

**TWSE 2388**



**威盛電子股份有限公司**  
**VIA Technologies, Inc.**

**2025 Annual General Shareholders' Meeting**

**Agenda Book**

**(Translation)**

**June 20, 2025**

# Table of Contents

	<b>Pages</b>
<b>Agenda for Annual Shareholders' Meeting .....</b>	<b>1</b>
<b>Report Items.....</b>	<b>2</b>
<b>Matters for Ratification .....</b>	<b>4</b>
<b>Matters for Discussion.....</b>	<b>5</b>
<b>Matters for Election.....</b>	<b>6</b>
<b>Matters for Other .....</b>	<b>7</b>
<b>Extemporary Motions .....</b>	<b>7</b>

## Attachments

Attachment 1: 2024 Business Report .....	8
Attachment 2: 2024 Audit Committee's Review Report.....	11
Attachment 3: 2024 Financial Statements.....	12
Attachment 4: 2024 Table of Earnings Distribution .....	32
Attachment 5: 2024 Remuneration of Directors .....	33
Attachment 6: Comparison Table of Amended Articles of Incorporation.....	34
Attachment 7: List of Candidates for Directors and Independent Directors .....	36

## Appendices

Appendix 1: Shareholdings of Directors (incl. independent directors) .....	38
Appendix 2: Articles of Incorporation .....	39
Appendix 3: Rules of Procedure for Shareholders' Meetings .....	45
Appendix 4: Procedures for Election of Directors .....	52

# **VIA Technologies, Inc.**

## **2025 Annual General Shareholders' Meeting Agenda**

I. Time: June 20, 2025 (Friday) at 9:00 a.m.

II. Venue: No. 205, Sec. 3, Beixin Rd., Xindian Dist., New Taipei City 231, Taiwan

(Hao-Dine Restaurant, Beixin Flagship Pavilion, Haojin Room)

III. Type of Meeting: Physical Meeting

IV. Meeting procedure:

(1) Call Meeting to Order

(2) Chairman's Address

(3) Report Items

1. 2024 Business Report.

2. 2024 Audit Committee's Review Report.

3. 2024 Compensation Distribution for Employees and Directors.

4. 2024 Cash Dividend Distribution.

5. 2024 Directors' Remuneration Report.

(4) Matters for Ratification

1. Adoption of Fiscal 2024 Business Report and Financial Statements.

2. Adoption of Fiscal 2024 Retained Earnings Distribution.

(5) Matters for Discussion

1. Amendment of the Articles of Incorporation.

(6) Matters for Election:

Proposal for the Company's re-election of Directors (including Independent Directors)

(7) Matters for Other:

Proposal to release the newly elected Directors from non-competition restrictions

(8) Extemporaneous Motions

(9) Adjournment

## **Report Items**

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

Proposal: 2024 Business Report. Please review.

Explanation:

Please refer to Attachment 1 on page 8-10 and Attachment 3 on page 12-31.

### **Report Item 2 Proposed by the Board of Directors**

Proposal: 2024 Audit Committee's Review Report. Please review.

Explanation:

Please refer to Attachment 2 on page 11.

### **Report Item 3 Proposed by the Board of Directors**

Proposal: 2024 Compensation Distribution for Employees and Directors. Please review.

Explanation:

1. According to Article 20 of the Articles of Incorporation, if the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation, and no more than 1% shall be allocated as the remuneration for directors.
2. The Company's pre-tax profit before deducting employees compensation and the remuneration for directors was NT\$1,129,755,556, which was distributed in cash in accordance with the Articles of Incorporation, of which NT\$57,000,000 representing 5.05% of pre-tax profit was allocated as employees compensation (including the managers compensation NT\$3,000,000, 0.27% ), and NT\$1,540,000 representing 0.14% of pre-tax profit was allocated as remuneration for directors .
3. The proposal was reviewed by the Remuneration Committee and approved by the Board of Directors.

### **Report Item 4 Proposed by the Board of Directors**

Proposal: 2024 Cash Dividend Distribution. Please review.

Explanation:

1. The Company's after-tax profit in Year 2024 was NT\$1,064,134,929, plus undistributed profit of NT\$5,870,160,513 from previous years, resulting in Year 2024 accumulated distributable retained earnings is NT\$6,934,295,442. It is proposed to distribute cash dividends of NT\$0.2 per share (as of April 22, 2025 which register of shareholders on closing date, calculation of the number of outstanding shares), with total amount of NT\$111,120,188. Please refer to Attachment 4 on page 32.

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 be 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.

#### **Report Item 5 Proposed by the Board of Directors**

Proposal: 2024 Directors' Remuneration Report. Please review.

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 considers individual directors' time investment, responsibilities, contribution to company performance, future risks, and industry standards.
2. The Director's remuneration policy is stipulated in the Company's Articles of Incorporation. If there is a profit in the 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 2024, please refer to Attachment 5 on page 33.
4. The proposal was reviewed by the Remuneration Committee and approved by the Board of Directors.

## **Matters for Ratification**

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

Proposal: Adoption of Fiscal 2024 Business Report and Financial Statements.

Explanation:

The 2024 business report (please refer to Attachment 1 on page 8-10) and financial statements (please refer to Attachment 3 on page 12-31) have been approved by the Board of Directors on March 11, 2025, among which the financial statements were certified by CPA Pan-Fa Wang 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 on December 31, 2024, and issued an audit report with unqualified opinion, which was submitted to the Audit Committee to be audited together with the business report.

Resolution:

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

Proposal: Adoption of Fiscal 2024 Retained Earnings Distribution.

Explanation:

Please refer to Attachment 4 on page 32 「2024 Table of Earnings Distribution」. The proposal was reviewed by the Audit Committee and approved by the Board of Directors.

Resolution:

## **Matters for Discussion**

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

Discussion Item 1 Proposed by the Board of Directors

Proposal: Amendment of the Articles of Incorporation. For your approval.

Explanation:

1. According to Letter No. Jin-Guan-Zheng-Fa-Zi No. 1130385442, the company should specify in Articles of Incorporation that a certain percentage of the annual profit should be allocated for salary adjustments or compensation distributions for its non-executive employees. The Company hereby proposes to amend the “Articles of Incorporation”. Please refer to Attachment 6 page 34-35 “Comparison Table of Amended Articles of Incorporation” of the Meeting Agenda.
2. This definition of non-executive employees refers to those who are not “Managers” and whose salary level is below a certain amount. However, it must not be lower than the salary level defined for non-executive employees in the “Method of Deduction of Additional Expenses for Increasing the Wages of Employees in Small and Medium-Sized Enterprises”.

Resolution:

## **Matters for Election**

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

Proposal: The Election of Directors (Including Independent Directors). Please vote.

Explanation:

1. The term of Directors will end on June 16, 2025, according to the Company Act and the Articles of Incorporation, the Company hereby proposes to the General Shareholders Meeting to re-elect Directors (including independent directors).
2. According to the Articles of Incorporation, a total of eight Directors (including four independent directors) shall be elected from the nomination list, as the candidate nomination system is adopted.
3. The term of Directors is three years, from June 20, 2025 to June 19, 2028. The term of current directors will end at the completion of this General Shareholders Meeting.
4. The independent directors and non-independent directors of the Company shall be elected at the same time, and the elected quota shall be calculated separately. Shareholders shall appoint the candidates from the nomination list. Please refer to Attachment 7 page 36-37 “List of Candidates for Directors (including independent directors)” of the Meeting Agenda.

Voting Results:



## **Matters for Other**

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

Proposal: Proposal to release the newly elected Directors from non-competition restrictions. For your approval.

Explanation:

In order to take advantage of the expertise and relevant experience of the new directors, the Company hereby proposes to release the newly elected Directors (including independent directors) from non-competition restrictions from the date of their appointment in accordance with Article 209 of the Company Act. For the concurrent appointment of new Directors (including independent directors), please refer to the current position column of Attachment 7 page 36-37 “List of Candidates for Directors (including independent directors)” of the Meeting Agenda.

Resolution:

## **Extemporaneous Motions**

## **Adjournment**

## **VIA Technologies, Inc. 2024 Business Report**

In 2024, amidst challenging global economic and geopolitical conditions, the VIA Group has not only achieved commendable results but has also set the stage for sustained future growth. This year has been pivotal as we navigated through a dynamic macro environment characterized by an unprecedented surge in demand for AI technologies across multiple domains.

The year 2024 marked a significant escalation in the adoption of AI in various sectors. From automotive to industrial, AI's capability to enhance efficiency, safety, and decision-making processes has driven its adoption at an accelerated pace. This growing demand has opened new avenues for innovation, particularly in areas like vehicle safety, smart cities, and industrial hazard detection, creating a fertile ground for VIA to innovate and expand.

The VIA Intelligent Solutions Division has seen substantial progress, driven by the escalating demand for VIA Intelligent Automotive Solutions in the global industrial and commercial vehicle safety market. Our flagship product, the VIA Safety System for Heavy Equipment, has solidified our market leadership. In recognition of its reliability and precision in AI-powered collision avoidance, the system was awarded the prestigious 2024 Mine Safety and Technology Innovation Award by NIOSH in the Sand, Stone, and Gravel Sector by the National Institute for Occupational Safety and Health (NIOSH), a United States federal agency.

As we continue to innovate, integrating new technologies into our safety systems, we are exploring exciting opportunities across construction, materials handling, waste management, and logistics, to enhance our market presence for both on-road and off-road applications. This momentum not only highlights our technological prowess but also promises rapid market expansion in the coming years.

With global vehicle safety regulations becoming increasingly stringent, we anticipate a further rise in demand for our VIA Intelligent Automotive Solutions. The synergy between AI and cloud technologies is expected to significantly increase enterprise demand for our smart in-vehicle systems, positioning VIA at the forefront of enhancing operational safety and efficiency.

VIA Next has continued to increase its portfolio of specialized IC backend and system design services that speed up time to market for new chips. The operational improvements

and the growing trust from an expanding client base underscore VIA Next's commitment to excellence and innovation.

Amid challenging market conditions, VIA Labs has maintained its leadership in high-speed data transmission and power ICs. Its dedication to cutting-edge R&D has enabled VIA Labs to adapt swiftly to market changes and build an extensive global customer base.

## 2、Business Report

### (1) Y2024 Business results

Consolidated operating revenue in 2024 amounts to NTD 15,910,668 thousand. Net profit after tax attributable to the owners of the parent company is NTD 1,066,978 thousand. Based on the weighted average number of outstanding shares of 514,386 thousand shares, earnings per share is NT\$2.07.

Item		2024	2023	
Revenues and expenses	Operating revenue (NTD thousand)	15,910,668	12,639,087	
	Operating income (NTD thousand)	3,923,604	3,195,332	
	Net profit (loss) attributable to owners of the parent company (NTD thousand)	1,066,978	410,602	
Profitability	Return on assets (%)		4.03	2.31
	Return on shareholders' equity (%)		6.12	3.37
	Percentage of paid-in capital (%)	Operating profit (loss)	7.85	(0.51)
		Net profit before tax	28.02	14.44
	Net profit margin (%)		7.24	3.90
	Earnings (loss) per share (NTD)		2.07	0.82

Note: The paid-in capital at the end of 2024 includes the capital received in advance of NT\$1,040 thousand.

### (2) Looking to the future

2025 is poised to be a transformative year for the technology sector, characterized by the rapid adoption of generative AI, IoT, and cloud innovations across a diverse array of industries. These technological advancements are set to revolutionize business operations, innovation, and value delivery, significantly impacting sectors like automotive, transportation, manufacturing, and construction.

Our strategic vision for the VIA Intelligent Solutions Division is perfectly attuned to these changing dynamics, positioning us to leverage the growth opportunities these technologies offer. By integrating AI, IoT, and the cloud to develop smart, innovative systems for immediate real-world deployment, we aim to equip enterprises in various sectors to effectively manage the intricacies of the digital era, turning challenges into avenues for growth and success.

Our commitment extends through the deployment of powerful, compact AI applications across our VIA Intelligent Solutions portfolio. We offer an extensive suite of capabilities including collision avoidance, driver assistance, defect detection, safety inspections, and security monitoring, all customizable to meet the toughest operational demands and environments. These solutions not only enhance decision-making and automate intricate processes but also provide transformative insights, reshaping how our customers operate.

VIA Next will continue to capitalize on its extensive experience and expertise in delivering a full spectrum of IC backend and system design services. This strategic emphasis enables its customers to maximize the potential of their chip designs by achieving quicker market entry, alongside superior functionality, performance, and energy efficiency. Through ongoing investment in cutting-edge technologies, VIA Next will maintain its leadership in innovation, providing solutions that not only satisfy but also surpass the ever-changing needs of the semiconductor sector. This forward-thinking approach empowers our clients to increase their market competitiveness in an environment that evolves at a breakneck pace.

To further extend its market leadership, VIA Labs will focus on enhancing its high-speed data transmission and Power IC design and technology capabilities through the development of innovative new products with enhanced performance and functionality. By anticipating industry trends and responding to customer needs, VIA Labs is committed to providing solutions that empower its clients to capitalize on emerging market opportunities.

VIA is dedicated to driving innovation in both its products and business models to deliver top-tier solutions and services that empower our customers to achieve growth and profitability. By cultivating a culture of discipline, integrity, and positive beliefs among our employees, and by embedding the company's core values into our operations, VIA is committed to improving operational performance and increasing revenues for the Group.

Chairman: Wenchi Chen      CEO: Wenchi Chen      Chief Accountant: Bao-Huei Chen  
March 11, 2025

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

The Board of Directors has prepared the Company's 2024 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 the 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

2025 Annual General Shareholders Meeting of VIA Technologies Inc.

Chairman of the Audit Committee

Ti-Hsiang Wei

May 09, 2025

## **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, the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (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, 2024 and 2023, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the 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, 2024. 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, 2024, 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, 2024 and 2023 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 are 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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



The engagement partners on the audits resulting in this independent auditors' report are Pan-Fa, Wang and Chin-Chuan Shih.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 11, 2025

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, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 15,638,886	44	\$ 10,920,270	46
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	338,197	1	327,182	1
Financial assets at amortized cost - current (Notes 4 and 9)	3,661,985	10	633,726	3
Accounts receivable (Notes 4, 10, 25 and 34)	457,047	1	413,035	2
Other receivables (Notes 4, 10 and 34)	133,483	-	218,315	1
Inventories (Notes 4, 5 and 11)	2,393,646	7	2,350,417	10
Other financial assets - current (Notes 18 and 35)	3,071,024	9	-	-
Other current assets (Note 18)	<u>1,169,408</u>	<u>3</u>	<u>653,636</u>	<u>3</u>
Total current assets	<u>26,863,676</u>	<u>75</u>	<u>15,516,581</u>	<u>66</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	2,014,118	6	1,738,573	8
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	1,974,061	5	1,487,807	6
Financial assets measured at amortized cost - non-current (Notes 4 and 9)	262,464	1	-	-
Investments accounted for using the equity method (Notes 4 and 13)	567,514	2	322,274	1
Property, plant and equipment (Notes 4, 14, 34 and 35)	2,001,612	5	1,968,310	8
Right-of-use assets (Notes 4, 15 and 34)	221,930	1	273,694	1
Investment properties, net (Notes 4, 5, 16 and 35)	1,857,614	5	1,831,972	8
Intangible assets (Notes 4, 17 and 34)	145,542	-	163,339	1
Deferred tax assets (Notes 4 and 27)	109,938	-	106,256	1
Other assets - non-current (Notes 18 and 35)	<u>25,090</u>	<u>-</u>	<u>58,000</u>	<u>-</u>
Total non-current assets	<u>9,179,883</u>	<u>25</u>	<u>7,950,225</u>	<u>34</u>
TOTAL	<u>\$ 36,043,559</u>	<u>100</u>	<u>\$ 23,466,806</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term notes payable (Note 19)	\$ 209,993	1	\$ -	-
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	995	-	10,586	-
Contract liabilities - current (Notes 25 and 34)	7,171,568	20	2,613,731	11
Notes and accounts payable (Notes 20 and 34)	1,113,563	3	859,402	4
Other payables (Notes 21 and 34)	1,861,932	5	1,707,119	7
Current tax liabilities (Notes 4 and 27)	304,043	1	260,946	1
Provisions - current (Notes 4 and 22)	132,398	-	270,435	1
Lease liabilities - current (Notes 4, 15 and 34)	70,482	-	47,259	-
Current portion of long-term borrowings (Notes 19 and 35)	160,000	1	60,000	-
Other current liabilities (Notes 21 and 34)	<u>105,511</u>	<u>-</u>	<u>65,254</u>	<u>1</u>
Total current liabilities	<u>11,130,485</u>	<u>31</u>	<u>5,894,732</u>	<u>25</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 19 and 35)	1,350,000	4	2,139,797	9
Deferred tax liabilities (Notes 4 and 27)	202,944	-	192,910	1
Lease liabilities - non-current (Notes 4, 15 and 34)	93,065	-	160,018	1
Net defined benefit liabilities (Notes 4 and 23)	271,516	1	321,581	1
Other non-current liabilities (Notes 21 and 34)	<u>64,354</u>	<u>-</u>	<u>54,679</u>	<u>-</u>
Total non-current liabilities	<u>1,981,879</u>	<u>5</u>	<u>2,868,985</u>	<u>12</u>
Total liabilities	<u>13,112,364</u>	<u>36</u>	<u>8,763,717</u>	<u>37</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 24)				
Share capital	5,552,960	16	4,991,227	21
Capital collected in advance	2,198	-	4,316	-
Capital surplus	7,285,029	20	1,270,865	6
Retained earnings				
Legal reserve	789,763	2	749,725	3
Special reserve	184,561	1	176,605	1
Unappropriated earnings	6,988,293	19	5,968,159	25
Other equity	<u>692,877</u>	<u>2</u>	<u>116,098</u>	<u>1</u>
Total equity attributable to owners of the Company	21,495,681	60	13,276,995	57
NON-CONTROLLING INTERESTS (Note 24)	<u>1,435,514</u>	<u>4</u>	<u>1,426,094</u>	<u>6</u>
Total equity	<u>22,931,195</u>	<u>64</u>	<u>14,703,089</u>	<u>63</u>
TOTAL	<u>\$ 36,043,559</u>	<u>100</u>	<u>\$ 23,466,806</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, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 25 and 34)	\$ 15,910,668	100	\$ 12,639,087	100
OPERATING COSTS (Notes 11, 23, 26 and 34)	<u>11,987,064</u>	<u>75</u>	<u>9,443,755</u>	<u>75</u>
GROSS PROFIT	<u>3,923,604</u>	<u>25</u>	<u>3,195,332</u>	<u>25</u>
OPERATING EXPENSES (Notes 23, 26 and 34)				
Selling and marketing expenses	826,812	5	787,329	6
General and administrative expenses	671,140	4	641,977	5
Research and development expenses	<u>1,989,587</u>	<u>13</u>	<u>1,791,657</u>	<u>14</u>
Total operating expenses	<u>3,487,539</u>	<u>22</u>	<u>3,220,963</u>	<u>25</u>
PROFIT (LOSS) FROM OPERATIONS	<u>436,065</u>	<u>3</u>	<u>(25,631)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13, 26 and 34)				
Interest income	630,275	4	503,770	4
Other income	260,659	2	234,785	2
Other gains and losses	400,800	2	112,911	1
Finance costs	(58,386)	-	(75,118)	(1)
Share of profit or loss of associates	<u>(113,394)</u>	<u>(1)</u>	<u>(29,897)</u>	<u>-</u>
Total non-operating income and expenses	<u>1,119,954</u>	<u>7</u>	<u>746,451</u>	<u>6</u>
PROFIT BEFORE INCOME TAX	1,556,019	10	720,820	6
INCOME TAX EXPENSE (Notes 4 and 27)	<u>(404,830)</u>	<u>(3)</u>	<u>(228,388)</u>	<u>(2)</u>
NET PROFIT FOR THE YEAR	<u>1,151,189</u>	<u>7</u>	<u>492,432</u>	<u>4</u>
OTHER COMPREHENSIVE INCOME AND LOSS (Notes 23 and 24)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	51,274	1	(10,280)	-
Unrealized gain or loss on investments in equity instruments at fair value through other comprehensive income	(146,577)	(1)	(53,975)	(1)
Income tax relating to items that will not be reclassified subsequently to profit or loss	20,401	-	-	-

(Continued)

# VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	\$ 673,527	4	\$ (42,480)	-
Share of the other comprehensive income (loss) of associates	<u>3,765</u>	<u>-</u>	<u>(1,430)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>602,390</u>	<u>4</u>	<u>(108,165)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,753,579</u>	<u>11</u>	<u>\$ 384,267</u>	<u>3</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,066,978	7	\$ 410,602	3
Non-controlling interests	<u>84,211</u>	<u>-</u>	<u>81,830</u>	<u>1</u>
	<u>\$ 1,151,189</u>	<u>7</u>	<u>\$ 492,432</u>	<u>4</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,695,151	11	\$ 308,944	2
Non-controlling interests	<u>58,428</u>	<u>-</u>	<u>75,323</u>	<u>1</u>
	<u>\$ 1,753,579</u>	<u>11</u>	<u>\$ 384,267</u>	<u>3</u>
EARNINGS PER SHARE (Note 28)				
From continuing operations				
Basic	<u>\$ 2.07</u>		<u>\$ 0.82</u>	
Diluted	<u>\$ 2.06</u>		<u>\$ 0.82</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, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company											
	Share Capital	Capital Collected in Advance	Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Other Equity		Total Equity Attributable to Owners of the Company	Non-controlling Interests	Total Equity
				Legal Reserve	Special Reserve	Unappropriated Earnings		Unrealized Gain or Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits			
BALANCE, JANUARY 1, 2023	\$ 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
Appropriation of 2022 earnings												
Special reserve	-	-	-	-	(733,680)	733,680	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(74,752)	-	-	-	(74,752)	-	(74,752)
Net profit for the year ended December 31, 2023	-	-	-	-	-	410,602	-	-	-	410,602	81,830	492,432
Other comprehensive loss for the year ended December 31, 2023	-	-	-	-	-	(10,218)	(43,793)	(47,647)	-	(101,658)	(6,507)	(108,165)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	400,384	(43,793)	(47,647)	-	308,944	75,323	384,267
Change in capital surplus from investments in associates	-	-	7,632	-	-	-	-	-	440	8,072	-	8,072
Share-based payment transaction (Note 29)	-	-	4,356	-	-	-	-	-	-	4,356	-	4,356
Issuance of shares from exercise of employee share options	21,128	(7,721)	25,477	-	-	-	-	-	-	38,884	-	38,884
Changes in percentage of ownership interests in the subsidiary (Note 30)	-	-	(8,733)	-	-	-	-	-	-	(8,733)	19,588	10,855
Recognition of employee share options issued by the subsidiary (Note 29)	-	-	307	-	-	-	-	-	-	307	243	550
Cash dividends distributed by the subsidiary	-	-	-	-	-	-	-	-	-	-	(225,851)	(225,851)
BALANCE AT DECEMBER 31, 2023	4,991,227	4,316	1,270,865	749,725	176,605	5,968,159	222,793	(106,092)	(603)	13,276,995	1,426,094	14,703,089
Appropriation of 2023 earnings												
Legal reserve	-	-	-	40,038	-	(40,038)	-	-	-	-	-	-
Special reserve	-	-	-	-	7,956	(7,956)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(50,003)	-	-	-	(50,003)	-	(50,003)
Net profit for the year ended December 31, 2024	-	-	-	-	-	1,066,978	-	-	-	1,066,978	84,211	1,151,189
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	51,997	675,000	(98,824)	-	628,173	(25,783)	602,390
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	1,118,975	675,000	(98,824)	-	1,695,151	58,428	1,753,579
Issuance of ordinary shares for cash	550,000	-	5,954,716	-	-	-	-	-	-	6,504,716	-	6,504,716
Change in capital surplus from investments in associates	-	-	51,270	-	-	(844)	-	-	603	51,029	-	51,029
Share-based payment transaction (Note 29)	-	-	482	-	-	-	-	-	-	482	-	482
Issuance of shares from exercise of employee share options	11,733	(2,118)	12,651	-	-	-	-	-	-	22,266	-	22,266
Changes in percentage of ownership interests in the subsidiary (Note 30)	-	-	(5,152)	-	-	-	-	-	-	(5,152)	12,210	7,058
Recognition of employee share options issued by the subsidiary (Note 29)	-	-	197	-	-	-	-	-	-	197	157	354
Cash dividends distributed by the subsidiary	-	-	-	-	-	-	-	-	-	-	(61,375)	(61,375)
BALANCE AT DECEMBER 31, 2024	<u>\$ 5,552,960</u>	<u>\$ 2,198</u>	<u>\$ 7,285,029</u>	<u>\$ 789,763</u>	<u>\$ 184,561</u>	<u>\$ 6,988,293</u>	<u>\$ 897,793</u>	<u>\$ (204,916)</u>	<u>\$ -</u>	<u>\$ 21,495,681</u>	<u>\$ 1,435,514</u>	<u>\$ 22,931,195</u>

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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 1,556,019	\$ 720,820
Adjustments for:		
Depreciation expense	240,997	230,242
Amortization expense	119,566	74,558
Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	(158,083)	(150,680)
Finance costs	58,386	75,118
Interest income	(630,275)	(503,770)
Dividend income	(24,678)	(4,307)
Compensation costs of employee share options	836	4,906
Share of profit or loss of associates	113,394	29,897
Loss on disposal of property, plant and equipment	444	10,334
Reversal of impairment loss on non-financial assets	-	(8,455)
Loss (gain) on changes in fair value of investment properties	55,596	(10,196)
Gain on lease modification	(2,849)	(27)
Changes in operating assets and liabilities		
Accounts receivable	(44,012)	32,610
Other receivables	(4,621)	(14,113)
Inventories	(43,229)	506,698
Other current assets	(515,772)	660,293
Other non-current assets	-	3,086
Contract liabilities	4,557,837	321,183
Notes and accounts payable	254,161	(67,109)
Other payables	160,021	(87,953)
Provisions	(138,037)	(20,351)
Other current liabilities	40,257	5,443
Net defined benefit liabilities	1,209	2,546
Other non-current liabilities	(1,896)	-
Cash generated from operations	5,595,271	1,810,773
Interest received	590,382	463,542
Dividends received	24,678	4,307
Interest paid	(57,851)	(75,261)
Income tax paid	(343,231)	(295,606)
Net cash generated from operating activities	5,809,249	1,907,755
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	(632,831)	(469,215)
Purchase of financial assets at amortized cost	(4,493,126)	(1,283,086)
Proceeds from sale of financial assets at amortized cost	1,202,267	752,431
Purchase of financial assets measured at fair value through profit or loss	(2,176,451)	(41,600)

(Continued)

# VIA TECHNOLOGIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Proceeds from sale of financial assets at fair value through profit or loss	\$ 2,251,622	\$ 147,018
Purchase of long-term equity investments using the equity method	(304,909)	(101,767)
Payments for property, plant and equipment	(181,608)	(178,097)
Proceeds from disposal of property, plant and equipment	602	3,688
Increase in refundable deposits	(4,871)	(2,030)
Decrease in refundable deposits	1,056	4,245
Payments for intangible assets	(102,269)	(85,726)
Payments for investment properties	-	(271)
Increase in other financial assets	(3,034,178)	-
Decrease in other financial assets	-	18,414
Dividends received from associates	<u>1,069</u>	<u>720</u>
Net cash used in investing activities	<u>(7,473,627)</u>	<u>(1,235,276)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term bills payable	209,993	-
Proceeds from long-term borrowings	750,000	656,000
Repayments of long-term borrowings	(1,440,000)	(1,508,000)
Proceeds from long-term bills payable	-	14,000
Repayments of long-term bills payable	-	(372,000)
Proceeds from guarantee deposits received	15,312	165,468
Refund of guarantee deposits received	(6,300)	(244,154)
Repayment of the principal portion of lease liabilities	(62,310)	(58,935)
Distribution of cash dividends	(50,003)	(74,752)
Proceeds from issuance of ordinary shares	6,504,716	-
Proceeds from exercise of employee share options	22,266	38,884
Partial disposal of interests in the subsidiary without a loss of control	7,058	10,855
Dividends paid to non-controlling interests	<u>(61,375)</u>	<u>(225,851)</u>
Net cash generated from (used in) financing activities	<u>5,889,357</u>	<u>(1,598,485)</u>
<b>EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES</b>		
	<u>493,637</u>	<u>(4,020)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<u>4,718,616</u>	<u>(930,026)</u>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<u>10,920,270</u>	<u>11,850,296</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<u>\$ 15,638,886</u>	<u>\$ 10,920,270</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, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policy information (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, 2024 and 2023, 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, 2024. 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, 2024, are as follows:

**Evaluation of Profit and Loss Recognition of Investments in Subsidiaries Accounted for Using the Equity Method - Revenue Recognition of Specific Customers**

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As stated in Note 11 to the accompanying financial statements, as of December 31, 2024, the carrying amount of the investment in VIA Next Technologies, Inc. (VIA Next) accounted for using the equity method is NT\$1,575,508 thousand, representing 6% of the Company's assets. For the year ended December 31, 2024, the amount of profit accounted for using the equity method is NT\$1,242,947 thousand, representing 116% of the Company's total profit before income tax. We identified the financial position and performance of VIA Next to have material impact on the Company's financial statements.

Revenue from the sale of goods of VIA Next 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 revenue from specific customers is material to the profit or loss accounted for using the equity method, 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.

**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 are 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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Pan-Fa Wang and Chin-Chuan Shih.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 11, 2025

Notice to Readers

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

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

# VIA TECHNOLOGIES, INC.

## PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 4,151,657	15	\$ 839,284	5
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	296,943	1	322,721	2
Financial assets at amortized cost - current (Notes 4 and 8)	1,967,100	7	30,705	-
Accounts receivable, net (Notes 4, 9, 23 and 32)	192,408	1	104,048	1
Other receivables (Notes 4, 9 and 32)	30,896	-	9,426	-
Inventories (Notes 4, 5 and 10)	1,937,741	7	1,506,486	8
Other financial assets - current (Notes 16 and 33)	585,788	2	-	-
Other current assets (Note 16)	<u>140,921</u>	<u>1</u>	<u>85,602</u>	<u>-</u>
Total current assets	<u>9,303,454</u>	<u>34</u>	<u>2,898,272</u>	<u>16</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	326,752	1	279,688	1
Investments accounted for using the equity method (Notes 4 and 11)	15,996,861	58	13,537,949	73
Property, plant and equipment (Notes 4, 12, 32 and 33)	990,949	4	934,552	5
Right-of-use assets (Notes 4 and 13)	9,579	-	19,792	-
Investment properties, net (Notes 4, 5, 14 and 33)	927,785	3	985,896	5
Intangible assets (Notes 4 and 15)	3,365	-	4,320	-
Other non-current assets - other (Notes 16 and 33)	<u>11,773</u>	<u>-</u>	<u>8,770</u>	<u>-</u>
Total non-current assets	<u>18,267,064</u>	<u>66</u>	<u>15,770,967</u>	<u>84</u>
TOTAL	<u>\$ 27,570,518</u>	<u>100</u>	<u>\$ 18,669,239</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	\$ 995	-	\$ 10,586	-
Contract liabilities - current (Notes 23 and 32)	2,055,509	7	832,999	5
Accounts payable (Notes 18 and 32)	1,002,315	4	652,798	4
Other payables (Notes 19 and 32)	957,316	4	907,682	5
Current tax liabilities (Notes 4 and 25)	19,683	-	50,231	-
Provisions - current (Notes 4 and 20)	80,810	-	247,379	1
Lease liabilities - current (Notes 4 and 13)	6,541	-	10,390	-
Current portion of long-term borrowings (Notes 17 and 33)	160,000	1	60,000	-
Other current liabilities (Note 19)	<u>29,598</u>	<u>-</u>	<u>8,294</u>	<u>-</u>
Total current liabilities	<u>4,312,767</u>	<u>16</u>	<u>2,780,359</u>	<u>15</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 17 and 33)	1,350,000	5	2,139,797	11
Deferred tax liabilities (Notes 4 and 25)	138,982	-	137,180	1
Lease liabilities - non-current (Notes 4 and 13)	2,942	-	8,830	-
Net defined benefit liabilities (Notes 4 and 21)	266,966	1	318,443	2
Other non-current liabilities (Notes 19 and 32)	<u>3,180</u>	<u>-</u>	<u>7,635</u>	<u>-</u>
Total non-current liabilities	<u>1,762,070</u>	<u>6</u>	<u>2,611,885</u>	<u>14</u>
Total liabilities	<u>6,074,837</u>	<u>22</u>	<u>5,392,244</u>	<u>29</u>
EQUITY (Note 22)				
Share capital	5,552,960	20	4,991,227	27
Advance receipts for share capital	2,198	-	4,316	-
Capital surplus	7,285,029	26	1,270,865	7
Retained earnings				
Legal reserve	789,763	3	749,725	4
Special reserve	184,561	1	176,605	1
Unappropriated earnings	6,988,293	25	5,968,159	32
Other equity	<u>692,877</u>	<u>3</u>	<u>116,098</u>	<u>-</u>
Total equity	<u>21,495,681</u>	<u>78</u>	<u>13,276,995</u>	<u>71</u>
TOTAL	<u>\$ 27,570,518</u>	<u>100</u>	<u>\$ 18,669,239</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, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 23 and 32)	\$ 5,730,640	100	\$ 5,078,365	100
OPERATING COSTS (Notes 10, 21, 24 and 32)	<u>(4,819,788)</u>	<u>(84)</u>	<u>(4,248,888)</u>	<u>(84)</u>
GROSS PROFIT	910,852	16	829,477	16
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	(3,338)	-	(3,142)	-
REALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	<u>3,142</u>	<u>-</u>	<u>17,542</u>	<u>1</u>
REALIZED GROSS PROFIT	<u>910,656</u>	<u>16</u>	<u>843,877</u>	<u>17</u>
OPERATING EXPENSES (Notes 21, 24 and 32)				
Selling and marketing expenses	(159,708)	(3)	(169,037)	(3)
General and administrative expenses	(475,469)	(8)	(474,382)	(10)
Research and development expenses	<u>(581,476)</u>	<u>(10)</u>	<u>(495,540)</u>	<u>(10)</u>
Total operating expenses	<u>(1,216,653)</u>	<u>(21)</u>	<u>(1,138,959)</u>	<u>(23)</u>
LOSS FROM OPERATIONS	<u>(305,997)</u>	<u>(5)</u>	<u>(295,082)</u>	<u>(6)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 11, 14, 24 and 32)				
Interest income	84,738	2	20,075	-
Other income	56,199	1	74,929	2
Other gains and losses	246,375	4	6,615	-
Finance costs	(46,573)	(1)	(68,510)	(1)
Share of profit of subsidiaries and associates	<u>1,036,474</u>	<u>18</u>	<u>702,146</u>	<u>14</u>
Total non-operating income and expenses	<u>1,377,213</u>	<u>24</u>	<u>735,255</u>	<u>15</u>
PROFIT BEFORE INCOME TAX	1,071,216	19	440,173	9
INCOME TAX EXPENSE (Notes 4 and 25)	<u>(4,238)</u>	<u>-</u>	<u>(29,571)</u>	<u>(1)</u>
NET PROFIT FOR THE YEAR	<u>1,066,978</u>	<u>19</u>	<u>410,602</u>	<u>8</u>

(Continued)

# VIA TECHNOLOGIES, INC.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME AND LOSS				
(Notes 21 and 22)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	\$ 52,633	1	\$ (10,139)	-
Share of remeasurement of defined benefit plans of subsidiaries	(636)	-	(79)	-
Share of the other comprehensive loss of subsidiaries accounted for using the equity method	(98,824)	(2)	(47,647)	(1)
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	674,984	12	(43,808)	(1)
Share of the other comprehensive income of associates accounted for using the equity method	<u>16</u>	<u>-</u>	<u>15</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>628,173</u>	<u>11</u>	<u>(101,658)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,695,151</u>	<u>30</u>	<u>\$ 308,944</u>	<u>6</u>
EARNINGS PER SHARE (Note 26)				
From continuing operations				
Basic	<u>\$ 2.07</u>		<u>\$ 0.82</u>	
Diluted	<u>\$ 2.06</u>		<u>\$ 0.82</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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

				Retained Earnings			Other Equity			
	Share Capital	Capital Collected in Advance	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits	Total Equity
BALANCE AT JANUARY 1, 2023	\$ 4,970,099	\$ 12,037	\$ 1,241,826	\$ 749,725	\$ 910,285	\$ 4,908,847	\$ 266,586	\$ (58,445)	\$ (1,043)	\$ 12,999,917
Appropriation of 2022 earnings										
Special reserve	-	-	-	-	(733,680)	733,680	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(74,752)	-	-	-	(74,752)
Net profit for the year ended December 31, 2023	-	-	-	-	-	410,602	-	-	-	410,602
Other comprehensive loss for the year ended December 31, 2023	-	-	-	-	-	(10,218)	(43,793)	(47,647)	-	(101,658)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	400,384	(43,793)	(47,647)	-	308,944
Changes in capital surplus from investments in associates	-	-	7,632	-	-	-	-	-	440	8,072
Share-based payment transaction (Note 27)	-	-	4,356	-	-	-	-	-	-	4,356
Issuance of employee share options	21,128	(7,721)	25,477	-	-	-	-	-	-	38,884
Changes in percentage of ownership interests in the subsidiary (Note 28)	-	-	(8,733)	-	-	-	-	-	-	(8,733)
Recognition of employee share options issued by the subsidiary	-	-	307	-	-	-	-	-	-	307
BALANCE AT DECEMBER 31, 2023	4,991,227	4,316	1,270,865	749,725	176,605	5,968,159	222,793	(106,092)	(603)	13,276,995
Appropriation of 2023 earnings										
Legal reserve	-	-	-	40,038	-	(40,038)	-	-	-	-
Special reserve	-	-	-	-	7,956	(7,956)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(50,003)	-	-	-	(50,003)
Net profit for the year ended December 31, 2024	-	-	-	-	-	1,066,978	-	-	-	1,066,978
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	51,997	675,000	(98,824)	-	628,173
Total comprehensive income (loss) income for the year ended December 31, 2024	-	-	-	-	-	1,118,975	675,000	(98,824)	-	1,695,151
Changes in capital surplus from investments in associates	-	-	51,270	-	-	(844)	-	-	603	51,029
Issuance of ordinary shares for cash	550,000	-	5,954,716	-	-	-	-	-	-	6,504,716
Share-based payment transaction (Note 27)	-	-	482	-	-	-	-	-	-	482
Issuance of employee share options	11,733	(2,118)	12,651	-	-	-	-	-	-	22,266
Changes in percentage of ownership interests in the subsidiary (Note 28)	-	-	(5,152)	-	-	-	-	-	-	(5,152)
Recognition of employee share options issued by the subsidiary	-	-	197	-	-	-	-	-	-	197
BALANCE AT DECEMBER 31, 2024	<u>\$ 5,552,960</u>	<u>\$ 2,198</u>	<u>\$ 7,285,029</u>	<u>\$ 789,763</u>	<u>\$ 184,561</u>	<u>\$ 6,988,293</u>	<u>\$ 897,793</u>	<u>\$ (204,916)</u>	<u>\$ -</u>	<u>\$ 21,495,681</u>

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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 1,071,216	\$ 440,173
Adjustments for:		
Depreciation expense	34,997	37,948
Amortization expense	5,225	5,559
Net (gain) loss on fair value changes of financial assets and liabilities at fair value through profit or loss	(31,963)	32,701
Finance costs	46,573	68,510
Interest income	(84,738)	(20,075)
Dividend income	(4,555)	(3,396)
Compensation costs of employee share options	482	4,356
Share of profit of subsidiaries and associates	(1,036,474)	(702,146)
Unrealized gain on transactions with subsidiaries	3,338	3,142
Realized gain on transactions with subsidiaries	(3,142)	(17,542)
(Gain) loss on changes in fair value of investment properties	(9,463)	15,026
Gain on lease modification	-	(27)
Changes in operating assets and liabilities		
Accounts receivable	(88,360)	46,083
Other receivables	5,022	30,235
Inventories	(431,255)	110,294
Other current assets	(55,319)	19,577
Contract liabilities	1,222,510	432,204
Notes payable and accounts payable	349,517	(133,486)
Other payables	50,375	(19,238)
Provisions	(166,569)	(34,844)
Other current liabilities	21,304	(7,431)
Net defined benefit liabilities	1,156	2,487
Other non-current liabilities	(1,896)	-
Cash generated from operations	897,981	310,110
Interest received	58,246	19,362
Dividends received	4,555	3,396
Interest paid	(46,582)	(68,653)
Income tax paid	(32,984)	(127,472)
Net cash generated from operating activities	881,216	136,743
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at amortized cost	(1,967,100)	(30,705)
Proceeds from sale of financial assets at amortized cost	30,705	-
Purchase of financial assets measured at fair value through profit or loss	(935,000)	-
Proceeds from sale of financial assets at fair value through profit or loss	936,086	-
Purchase of long-term equity investments using the equity method	(882,169)	(89,180)
Payments for property, plant and equipment	(16,052)	(18,712)

(Continued)



# VIA TECHNOLOGIES, INC.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Increase in refundable deposits	\$ (3,003)	\$ -
Decrease in refundable deposits	-	46
Payments for intangible assets	(3,089)	(1,763)
Payments for investment properties	-	(271)
Increase in other financial assets	(585,788)	-
Decrease in other financial assets	-	583
Dividends received from subsidiaries	<u>81,149</u>	<u>1,090,404</u>
Net cash (used in) generated from investing activities	<u>(3,344,261)</u>	<u>950,402</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from long-term borrowings	750,000	656,000
Repayments of long-term borrowings	(1,440,000)	(1,508,000)
Proceeds from long-term bills payable	-	14,000
Repayments of long-term bills payable	-	(372,000)
Proceeds from guarantee deposits received	497	-
Refund of guarantee deposits received	(3,056)	(954)
Repayment of the principal portion of lease liabilities	(9,002)	(9,459)
Distribution of cash dividends	(50,003)	(74,752)
Proceeds from issuance of ordinary shares	6,504,716	-
Proceeds from exercise of employee share options	<u>22,266</u>	<u>38,884</u>
Net cash generated from (used in) financing activities	<u>5,775,418</u>	<u>(1,256,281)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>3,312,373</b>	<b>(169,136)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b><u>839,284</u></b>	<b><u>1,008,420</u></b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b><u>\$ 4,151,657</u></b>	<b><u>\$ 839,284</u></b>

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

**VIA Technologies, Inc.**  
**2024**  
**Table of Earnings Distribution**

Currency: NTD

<b>Items</b>	<b>Amount</b>
Net Profit of 2024	1,066,977,254
Add: Remeasurements of defined benefit plans recognized in retained earnings	51,997,869
Less: Adjustment of retained earnings for investments using the equity method	(842,908)
Less: Legal reserve (10%)	(111,813,222)
Add: Revise special reserve	57,815,936
Earnings in 2024 available for distribution	1,064,134,929
Add: Unappropriated retained earnings of previous years	5,870,160,513
Retained earnings available for distribution as of December 31, 2024	6,934,295,442
Distribution item:	
Less: Cash dividend (NTD 0.2 per share)	(111,120,188)
Retained earnings at the end of the period	6,823,175,254

Note: The number of shares for cash dividends is calculated on the basis of the actual number of outstanding shares 555,600,941 as of April 22, 2025.

Chairman: Wenchi Chen

CEO: Wenchi Chen

Chief Accountant: Bao-Huei Chen

Attachment 5  
2024 Remuneration to Directors

December 31, 2024  
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 (%)		Remuner-ation 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 Com-pany	All Consolidated Entities	The Com-pany	All Consolidated Entities	The Com-pany	All Consolidated Entities	The Com-pany	All Consolidated Entities	The Com-pany	All Consolidated Entities	The Com-pany	All Consolidated Entities	The Com-pany	All Consolidated Entities	The Company		All Consolidated Entities		The Company	All Consolidated Entities	
																Cash	Stock	Cash	Stock			
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%	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%	0 0%	None
Director & Senior VP	Tzumu Lin	0	0	0	0	0	0	0	0	0 0%	0 0%	0	3,100	0	0	0	0	0	0	0 0%	3,100 0.291%	None
Director	Qun-Mao Liu	0	0	0	0	100	100	60	60	160 0.015%	160 0.015%	0	0	0	0	0	0	0	0	160 0.015%	160 0.015%	None
Independent Director	Ti-Hsiang Wei	240	240	0	0	360	360	80	80	680 0.064%	680 0.064%	0	0	0	0	0	0	0	0	680 0.064%	680 0.064%	None
Independent Director	Wei-The Hsu	240	240	0	0	360	360	60	60	660 0.062%	660 0.062%	0	0	0	0	0	0	0	0	660 0.062%	660 0.062%	None
Independent Director	Chong-Zen Hsieh(Note1)	240	240	0	0	360	360	60	60	660 0.062%	660 0.062%	0	0	0	0	0	0	0	0	660 0.062%	660 0.062%	None
Independent Director	Kou-Sheng Tseng(Note1)	240	240	0	0	360	360	60	60	660 0.062%	660 0.062%	0	0	0	0	0	0	0	0	660 0.062%	660 0.062%	None
Independent Director	Wen-Yuen Ken (Note2)	0	0	0	0	0	0	0	0	0 0%	0 0%	0	3,100	0	0	0	0	0	0	0 0%	3,100 0.291%	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.**  
**Comparison Table of Amended Articles of Incorporation**

Amended Version	Original Version	Description
<p>Article 6:</p> <p>The authorized capital of the Company is NT\$20 billion, which is divided into 2 billion shares, with a par value NT\$10 per share. The Board is authorized to issue shares <u>in installments</u> as need. Which NT\$1.2 billion divided into 120 million shares with a value per share of NT\$10, is reserved and will be used for issuing employee stock options.</p>	<p>Article 6:</p> <p>The authorized capital of the Company is NT\$20 billion, which is divided into 2 billion shares, with a par value NT\$10 per share. The Board is authorized to issue shares as need. Which NT\$1.2 billion divided into 120 million shares with a value per share of NT\$10, is reserved and will be used for issuing employee stock options.</p>	<p>In accordance with the Article 156 of Company Act</p>
<p>Article 20:</p> <p>If the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation <u>(of which shall be allocated no less than 3% for non-executive employees)</u> in stock dividends and cash dividends by resolution of the board of directors, and no more than 1% shall be allocated as the remuneration for directors. The distribution of the employees' and the directors' compensation shall be reported to the shareholders' meeting. However, the Company's accumulated losses shall have been covered before the employee compensation and remuneration for directors are allocated based on the aforementioned proportion. (The following is omitted.)</p>	<p>Article 20:</p> <p>If the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation in stock dividends and cash dividends by resolution of the board of directors, and no more than 1% shall be allocated as the remuneration for directors. The distribution of the employees' and the directors' compensation shall be reported to the shareholders' meeting. However, the Company's accumulated losses shall have been covered before the employee compensation and remuneration for directors are allocated based on the aforementioned proportion. (The following is omitted.)</p>	<p>In accordance with the amendments to the Securities and Exchange Act and the Financial Supervisory Commission's letter of interpretation, make amendments.</p>
<p>Article 23:</p> <p>These Articles of Incorporation were drawn up on September 16, 1992. 1st amendment on January 4, 1994</p>	<p>Article 23:</p> <p>These Articles of Incorporation were drawn up on September 16, 1992. 1st amendment on January 4, 1994</p>	<p>Add amendment date</p>

Amended Version	Original Version	Description
Omitted... 22nd amendment on June 17, 2022 23rd amendment on June 16, 2023 <u>24rd amendment on June 20, 2025</u>	Omitted... 22nd amendment on June 17, 2022 23rd amendment on June 16, 2023	

## VIA Technologies, Inc.

### List of Candidates for Directors and Independent Directors

No.	Nominee Category	Name	Selected Education/Experience	Current Positions	Served as an independent director for three consecutive terms
1	Director	Wenchi Chen	MSCS, California Institute of Technology President, Symphony Laboratories.	*President and General Manager, VIA Technologies, Inc. *Director, HTC Corporation *Director (Representative), Xander International Corp. *Chairman, VIA Labs, Inc. *Chairman (Representative), TVBS Media Inc. *Director, Way-Chih Investment Co., Ltd. *Director, Hsin-Tong Investment Co., Ltd. *Director, Kun-Chang Investment Co, Ltd. *Director, CW & ET Link Inc. *Director, Hung Mao Investment Co., Ltd. *Director, Chuan Te Investment Co., Ltd. *Director, Li Way Investment Co., Ltd. *Director (Representative), Viveport Digital Corporation *Director (Representative), Reign Technology Corporation *Director (Representative), VIVE Arts Corporation *Director (Representative), Uomo Vitruviano Corporation *Director (Representative), DeepQ Technology Corp *Director (Representative), Hung Yao Technology Co, Ltd *Director (Representative), Asiaplay Taiwan Digital Entertainment Ltd.	N/A
2	Director	Cher Wang	Bachelor in Economics, University of California, Berkeley GM of the PC Division, First International Computer, Inc. (FIC) Chairwoman, VIA Technologies, Inc.	*Director, VIA Technologies, Inc. *Chairwoman and General Manager, HTC Corporation *Director (Representative), H.T.C. (B.V.I) Corp. *Director (Representative), HTC I Investment Corporation *Chairwoman (Representative), HTC Investment Corporation *Director (Representative), High Tech Computer Asia Pacific Pte. Ltd. *Chairwoman (Representative), Xander International Corp. *Director, VIA Labs, Inc *Director (Representative), TVBS Media Inc. *Director, Formosa Plastics Corporation *Independent Non-Executive Director, Lenovo Group Limited *Director, Way-Chih Investment Co., Ltd. *Director, Hsin-Tong Investment Co., Ltd. *Director, Kun-Chang Investment Co, Ltd. *Director, CW & ET Link Inc. *Director, Hung Mao Investment Co., Ltd. *Director, Chuan Te Investment Co., Ltd. *Director, Li Way Investment Co., Ltd. *Chairman (Representative), Viveport Digital Corporation *Chairman (Representative), Reign Technology Corporation *Chairman (Representative), VIVE Arts Corporation *Chairman (Representative), Uomo Vitruviano Corporation *Chairman (Representative), DeepQ Technology Corp *Chairman (Representative), Hung Yao Technology Co, Ltd *Director (Representative), Asiaplay Taiwan Digital Entertainment Ltd.	N/A

3	director	Tzumu Lin	Ph.D. in Computer Science, California Institute of Technology Director of Engineering, GCH system Inc.	*Director, VIA Technologies, Inc. *Director and Senior Vice President, VIA Technologies, Inc. *Director (Representative), VIA Labs, Inc.	N/A
4	Director	Qun-Mao Liu	Master of Divinity, Fuller Theological Seminary Bachelor in Computer Science, Soochow University  Pastor, Bread of Life Christian Church in Taipei	*Director, VIA Technologies, Inc. *Pastor, Bread of Life Christian Church in Shilin	N/A
5	Independent Director	Wei-Teh Hsu	MSCS, Utah State University  General Manager of the PC BU, IBM Taiwan Vice President of sales, VIA Technologies, Inc. COO, Wuhan Dopod Communication Corp. COO in China, HTC Corporation	*Independent Director, VIA Technologies, Inc. *Senior Consultant, AMA China	Yes (Note1)
6	Independent Director	Ti-Hsiang Wei	Bachelor in Chinese Literature, Tamkang University  Director and Remuneration Committee Member, Chung Hwa Chemical Industrial Works, Ltd. Chairman, Dandelion Hope Foundation Remuneration Committee Member, HTC Corporation	*Independent Director, VIA Technologies, Inc. *Director, Giraffe Cultural Enterprises Inc. *Chairman, Christian Culture Exchange Association *Chairman, the Chinese Christian Corporate Today Media Development Association	No
7	Independent Director	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.	*Independent Director, VIA Technologies, Inc.	No
8	Independent Director	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.	*Independent Director, VIA Technologies, Inc. *Chairman & CEO, Gabriel Broadcasting Foundation *Chairman & CEO, GOOD TV Broadcasting Corp.	No

Note1: Mr. Wei-Teh Hsu has extensive management experience and industry expertise, so he will continue to serve as an independent director for a fourth term, hoping to leverage his expertise to assist the company develop.  
More than half of the Company's independent directors have served for no more than three consecutive terms.

**VIA Technologies, Inc.**  
**Shareholdings of Directors (incl. Independent Directors)**

- I. The Company has paid-in capital of NT\$5,556,009,410, with total of 555,600,941 shares issued.
- II. The minimum numbers of shares required to be held by all directors in accordance with Article 26 of the Securities and Exchange Act is 17,779,230 shares.
- III. The numbers of shares held by the all directors (incl. independent directors) thereof respectively as recorded in the shareholders' register as of the book closure date for that shareholders' meeting is 46,704,997 shares, the details are as follows:

April 22, 2025

Position	Name	Number of shares held at book closure date	Percentage of issued shares (%)
Chairman	Wenchi Chen	7,353,682	1.32%
Director	Cher Wang	34,629,196	6.23%
Director	Tzumu Lin	4,722,119	0.85%
Director	Qun-Mao Liu	0	0.00%
Independent Director	Ti-Hsiang Wei	0	0.00%
Independent Director	Wei-Teh Hsu	0	0.00%
Independent Director	Chong-Zen Hsieh	0	0.00%
Independent Director	Kou-Sheng Tseng	0	0.00%



## **VIA Technologies, Inc.**

### **Articles of Incorporation**

#### **Chapter 1 General Provisions**

Article 1: The Company is incorporated in accordance with the Company Act and registered and its business name shall be 威盛電子股份有限公司 in the Chinese language, and VIA Technologies, Inc. in the English language.

Article 2: The Company's main business activities:

1. CC01060 Wired Communication Equipment and Apparatus Manufacturing
2. CC01070 Telecommunication Equipment and Apparatus Manufacturing
3. CC01080 Electronic Parts and Components Manufacturing
4. CC01110 Computers and Computing Peripheral Equipment Manufacturing
5. E605010 Computing Equipment Installation Construction
6. E603090 Illumination Equipment Construction
7. F113050 Wholesale of Computing and Business Machinery Equipment
8. F113070 Wholesale of Telecom Instruments
9. F118010 Wholesale of Computer Software
10. F119010 Wholesale of Electronic Materials
11. F213030 Retail sale of Computing and Business Machinery Equipment
12. F213060 Retail Sale of Telecom Instruments
13. F218010 Retail Sale of Computer Software
14. F219010 Retail Sale of Electronic Materials
15. F401010 International Trade
16. F601010 Intellectual Property
17. I301010 Software Design Services
18. I301020 Data Processing Services
19. I501010 Product Designing
20. IG03010 Energy Technical Services
21. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The Company can become a shareholder of limited liability in other companies by resolution of the board of directors. The total amount of its investments in such other companies shall be free from the restriction of not exceeding 40% of the amount of its own paid-up capital unless otherwise provided in relevant laws and regulations. The board resolution of the preceding paragraph shall be adopted by a majority vote at the board of directors' meeting attended by two-thirds of the total number of directors.

Article 3: The Company may provide foreign guarantees for import, export and business operations.

Article 4: The Company has its head office in New Taipei City, and the Company may establish branches in and out of this country.

Article 5: Public announcements of the Corporation shall be made in accordance with Article 28 of the Company Act.

## Chapter 2 Shares

Article 6: The authorized capital of the Company is NT\$20 billion, which is divided into 2 billion shares, with a par value NT\$10 per share. The Board is authorized to issue shares as need. Which NT\$1.2 billion divided into 120 million shares with a value per share of NT\$10, is reserved and will be used for issuing employee stock options.

Article 6-1: Where the buy-back of shares is authorized by the articles, the board of directors is authorized to do so pursuant to relevant laws and regulations.

Article 7: If the Company's subscription price for employee stock options is lower than the closing price of the shares on the issue date, or the price of treasury shares transferred to employees is lower than the average price of the Company's repurchase of shares, it shall be carried out by the attendance of shareholders representing more than half of the total number of issued shares, and the consent of more than two-thirds of the voting rights of the present shareholders.

Article 8: The Company shall issue nominal shares after the signing or stamping of seal by representative directors as well as being attested to by a competent authority in accordance with the law.

The Company may be exempted from printing any share certificate for the shares issued, but the shares not printed shall be kept and recorded by the centralized securities depository enterprise. The Company shall proceed with non-physical issuance whereof applies to other securities

## Chapter 3 Shareholders' Meeting

Article 9: The entries in share transfer shall not be altered within 60 days prior to the convening date of a general shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Article 10: There are two types of shareholders' meeting, namely, the annual shareholders' meeting and the special meeting of shareholders. The annual shareholders' meeting shall be convened within six months after the end of each fiscal year, whereas the special meeting of shareholders shall be held when necessary in accordance with relevant laws. The reason for convening of the shareholders' meeting shall be stated and the shareholders are notified within 30 days prior to the convening date of a regular shareholders' meeting, or within 15 days prior to the convening date of a special shareholders' meeting.

The Company hereby add video conference or other methods announced by the competent authority to hold the shareholders' meeting.

Article 11: When a shareholder is unable to attend the shareholders' meeting for whatever reason, that shareholder shall appoint a proxy to attend by offering solicitation document according to Article 177 of the Company Act, and according to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 12: A shareholder, unless otherwise stipulated in relevant laws and regulations, shall have one voting right in respect of each share in his/her/its possession.

Article 13: A resolution is passed at the shareholders' meeting by a majority of the shareholders present who represent more than half of the total number of its outstanding shares.

## Chapter 4 Directors

Article 14: The Company shall appoint seven to nine directors by using the candidate nomination system, and the shareholders shall elect the directors from among the nominees for director. The directors shall be appointed for a three-year term and may be re-elected after the term. The aggregate shareholding percentage of all of the directors shall comply with the laws and regulations of the competent authority.

The Company shall appoint independent directors of no less than three in number and no less than one-fifth of the total number of directors. The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the regulations of the competent authority.

During the election, the non-independent and independent directors shall be elected at the same time, but in separately calculated numbers. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially as non-independent and independent directors according to their respective number of votes.

Article 14-1: The Company has established an audit committee under Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors, with the supervisor's duties pursuant to the Company Act, Securities and Exchange Act, and other relevant laws and regulations.

Article 15: The Board of Directors is composed of all directors. The Chairman is elected by two-thirds of the directors present at the meeting and representing one-half or more of the number of directors present at the meeting, and the Chairman externally represents the Company.

Article 15-1: For the BOD meeting, the director can assign another director to attend the BOD meeting in his/her behalf by presenting the solicitation document, and listing the scope of authorization relevant to the subject of the meeting. The board meeting may be called by videoconference, and the attendance by videoconference will be deemed attendance in person. In emergency circumstances, a board meeting may be called on shorter notice by the form of writing, E-mail or fax.

Article 16: In case the Chairman is on leave or unable to exercise his/her duties for whatever reasons, his/her proxy shall act in accordance with Article 208 of the Company Act.

Article 17: The compensation of all directors incurred by the performance of their duties shall be given regardless of business profit or loss. The Board of Directors is authorized to determine the amount of compensation to the directors of the Company based on the directors' level of operational participation as well as value of the contribution. The standard terms in the industry shall also be considered to stipulate the Company's pay method. A surplus in the Company's final accounts shall be allocated in accordance with Article 20 of the Articles of Incorporation. The Company may purchase liability insurance coverage against the liabilities for damage compensation for its directors during their tenure, so as to reduce and spread the risk of damages that may be sustained by the Company or shareholders caused by any illegal act of its directors.

## Chapter 5 Managerial Officers

Article 18: The Company shall have managerial personnel. Appointment, discharge and the remuneration thereto shall be subject to Article 29 of the Company Act.

## Chapter 6 Accounting

Article 19: The Company shall, at the end of each fiscal year, submit to its shareholders for their ratification (i) the annual business report, (ii) the financial statements, and (iii) the appropriation of profit and remedy in the event of loss proposal.

Article 20: If the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation in stock dividends and cash dividends by resolution of the board of directors, and no more than 1% shall be allocated as the remuneration for directors. The distribution of the employees' and the directors' compensation shall be reported to the shareholders' meeting.

However, the Company's accumulated losses shall have been covered before the employee compensation and remuneration for directors are allocated based on the aforementioned proportion.

The Company's may transfer treasury stock, employee stock warrants, certificate of entitlement to new shares, restricted stock awards and employee compensation

to employees of the controlling or subordinate company, which are to be issued under specific conditions by resolution of the board of directors.

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 amounts to the total paid-in capital.
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.

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.

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.

## Chapter 7 Supplementary Provisions

Article 22: Any unspecified matters in this Articles of Incorporation shall be dealt in accordance with the Company Act.

Article 23: These Articles of Incorporation were drawn up on September 16, 1992.

1st amendment on January 4, 1994

2nd amendment on March 4, 1994

3rd amendment on October 20, 1994

4th amendment on February 14, 1995

5th amendment on June 20, 1995  
6th amendment on December 2, 1995  
7th amendment on April 3, 1998  
8th amendment on June 16, 1999  
9th amendment on June 22, 2000  
10th amendment on June 22, 2001  
11th amendment on June 28, 2002  
12th amendment on June 27, 2003  
13th amendment on June 17, 2004  
14th amendment on June 13, 2005  
15th amendment on June 12, 2006  
16th amendment on June 13, 2008  
17th amendment on June 21, 2013  
18th amendment on June 2, 2015  
19th amendment on June 24, 2016  
20th amendment on June 21, 2019  
21st amendment on July 20, 2021  
22nd amendment on June 17, 2022  
23rd amendment on June 16, 2023

**VIA Technologies, Inc.**  
**Rules of Procedure for Shareholders' Meetings**

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 2

The rules of procedures for this Corporation's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, this Corporation's shareholders' meetings shall be convened by the board of directors.

Article 4

For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

Article 5

The venue for a shareholders' meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9:00 a.m. and no later than 3:00 p.m.

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders' meeting.

Article 6

This Corporation shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

The attending shareholders may hand in a sign-in card in lieu of signing in.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders' meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform before the meeting starts, and keep this information disclosed until the end of the meeting.

#### Article 6-1

To convene a virtual shareholders' meeting, the shareholders' meeting notice is subject to Regulations Governing the Administration of Shareholder Services of Public Companies.

#### Article 7

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, his agent shall handle in accordance with the provisions of Article 208 of the Company Act.

If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

#### Article 8

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

#### Article 9

Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the



event of a virtual shareholders' meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

#### Article 10

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote.

#### Article 11

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

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

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

## Article 12

Voting at a shareholders' meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

## Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

When this Corporation convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

#### Article 14

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation.

#### Article 15

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The minutes shall be recorded in accordance with the provisions of Article 183 of the Company Act, and shall be kept permanently during the existence of the Company.

Where a virtual shareholders' meeting is convened, in addition to the matters recorded in the preceding paragraph, the meeting minutes shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

#### Article 16

On the day of a shareholders' meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform before the meeting starts, and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

#### Article 17

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

#### Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

#### Article 19

In the event of a virtual shareholders' meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

#### Article 20

When this Corporation convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location.

#### Article 21

If the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders'

meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the preceding paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When this Corporation convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

#### Article 22

When convening a virtual-only shareholders' meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

#### Article 23

These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effective in the same manner.

The last revision date is June 17, 2022.

**VIA Technologies, Inc.**  
**Procedures for Election of Directors**

- Article 1 The election of the directors of the Company shall be conducted in accordance with these Procedures.
- Article 2 The election of directors of the company is conducted at the Shareholders' Meeting; and shall adopt the cumulative voting method; in recording the names of the voters, the attendance card numbers printed on the ballots may be used instead. Each share confers election voting rights equal in number to the directors to be elected; the votes may be cast for a single candidate or distributed among multiple candidates. The nomination of candidates for independent directors shall adopt the candidate nomination system. (If the company should adopt the nomination system for candidates for directors and independent directors after listing) The election of directors of the company shall be conducted in accordance with the candidate nomination system of the Company Act. The votes of the directors shall be counted according to the election of independent directors and non-independent directors. The company may elect to exercise its voting rights by means of written or electronic voting when convening a shareholders' meeting. Shareholders who exercise their right to vote by electronic voting shall do so on the electronic voting platform designated by the Company. The number of voting rights shall be calculated by adding the voting rights of on-site voting at the shareholders meeting and the voting rights of electronic voting.
- Article 3 The number of directors will be as specified in this Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes and the specified number of positions is exceeded, the two persons receiving the same number of votes shall draw lots to decide who shall serve; the chair shall draw lots on behalf of a non-attendee.
- Article 4 Election ballots are issued by the Company and should be numbered according to the shareholder account number or attendance certificate number and the number of voting rights should be added.
- Article 5 When voting commences, the chair shall appoint a certain number of scrutineers and ballot counters to carry out related duties.
- Article 6 The ballot box shall be prepared by the Company, and shall be publicly opened and inspected by a scrutineer before the casting of ballots.

- Article 7 The elector shall fill in the name in the "Electee" column of the ballot, and may add his shareholder account number.
- Article 8 A ballot is invalid under any of the circumstances listed below:
1. Those who do not use the ballots stipulated in these Procedures.
  2. A blank ballot is placed in the ballot box.
  3. The handwriting is unclear and unrecognizable.
  4. The name of the electee filled in is unrecognizable or does not match the register of shareholders.
  5. In addition to filling in the name of the electee and the account number of the shareholder, other words or marks are written.
  6. The name of the electee filled in is the same as that of other shareholders, but the shareholder account number or ID number is not filled in for identification.
- Article 9 After the voting is completed, the votes will be counted and recorded on the spot, and the scrutineers will monitor them. The results of the voting will be announced by the chairman in public.
- Article 10 Matters not stipulated in these Procedures shall be handled in accordance with the provisions of the Company Act and relevant laws and regulations.
- Article 11 These Procedures, and any amendments hereto, shall be implemented after being approved by a Shareholders' Meeting.  
The last revision date is June 21, 2019.