrealized Gain or Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits			
				Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE, JANUARY 1, 2021	\$ 4,933,034	\$ 18,824	\$ 1,168,504	\$ -	\$ -	\$ 3,548,777	\$ (360,861)	\$ (9,848)	\$ -	\$ 9,298,430	\$ 1,275,997	\$ 10,574,427
Appropriation of 2020 earnings	-	-	-	354,878	-	(354,878)	-	-	-	-	-	-
Legal reserve	-	-	-	-	-	(354,878)	-	-	-	-	-	-
Special reserve	-	-	-	-	595,929	(595,929)	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	(395,517)	-	-	-	(395,517)	-	(395,517)
Net profit for the year ended December 31, 2021	-	-	-	-	-	3,960,944	-	-	-	3,960,944	394,143	4,355,087
Other comprehensive loss for the year ended December 31, 2021	-	-	-	-	-	(12,469)	(306,109)	(12,650)	-	(331,228)	(2,714)	(333,942)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	3,948,475	(306,109)	(12,650)	-	3,629,716	391,429	4,021,145
Cash dividends distributed by the subsidiary	-	-	-	-	-	-	-	-	-	-	(128,956)	(128,956)
Change in capital surplus from investments in associates	-	-	252	-	-	-	-	-	-	252	-	252
Share-based payment transaction (Note 29)	-	-	29,887	-	-	-	-	-	-	29,887	-	29,887
Issuance of stock from exercise of employee stock options	11,075	6,057	16,502	-	-	-	-	-	-	33,634	-	33,634
Changes in percentage of ownership interests in the subsidiary (Note 30)	-	-	(7,284)	-	-	-	-	-	-	(7,284)	18,840	11,556
Recognition of employee share options issued by the subsidiary (Note 29)	-	-	1,829	-	-	-	-	-	-	1,829	1,350	3,179
BALANCE AT DECEMBER 31, 2021	4,944,109	24,881	1,209,690	354,878	595,929	6,150,928	(666,970)	(22,498)	-	12,590,947	1,558,660	14,149,607
Appropriation of 2021 earnings	-	-	-	394,847	-	(394,847)	-	-	-	-	-	-
Legal reserve	-	-	-	-	-	(394,847)	-	-	-	-	-	-
Special reserve	-	-	-	-	314,356	(314,356)	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	(495,350)	-	-	-	(495,350)	-	(495,350)
Net profit for the year ended December 31, 2022	-	-	-	-	-	(83,635)	-	-	-	(83,635)	306,057	222,422
Other comprehensive loss for the year ended December 31, 2022	-	-	-	-	-	46,107	933,556	(35,947)	-	943,716	(8,795)	934,921
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	(37,528)	933,556	(35,947)	-	860,081	297,262	1,157,343
Cash dividends distributed by the subsidiary	-	-	-	-	-	-	-	-	-	-	(325,580)	(325,580)
Change in capital surplus from investments in associates	-	-	399	-	-	-	-	-	(1,043)	(644)	-	(644)
Share-based payment transaction (Note 29)	-	-	13,349	-	-	-	-	-	-	13,349	-	13,349
Issuance of stock from exercise of employee stock options	25,990	(12,844)	31,711	-	-	-	-	-	-	44,857	-	44,857
Changes in percentage of ownership interests in the subsidiary (Note 30)	-	-	(14,040)	-	-	-	-	-	-	(14,040)	25,896	11,856
Recognition of employee share options issued by the subsidiary (Note 29)	-	-	717	-	-	-	-	-	-	717	553	1,270
BALANCE AT DECEMBER 31, 2022	\$ 4,970,099	\$ 12,037	\$ 1,241,826	\$ 749,725	\$ 910,285	\$ 4,908,847	\$ 266,586	\$ (58,445)	\$ (1,043)	\$ 12,999,917	\$ 1,556,791	\$ 14,556,708

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

## VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 530,477	\$ 4,693,312
Adjustments for:		
Depreciation expense	235,179	254,193
Amortization expense	75,948	36,629
Expected credit loss recognized on accounts receivable	653	3,091
Finance costs	65,340	53,187
Interest income	(136,251)	(17,734)
Dividend income	(5,670)	(3,891)
Compensation costs of employee share options	14,619	33,066
Share of profit or loss of associates	12,802	6,146
(Gain) loss on disposal of property, plant and equipment	(5,562)	5,552
Loss (gain) on disposal of intangible assets	27	(1,081,258)
Impairment loss recognized on property, plant and equipment and right-of-use assets	-	73,231
Loss on changes in fair value of investment properties	29,679	27,264
Gain on bargain purchase	(327)	-
Gain on lease modification	(24,325)	(12)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	108,663	(1,922,737)
Notes receivable and accounts receivable	210,227	(231,548)
Accounts receivable - related parties	820	531
Other receivables	(2,066)	9,288
Inventories	(1,245,480)	(770,619)
Other current assets	(1,048,565)	(81,180)
Other non-current assets	12,738	9,962
Financial liabilities at fair value through profit or loss	1,861	-
Notes payable	(51)	188
Accounts payable	(29,387)	399,043
Accounts payable - related parties	769	14,409
Other payables	15,322	283,169
Provisions	151,102	129,352
Other current liabilities	1,851,615	394,948
Net defined benefit liabilities	1,146	1,425
Cash generated from operations	821,303	2,319,007
Interest received	134,200	17,430
Dividends received	5,670	3,891
Interest paid	(64,882)	(52,650)
Income tax paid	(401,765)	(762,757)
Net cash generated from operating activities	<u>494,526</u>	<u>1,524,921</u>

(Continued)

## VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	\$ (447,811)	\$ (575,052)
Purchase of financial assets at amortized cost	(131,971)	(3,165,064)
Proceeds from sale of financial assets at amortized cost	1,575,044	1,678,920
Purchase of long-term equity investments using the equity method	(165,760)	-
Payments for property, plant and equipment	(155,397)	(153,361)
Proceeds from disposal of property, plant and equipment	7,192	2,354
Increase in refundable deposits	(13,546)	(5,376)
Decrease in refundable deposits	40,478	23,865
Payments for intangible assets	(89,030)	(45,683)
Proceeds from disposal of intangible assets	-	7,188,162
Payments for investment properties	(644)	-
Decrease in other financial assets	-	112,044
Dividends received from associates	41,507	93,260
	<u>660,062</u>	<u>5,154,069</u>
Net cash generated from investing activities		
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in long-term bills payable	298,000	248,000
Decrease in long-term bills payable	(692,000)	(336,000)
Proceeds from long-term borrowings	1,465,000	1,142,000
Repayments of long-term borrowings	(878,000)	(872,000)
Increase in guarantee deposits	393,814	1,162
Decrease in guarantee deposits	(303,501)	(1,188)
Decrease in other payables - related parties	-	(96,925)
Repayment of the principal portion of lease liabilities	(113,167)	(98,086)
Distribution of cash dividends	(495,350)	(395,517)
Proceeds from exercise of employee share options	44,857	33,634
Partial disposal of interests in the subsidiary without a loss of control	11,856	171,682
Dividends paid to non-controlling interests	(325,580)	(128,956)
	<u>(594,071)</u>	<u>(332,194)</u>
Net cash used in financing activities		
<b>EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES</b>		
	<u>810,032</u>	<u>(218,709)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,370,549	6,128,087
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>		
	<u>10,479,747</u>	<u>4,351,660</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 11,850,296</u>	<u>\$ 10,479,747</u>

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

(Concluded)

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
VIA Technologies, Inc.

### **Opinion**

We have audited the accompanying parent company only financial statements of VIA Technologies, Inc. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2022 and 2021, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the parent company only financial statements for the year ended December 31, 2022 are as follows:

#### **Revenue Recognition**

Revenue from the sale of goods is recognized when significant risks and control are transferred to the customers. Technical service revenue is recognized when the performance obligation of services is fulfilled and the amount of revenue can be reasonably measured. Since the revenue from specific customers is material to the parent company only financial statements, we considered the relevant recognition of revenue a key audit matter.

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

We obtained an understanding and tested the effectiveness of the design and the implementation of internal controls with respect to the revenue recognition of specific customers. We selected samples of revenue from the aforementioned customers and confirmed that revenue transactions have indeed occurred.

#### Evaluation of Investments Accounted for Using the Equity Method

As stated in Note 10 to the parent company only financial statements, as of December 31, 2022, the carrying amount of the investment in subsidiaries accounted for using the equity method was \$13,741,033 thousand, representing 71% of the Company's assets. For the year ended December 31, 2022, the amount of share of profit of subsidiaries was \$443,268 thousand, representing 2,270% of the Company's profit before income tax, which is material to the parent company only financial statements. Therefore, we considered the evaluation of investments in subsidiaries accounted for using the equity method a key audit matter.

In order to evaluate investments in subsidiaries accounted for using the equity method appropriately, we performed the audit procedures as follows:

1. We conducted our audits of the financial statements of subsidiaries in accordance with the Standards on Auditing of the Republic of China. The subsidiaries' financial statements have been prepared in accordance with the same accounting principles as the Company.
2. We obtained the investments in subsidiaries accounted for using the equity method for the year ended December 31, 2022, reviewed the calculation by the Company and evaluated the accuracy and completeness of the recognition of investment gain or loss.

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

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

In preparing the 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 Parent Company Only Financial Statements**

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high

level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2022 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 Shu-Lin Liu and Chin-Chuan Shih.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 9, 2023

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.*



# VIA TECHNOLOGIES, INC.

## PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,008,420	5	\$ 515,524	3
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	379,440	2	536,323	3
Accounts receivable, net (Notes 4 and 8)	37,288	-	75,391	-
Accounts receivable - related parties (Notes 4, 8 and 31)	112,843	1	121,772	1
Other receivables (Notes 4, 8 and 31)	38,948	-	26,366	-
Inventories (Notes 4, 5 and 9)	1,616,780	8	1,050,522	5
Other current assets (Note 15)	105,179	1	150,719	1
Total current assets	<u>3,298,898</u>	<u>17</u>	<u>2,476,617</u>	<u>13</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	246,945	1	240,417	1
Investments accounted for using the equity method (Notes 4 and 10)	13,914,500	72	13,896,670	75
Property, plant and equipment (Notes 4, 11 and 32)	772,880	4	780,406	4
Right-of-use assets (Notes 4 and 12)	18,633	-	11,169	-
Investment properties, net (Notes 4, 5, 13 and 32)	1,176,107	6	1,202,804	7
Intangible assets (Notes 4 and 14)	9,540	-	18,035	-
Refundable deposits (Note 15)	9,399	-	9,012	-
Total non-current assets	<u>16,148,004</u>	<u>83</u>	<u>16,158,513</u>	<u>87</u>
<b>TOTAL</b>	<u>\$ 19,446,902</u>	<u>100</u>	<u>\$ 18,635,130</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	\$ 1,861	-	\$ -	-
Notes payable (Note 17)	638	-	685	-
Accounts payable (Note 17)	719,123	4	639,375	3
Accounts payable - related parties (Notes 17 and 31)	66,523	-	79,391	-
Other payables (Notes 18 and 31)	933,171	5	934,289	5
Current tax liabilities (Notes 4 and 24)	148,319	1	119,488	1
Provisions - current (Notes 4 and 19)	282,223	1	132,783	1
Lease liabilities - current (Notes 4 and 12)	8,594	-	6,992	-
Current portion of long-term borrowings (Notes 16 and 32)	1,399,352	7	950,000	5
Other current liabilities (Note 18)	416,520	2	233,634	1
Total current liabilities	<u>3,976,324</u>	<u>20</u>	<u>3,096,637</u>	<u>16</u>
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Notes 16 and 32)	2,010,000	10	1,165,000	6
Long-term bills payable (Notes 16 and 32)	-	-	1,101,484	6
Deferred tax liabilities (Notes 4 and 24)	136,993	1	142,230	1
Lease liabilities - non-current (Notes 4 and 12)	9,262	-	3,795	-
Net defined benefit liabilities (Notes 4 and 20)	305,817	2	350,682	2
Credit balance of investments accounted for using the equity method (Notes 10 and 18)	-	-	175,702	1
Other non-current liabilities (Notes 18 and 31)	8,589	-	8,653	-
Total non-current liabilities	<u>2,470,661</u>	<u>13</u>	<u>2,947,546</u>	<u>16</u>
Total liabilities	<u>6,446,985</u>	<u>33</u>	<u>6,044,183</u>	<u>32</u>
<b>EQUITY (Note 21)</b>				
Share capital	4,970,099	26	4,944,109	27
Advance receipts for share capital	12,037	-	24,881	-
Capital surplus	1,241,826	6	1,209,690	7
Retained earnings				
Legal reserve	749,725	4	354,878	2
Special reserve	910,285	5	595,929	3
Unappropriated earnings	4,908,847	25	6,150,928	33
Other equity	207,098	1	(689,468)	(4)
Total equity	<u>12,999,917</u>	<u>67</u>	<u>12,590,947</u>	<u>68</u>
<b>TOTAL</b>	<u>\$ 19,446,902</u>	<u>100</u>	<u>\$ 18,635,130</u>	<u>100</u>

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

## VIA TECHNOLOGIES, INC.

### PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except (Loss) Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 22 and 31)	\$ 3,898,575	100	\$ 2,579,177	100
OPERATING COSTS (Notes 9, 20, 23 and 31)	<u>3,117,484</u>	<u>80</u>	<u>2,208,773</u>	<u>86</u>
GROSS PROFIT	781,091	20	370,404	14
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	(17,542)	-	(2,620)	-
REALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	<u>2,620</u>	<u>-</u>	<u>2,811</u>	<u>-</u>
REALIZED GROSS PROFIT	<u>766,169</u>	<u>20</u>	<u>370,595</u>	<u>14</u>
OPERATING EXPENSES (Notes 20, 23 and 31)				
Selling and marketing expenses	125,043	3	128,852	5
General and administrative expenses	458,808	12	439,445	17
Research and development expenses	<u>511,745</u>	<u>13</u>	<u>702,365</u>	<u>27</u>
Total operating expenses	<u>1,095,596</u>	<u>28</u>	<u>1,270,662</u>	<u>49</u>
LOSS FROM OPERATIONS	<u>(329,427)</u>	<u>(8)</u>	<u>(900,067)</u>	<u>(35)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 10, 13, 23 and 31)				
Interest income	9,005	-	614	-
Other income	99,596	3	319,377	13
Other gains and losses	(134,751)	(4)	511,010	20
Finance costs	(56,247)	(1)	(43,196)	(2)
Share of profit of subsidiaries and associates	<u>431,347</u>	<u>11</u>	<u>4,197,730</u>	<u>163</u>
Total non-operating income and expenses	<u>348,950</u>	<u>9</u>	<u>4,985,535</u>	<u>194</u>
PROFIT BEFORE INCOME TAX	19,523	1	4,085,468	159
INCOME TAX EXPENSE (Notes 4 and 24)	<u>(103,158)</u>	<u>(3)</u>	<u>(124,524)</u>	<u>(5)</u>
NET (LOSS) PROFIT FOR THE YEAR	<u>(83,635)</u>	<u>(2)</u>	<u>3,960,944</u>	<u>154</u>

(Continued)

## VIA TECHNOLOGIES, INC.

### PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except (Loss) Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 20 and 21)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	\$ 45,974	1	\$ (12,501)	-
Share of remeasurement of defined benefit plans of subsidiaries	133	-	32	-
Share of the other comprehensive income of subsidiaries accounted for using the equity method	(35,947)	(1)	(12,650)	(1)
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	933,524	24	\$ (306,080)	(12)
Share of the other comprehensive loss of associates accounted for using the equity method	<u>32</u>	<u>-</u>	<u>(29)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>943,716</u>	<u>24</u>	<u>(331,228)</u>	<u>(13)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 860,081</u>	<u>22</u>	<u>\$ 3,629,716</u>	<u>141</u>
(LOSS) EARNINGS PER SHARE (Note 25)				
From continuing operations				
Basic	<u>\$ (0.17)</u>		<u>\$ 8.01</u>	
Diluted			<u>\$ 7.84</u>	

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

## VIA TECHNOLOGIES, INC.

### PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	Share Capital	Capital Collected in Advance	Capital Surplus	Retained Earnings			Other Equity Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translating Foreign Operations	Unearned Employee Benefits	Total Equity
				Legal Reserve	Special Reserve	Unappropriated Earnings				
BALANCE AT JANUARY 1, 2021	\$ 4,933,034	\$ 18,824	\$ 1,168,504	\$ -	\$ -	\$ 3,548,777	\$ (360,861)	\$ (9,848)	\$ -	\$ 9,298,430
Appropriation of 2020 earnings										
Legal reserve	-	-	-	354,878	-	(354,878)	-	-	-	-
Special reserve	-	-	-	-	595,929	(595,929)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(395,517)	-	-	-	(395,517)
Net profit for the year ended December 31, 2021	-	-	-	-	-	3,960,944	-	-	-	3,960,944
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	(12,469)	(306,109)	(12,650)	-	(331,228)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	3,948,475	(306,109)	(12,650)	-	3,629,716
Changes in capital surplus from investments in associates	-	-	252	-	-	-	-	-	-	252
Share-based payment transaction (Note 26)	-	-	29,887	-	-	-	-	-	-	29,887
Issuance of ordinary shares under employee share options	11,075	6,057	16,502	-	-	-	-	-	-	33,634
Changes in percentage of ownership interests in the subsidiary (Note 27)	-	-	(7,284)	-	-	-	-	-	-	(7,284)
Recognition of employee share options issued by the subsidiary	-	-	1,829	-	-	-	-	-	-	1,829
BALANCE AT DECEMBER 31, 2021	4,944,109	24,881	1,209,690	354,878	595,929	6,150,928	(666,970)	(22,498)	-	12,590,947
Appropriation of 2021 earnings										
Legal reserve	-	-	-	394,847	-	(394,847)	-	-	-	-
Special reserve	-	-	-	-	314,356	(314,356)	-	-	-	-
Cash dividends distributed	-	-	-	-	-	(495,350)	-	-	-	(495,350)
Net loss for the year ended December 31, 2022	-	-	-	-	-	(83,635)	-	-	-	(83,635)
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	46,107	933,556	(35,947)	-	943,716
Total comprehensive (loss) income for the year ended December 31, 2022	-	-	-	-	-	(37,528)	933,556	(35,947)	-	860,081
Changes in capital surplus from investments in associates	-	-	399	-	-	-	-	-	(1,043)	(644)
Share-based payment transaction (Note 26)	-	-	13,349	-	-	-	-	-	-	13,349
Issuance of ordinary shares under employee share options	25,990	(12,844)	31,711	-	-	-	-	-	-	44,857
Changes in percentage of ownership interests in the subsidiary (Note 27)	-	-	(14,040)	-	-	-	-	-	-	(14,040)
Recognition of employee share options issued by the subsidiary	-	-	717	-	-	-	-	-	-	717
BALANCE AT DECEMBER 31, 2022	\$ 4,970,099	\$ 12,037	\$ 1,241,826	\$ 749,725	\$ 910,285	\$ 4,908,847	\$ 266,586	\$ (58,445)	\$ (1,043)	\$ 12,999,917

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

# VIA TECHNOLOGIES, INC.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 19,523	\$ 4,085,468
Adjustments for:		
Depreciation expense	35,079	34,899
Amortization expense	11,750	8,035
Finance costs	56,247	43,196
Interest income	(9,005)	(614)
Dividend income	(5,612)	(3,841)
Compensation costs of employee share options	4,241	29,887
Share of profit of subsidiaries and associates	(431,347)	(4,197,730)
Gain on disposal of property, plant and equipment	-	(256)
Gain on disposal of intangible assets	-	(128,437)
Unrealized gain on transactions with subsidiaries	17,542	2,620
Realized gain on transactions with subsidiaries	(2,620)	(2,811)
Loss (gain) on changes in fair value of investment properties	27,341	(24,672)
Gain on lease modification	(67)	(3)
Gain on bargain purchase	(327)	-
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	150,355	(567,873)
Accounts receivable	38,103	(51,291)
Accounts receivable - related parties	8,929	(43,562)
Other receivables	(12,450)	(8,791)
Inventories	(566,258)	(546,888)
Other current assets	45,514	(63,197)
Financial liabilities at fair value through profit or loss	1,861	-
Notes payable	(47)	144
Accounts payable	79,748	397,706
Accounts payable - related parties	(12,868)	51,479
Other payables	10,654	94,621
Provisions	149,440	125,794
Other current liabilities	182,886	181,311
Net defined benefit liabilities	<u>1,109</u>	<u>1,390</u>
Cash used in operations	(200,279)	(583,416)
Interest received	8,873	619
Dividend received	5,612	3,841
Interest paid	(55,943)	(42,468)
Income tax paid	<u>(79,538)</u>	<u>(86,967)</u>
Net cash used in operating activities	<u>(321,275)</u>	<u>(708,391)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of the investments accounted for using the equity method	(165,760)	(134,560)
Proceeds from disposal of investments accounted for using the equity method	-	160,126
		(Continued)

## VIA TECHNOLOGIES, INC.

### PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
Payments for property, plant and equipment	\$ (23,074)	\$ (20,238)
Proceeds from disposal of property, plant and equipment	-	256
Increase in refundable deposits	(585)	(4,025)
Decrease in refundable deposits	198	20,099
Payments for intangible assets	(10,297)	(9,775)
Proceeds from disposal of intangible assets	-	870,761
Payments for investment properties	(644)	-
Decrease in other financial assets	-	112,044
Dividend received from subsidiaries	<u>1,281,863</u>	<u>175,514</u>
Net cash generated from investing activities	<u>1,081,701</u>	<u>1,170,202</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in long-term bills payable	298,000	248,000
Decrease in long-term bills payable	(692,000)	(336,000)
Proceeds from long-term borrowings	1,465,000	1,142,000
Repayments of long-term borrowings	(878,000)	(872,000)
Increase in guarantee deposits	116	719
Decrease in guarantee deposits	(180)	-
Repayment of the principal portion of lease liabilities	(9,973)	(9,436)
Dividends paid	(495,350)	(395,517)
Exercise of employee share options	<u>44,857</u>	<u>33,634</u>
Net cash used in financing activities	<u>(267,530)</u>	<u>(188,600)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	492,896	273,211
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>515,524</u>	<u>242,313</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,008,420</u>	<u>\$ 515,524</u>

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

(Concluded)

Attachment 4  
2022 Remuneration to Directors

December 31, 2022  
Unit: NT\$ thousands

Title	Name	Remuneration								Ratio of Total Remuneration (A+B+C+D) to Net Income (%)		Remuneration received by directors for concurrent service as an employee								Amount of Total Compensation (A+B+C+D+E+F+G) to Net Income (%)		Remuneration received from investee enterprises other than subsidiaries or from the parent company				
		Base compensation (A)		Retirement pay and pension (B)		Director profit-sharing compensation (C)		Expenses and perquisites (D)				Salary, rewards, and special disbursements (E)		Retirement pay and pension (F)		Employee profit-sharing compensation (G)										
		The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	Cash	Stock	Cash	Stock		The Company	All Consolidated Entities		
Chairman & President	Wenchi Chen	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	None		
Director	Cher Wang	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	None		
Director & Senior Vice President	Tzumu Lin	0	0	0	0	0	0	0	0	0	0	2,966	0	0	0	0	0	0	0	0	0	2,966	-3.546%	None		
Director	Qun-Mao Liu	0	0	0	0	0	0	60	60	60	-0.072%	60	-0.072%	0	0	0	0	0	0	0	0	60	-0.072%	60	-0.072%	None
Independent Director	Wei-The Hsu	240	240	0	0	0	0	60	60	300	-0.359%	300	-0.359%	0	0	0	0	0	0	0	0	300	-0.359%	300	-0.359%	None
Independent Director	Ti-Hsiang Wei	240	240	0	0	0	0	60	60	300	-0.359%	300	-0.359%	0	0	0	0	0	0	0	0	300	-0.359%	300	-0.359%	None
Independent Director	Wen-Yuen Ken	240	240	0	0	0	0	60	60	300	-0.359%	300	-0.359%	0	0	0	0	0	0	0	0	300	-0.359%	300	-0.359%	None

\* The remuneration of the independent directors of the Company includes the carriage and attendance fees for board meetings, fixed compensation for serving on functional committees, and director's remuneration as provided for in the Company's Articles of Incorporation. The aforementioned fixed remuneration amount is based on the Company's remuneration committee with reference to industry standards and individual directors' time investment, responsibilities and other factors, which was approved by the Board of Directors.

\* Remuneration paid to directors by all consolidated entities for services (such as nonemployee consultants and others) other than disclosed in the table above: None

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

**VIA Technologies, Inc.**  
**2022**  
**Table of Earnings Distribution**

Currency:NTD

<b>Items</b>	<b>Amount</b>
Net loss of 2022	(83,635,352)
Add: Remeasurements of defined benefit plans recognized in retained earnings	46,106,131
Less: Legal reserve (10%)	0
Add: Reversal of special reserve	733,680,465
Earnings in 2022 available for distribution	696,151,244
Add: Unappropriated retained earnings of previous years	4,946,375,401
Retained earnings available for distribution as of December 31, 2022	5,642,526,645
Distribution item:	
Less: Cash dividend (NTD0.15 per share)	(74,751,741)
Retained earnings at the end of the period	5,567,774,904

Note: The number of shares for cash dividends is calculated on the basis of the actual number of outstanding shares 498,344,941 as of April 18, 2023.

Chairman: Wen-Chi Chen

CEO: Wen-Chi Chen

Chief Accountant: Bao-Huei Chen



**VIA Technologies, Inc.**  
**Comparison Table of Amended Corporate Social Responsibility Best Practice Principles**

Amended Principles Name	Original Principles Name	Description
Sustainable Development Best Practice Principles	Corporate Social Responsibility Best Practice Principles	In order to cooperate with the amendment of the law.

Amended Version	Original Version	Description
<p>Article 2</p> <p>The Principles applies the entire operations of the Company and its business group.</p> <p>The Principles encourages the Company to actively fulfill <u>sustainable development</u> in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on <u>sustainable development</u>.</p>	<p>Article 2</p> <p>The Principles applies the entire operations of the Company and its business group.</p> <p>The Principles encourages the Company to actively fulfill <u>their corporate social responsibility</u> in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on <u>corporate social responsibility</u>.</p>	In order to cooperate with the amendment of the name.
<p>Article 3</p> <p>In promoting <u>sustainable development</u> initiatives, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.</p> <p>Omitted...</p>	<p>Article 3</p> <p>In fulfilling <u>corporate social responsibility</u> initiatives, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.</p> <p>Omitted...</p>	In order to cooperate with the amendment of the name.
<p>Article 4</p> <p>To implement <u>sustainable development</u> initiatives, the Company is advised to</p>	<p>Article 4</p> <p>To implement <u>corporate social responsibility</u> initiatives, the Company</p>	In order to cooperate with the

Amended Version	Original Version	Description
<p>follow the principles below:</p> <ol style="list-style-type: none"> <li>1. Exercise corporate governance.</li> <li>2. Foster a sustainable environment.</li> <li>3. Preserve public welfare.</li> <li>4. Enhance disclosure of corporate <u>sustainable development</u> information.</li> </ol>	<p>is advised to follow the principles below:</p> <ol style="list-style-type: none"> <li>1.Exercise corporate governance.</li> <li>2.Foster a sustainable environment.</li> <li>3.Preserve public welfare.</li> <li>4.Enhance disclosure of <u>corporate social responsibility</u> information.</li> </ol>	<p>amendment of the name.</p>
<p>Article 5</p> <p>The Company shall take into consideration the correlation between the development of domestic and international <u>sustainable development issues</u> and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for <u>sustainable development</u> programs, which shall be approved by the Audit Committee and the board of directors and then reported to the shareholders meeting.</p> <p>The board of directors is authorized to adopt any future amendments.</p> <p>When a shareholder proposes a motion involving <u>sustainable development</u>, the Company's board of directors is advised to review and consider including it in the shareholders meeting agenda.</p>	<p>Article 5</p> <p>The Company shall take into consideration the correlation between the development of domestic and international <u>corporate social responsibility principles</u> and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for <u>corporate social responsibility</u> programs, which shall be approved by the Audit Committee and the board of directors and then reported to the shareholders meeting.</p> <p>When a shareholder proposes a motion involving <u>corporate social responsibility</u>, the Company's board of directors is advised to review and consider including it in the shareholders meeting agenda.</p>	<p>In order to cooperate with the amendment of the name.</p>
<p>Article 7</p> <p>The directors of a the Company shall exercise the due care of good administrators to urge the Company to perform its <u>sustainable development</u> initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its sustainable development policies.</p> <p>The board of directors of the Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the Company's</p>	<p>Article 7</p> <p>The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its <u>corporate social responsibility</u> initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its corporate social responsibility policies.</p> <p>The board of directors of the Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the Company's</p>	<p>In order to cooperate with the amendment of the name.</p>

Amended Version	Original Version	Description
<p>furtherance of its <u>sustainable development objectives</u>:</p> <ol style="list-style-type: none"> <li>1. Identifying the Company's <u>sustainable development</u> mission or vision, and declaring its <u>sustainable development</u> policy, systems or relevant management guidelines;</li> <li>2. Making <u>sustainable development</u> the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for <u>sustainable development</u> initiatives; and</li> <li>3. Enhancing the timeliness and accuracy of the disclosure of <u>sustainable development</u> information.</li> </ol> <p>Omitted...</p>	<p>performance of its <u>corporate social responsibility initiatives</u>:</p> <ol style="list-style-type: none"> <li>1. Identifying the Company's <u>corporate social responsibility</u> mission or vision, and declaring its <u>corporate social responsibility</u> policy, systems or relevant management guidelines;</li> <li>2. Making <u>corporate social responsibility</u> the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for <u>corporate social responsibility</u> initiatives; and</li> <li>3. Enhancing the timeliness and accuracy of the disclosure of <u>corporate social responsibility</u> information.</li> </ol> <p>Omitted...</p>	
<p>Article 8</p> <p>The Company is advised to, on a regular basis, organize education and training on the <u>promotion of sustainable development</u> initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.</p>	<p>Article 8</p> <p>The Company is advised to, on a regular basis, organize education and training on the <u>implementation of corporate social responsibility</u> initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.</p>	<p>In order to cooperate with the amendment of the name.</p>
<p>Article 9</p> <p>For the purpose of managing <u>sustainable development</u> initiatives, the Company is advised to <u>create a governance structure for promotion of sustainable development</u>, and establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the <u>sustainable development</u> policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.</p> <p>The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the</p>	<p>Article 9</p> <p>For the purpose of managing <u>corporate social responsibility</u> initiatives, the Company is advised to establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the <u>corporate social responsibility</u> policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.</p> <p>The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the</p>	<p>In order to cooperate with the amendment of the name.</p>

Amended Version	Original Version	Description
<p>interests of stakeholders. It is advised that the employee performance evaluation system be combined with <u>sustainable development</u> policies, and that a clear and effective incentive and discipline system be established.</p>	<p>interests of stakeholders. It is advised that the employee performance evaluation system be combined with <u>corporate social responsibility</u> policies, and that a clear and effective incentive and discipline system be established.</p>	
<p>Article 10 The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the Company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important <u>sustainable development</u> issues which they are concerned about.</p>	<p>Article 10 The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the Company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important <u>corporate social responsibility</u> issues which they are concerned about.</p>	<p>In order to cooperate with the amendment of the name.</p>
<p>Article 12 The Company is advised to endeavor to utilize <u>energy more efficiently</u> and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.</p>	<p>Article 12 The Company is advised to endeavor to utilize <u>all resources more efficiently</u> and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.</p>	<p>In order to focus on the management of utilize energy to reduce the emission of greenhouse gases.</p>
<p>Article 17 The Company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt related measures. The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following: 1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company. 2. Indirect greenhouse gas emissions: emissions resulting from the <u>utilization</u></p>	<p>Article 17 The Company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt <u>climate</u> related measures. The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following: 1.Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company. 2.Indirect greenhouse gas emissions:</p>	<p>In order to cooperate with the amendment of the law</p>

Amended Version	Original Version	Description
<p>of energy such as imported electricity, heating, or steam.</p> <p>3. <u>Other indirect emissions: emissions resulting from corporate activities that are not indirect emissions from energy, but are from other sources of emissions owned or controlled by the Company.</u></p>	<p>emissions resulting from the <u>generation of externally purchased or acquired electricity, heating, or steam.</u></p>	
<p>Article 26</p> <p>The Company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the <u>sustainable development</u> initiative.</p> <p>The Company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the Company is advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against <u>sustainable development</u> policy.</p> <p>When the Company enter into a contract with any of <u>their</u> major suppliers, the content should include terms stipulating mutual compliance with <u>sustainable development</u> policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.</p>	<p>Article 26</p> <p>The Company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the <u>corporate social responsibility</u> initiative.</p> <p>The Company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the Company is advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against <u>corporate social responsibility</u> policy.</p> <p>When the Company enter into a contract with any of major suppliers, the content should include terms stipulating mutual compliance with <u>corporate social responsibility</u> policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.</p>	<p>In order to cooperate with the amendment of the name.</p>

Amended Article Name	Original Article Name	Description
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Chapter 5 Enhancing Disclosure of <u>Sustainable Development</u> Information	Chapter 5 Enhancing Disclosure of <u>Corporate Social Responsibility</u> Information	In order to cooperate with the amendment of the law.
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Amended Version	Original Version	Description
<p>Article 28</p> <p>Omitted...</p> <p>Relevant information relating to <u>sustainable development</u> which the Company shall disclose includes:</p> <ol style="list-style-type: none"> <li>1. The policy, systems or relevant management guidelines, and concrete promotion plans for <u>sustainable development</u> initiatives, as resolved by the board of directors.</li> <li>2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.</li> <li>3. Goals and measures for <u>promoting the sustainable development</u> initiatives established by the companies, and performance in implementation.</li> <li>4. Major stakeholders and their concerns.</li> <li>5. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.</li> <li>6. Other information relating to <u>sustainable development</u> initiatives.</li> </ol>	<p>Article 28</p> <p>Omitted...</p> <p>Relevant information relating to <u>corporate social responsibility</u> which the Company shall disclose includes:</p> <ol style="list-style-type: none"> <li>1.The policy, systems or relevant management guidelines, and concrete promotion plans for <u>corporate social responsibility</u> initiatives, as resolved by the board of directors.</li> <li>2.The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.</li> <li>3.Goals and measures for <u>realizing the corporate social responsibility</u> initiatives established by the companies, and performance in implementation.</li> <li>4.Major stakeholders and their concerns.</li> <li>5.Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.</li> <li>6.Other information relating to <u>corporate social responsibility</u> initiatives.</li> </ol>	<p>In order to cooperate with the amendment of the name.</p>
<p>Article 29</p> <p>The Company shall adopt internationally widely recognized standards or guidelines when producing <u>sustainability</u> reports, to disclose the status of their implementation of the <u>sustainable development</u> policy. It also is advisable to obtain a third-party</p>	<p>Article 29</p> <p>The Company shall adopt internationally widely recognized standards or guidelines when producing <u>corporate social responsibility</u> reports, to disclose the status of their implementation of the <u>corporate social responsibility</u> policy. It also is advisable</p>	<p>In order to cooperate with the amendment of the name.</p>

Amended Version	Original Version	Description
<p>assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:</p> <p>1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing <u>sustainable development</u> initiatives.</p> <p>Omitted...</p>	<p>to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:</p> <p>1.The policy, system, or relevant management guidelines and concrete promotion plans for implementing <u>corporate social responsibility</u> initiatives.</p> <p>Omitted...</p>	
<p>Article 30</p> <p>The Company shall at all times monitor the development of domestic and foreign <u>sustainable development</u> standards and the change of business environment so as to examine and improve their established <u>sustainable development</u> framework and to obtain better results from the <u>promotion of the sustainable development</u> policy.</p> <p>The principles were adopted on 20 March 2020.</p> <p><u>1st amendment on 1 November, 2022.</u></p>	<p>Article 30</p> <p>The Company shall at all times monitor the development of domestic and foreign <u>corporate social responsibility</u> standards and the change of business environment so as to examine and improve their established <u>corporate social responsibility</u> framework and to obtain better results from the <u>implementation of the corporate social responsibility</u> policy.</p> <p>The principles were adopted on 20 March 2020.</p>	<p>Amendment date</p>

**VIA Technologies Inc.**  
**Comparison Table of Amended Articles of Incorporation**

Amended Version	Original Version	Description
<p>Article 2: The Company’s main business activities:</p> <ol style="list-style-type: none"> <li>1. CC01060 Wired Communication Equipment and Apparatus Manufacturing</li> <li>2. CC01070 Telecommunication Equipment and Apparatus Manufacturing</li> <li>3. CC01080 Electronic Parts and Components Manufacturing</li> <li>4. CC01110 Computers and Computing Peripheral Equipment Manufacturing</li> <li>5. E605010 Computing Equipment Installation Construction</li> <li>6. E603090 Illumination Equipment Construction</li> <li>7. F113050 Wholesale of Computing and Business Machinery Equipment</li> <li>8. F113070 Wholesale of Telecom Instruments</li> <li>9. F118010 Wholesale of Computer Software</li> <li>10. F119010 Wholesale of Electronic Materials</li> <li>11. F213030 Retail sale of Computing and Business Machinery Equipment</li> <li>12. F213060 Retail Sale of Telecom Instruments</li> <li>13. F218010 Retail Sale of Computer Software</li> <li>14. F219010 Retail Sale of Electronic Materials</li> <li>15. F401010 International Trade</li> <li>16. F601010 Intellectual Property</li> <li>17. I301010 Software Design Services</li> <li>18. I301020 Data Processing Services</li> <li>19. I501010 Product Designing</li> <li>20. IG03010 Energy Technical Services</li> </ol>	<p>Article 2: The Company’s main business activities:</p> <ol style="list-style-type: none"> <li>1. CC01060 Wired Communication Equipment and Apparatus Manufacturing</li> <li>2. CC01070 Telecommunication Equipment and Apparatus Manufacturing</li> <li>3. CC01080 Electronic Parts and Components Manufacturing</li> <li>4. CC01110 Computers and Computing Peripheral Equipment Manufacturing</li> <li>5. E605010 Computing Equipment Installation Construction</li> <li>6. E603090 Illumination Equipment Construction</li> <li>7. F113050 Wholesale of Computing and Business Machinery Equipment</li> <li>8. F113070 Wholesale of Telecom Instruments</li> <li>9. F118010 Wholesale of Computer Software</li> <li>10. F119010 Wholesale of Electronic Materials</li> <li>11. F213030 Retail sale of Computing and Business Machinery Equipment</li> <li>12. F213060 Retail Sale of Telecom Instruments</li> <li>13. F218010 Retail Sale of Computer Software</li> <li>14. F219010 Retail Sale of Electronic Materials</li> <li>15. F401010 International Trade</li> <li>16. <u>F401021 Restrained Telecom Radio Frequency Equipment and Materials Import</u></li> <li>17. F601010 Intellectual Property</li> <li>18. I301010 Software Design Services</li> <li>19. I301020 Data Processing Services</li> </ol>	<p>Amendment according to Telecommunications Management Act.</p>



Amended Version	Original Version	Description
<p><u>21.</u> ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>20. I501010 Product Designing  21. IG03010 Energy Technical Services  22. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	
<p>Article 21:  If there is a net profit in the final accounts of the Company, it shall be allocated in the following order:  1. Pay taxes.  2. Cover accumulated losses.  3. 10% shall be reserved as statutory surplus reserve, but this is no longer necessary when the statutory surplus reserve <u>amounts to the total paid-in capital.</u>  4. Special reserve shall be increased or rotated in accordance with the law. When a special reserve is appropriated for cumulative net debit balance reserves from prior period and cumulative net increases in fair value measurement of investment properties from prior period, the sum of net profit for current period and items other than net profit that are included directly in the unappropriated earnings for current period is used if the prior unappropriated earnings is not sufficient.  5. After the allocation in item 1-4, the BOD shall prepare the Surplus distribution case with the previous annual accumulation of undistributed surplus.  Considering the overall environment, long-term financial planning, and the aim to achieve sustainability and stable business development, the Company's dividend policy is set based on capital budgeting and funding needs, as well as shareholders' interests and other factors.</p>	<p>Article 21:  If there is a net profit in the final accounts of the Company, it shall be allocated in the following order:  1. Pay taxes.  2. Cover accumulated losses.  3. 10% shall be reserved as statutory surplus reserve, but this is no longer necessary when the statutory surplus reserve has reached <u>the Company's total amount of capital.</u>  4. Special reserve shall be increased or rotated in accordance with the law. When a special reserve is appropriated for cumulative net debit balance reserves from prior period and cumulative net increases in fair value measurement of investment properties from prior period, the sum of net profit for current period and items other than net profit that are included directly in the unappropriated earnings for current period is used if the prior unappropriated earnings is not sufficient.  5. After the allocation in item 1-4, the BOD shall prepare the Surplus distribution case with the previous annual accumulation of undistributed surplus.  Considering the overall environment, long-term financial planning, and the aim to achieve sustainability and stable business development, the Company's dividend policy is set based on capital budgeting and funding needs, as well as shareholders' interests and other factors.</p>	<p>Compliant with the letter of MOEA</p>

Amended Version	Original Version	Description
<p>The shareholders' dividends allocated shall not be lower than ten percent of the net surplus of current year. The proportion of cash dividends should not be less than ten percent of total dividend.</p> <p>Surplus distribution to be handled as follows: distributable dividends and bonuses 、 capital reserve or statutory surplus reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. If the Company distributes surplus earning in the form of new shares, it shall be handled in accordance with the Company Act by resolution of the shareholders meeting.</p>	<p>The shareholders' dividends allocated shall not be lower than ten percent of the net surplus of current year. The proportion of cash dividends should not be less than ten percent of total dividend.</p> <p>Surplus distribution to be handled as follows: distributable dividends and bonuses 、 capital reserve or statutory surplus reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. If the Company distributes surplus earning in the form of new shares, it shall be handled in accordance with the Company Act by resolution of the shareholders meeting.</p>	
<p>Article 23:  These Articles of Incorporation were drawn up on September 16, 1992.  1st amendment on January 4, 1994  Omitted...</p> <p>22nd amendment on June 17, 2022  <u>23rd amendment on June 16, 2023</u></p>	<p>Article 23:  These Articles of Incorporation were drawn up on September 16, 1992.  1st amendment on January 4, 1994  Omitted...</p> <p>22nd amendment on June 17, 2022</p>	<p>Add the date of amendment in this Article.</p>

**VIA Technologies, Inc.**  
**List of Candidates for Independent Directors**

No.	Name	Selected Education/Experience	Current Positions	Current Shareholding
1	Chong-Zen Hsieh	Bachelor of Industrial Engineering, Feng Chia University  President, Golden Bridge Electech Inc. President, VIA Optical Solution Special Assistant to President, VIA Technologies, Inc. Chairman, Medical Instrument Technology CO., Ltd. Founder & Chairman, Countenance Biotech Inc.	Remuneration Committee Members, VIA Technologies, Inc.	0
2	Kou-Sheng Tseng	Bachelor of Industrial Education, Normal University  Sales Director, American Kodak Corporation. Managing Director, Achelis Taiwan Co., Limited Independent Director, Chander Electronics Corp.	Chairman & CEO, Gabriel Broadcasting Foundation Chairman & CEO, GOOD TV Broadcasting Corp.	0