



Stock Code: 3168

**Data Image Corporation**  
**2024 Annual Shareholders' Meeting**  
**Handbook**  
(Translation)

Time: 9:00 a.m., May 28, 2024 (Tuesday)

# Data Image Corporation 2024 Annual General Meeting

**Date:** May 28, 2024

**Location:** 4F, No. 128, Section 1, Datong Road, Xizhi District, New Taipei City (Pearl Hall, Fuji Grand Hotel)

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# I. Report Items

## (I) 2023 Business Report

Dear shareholders,

### (I) Business plan implementation results

In 2023, due to factors such as wars, inflation, and customers' inventory adjustment, the consolidated operating income in 2023 decreased from the previous year. However, the momentum of new product development projects continues. Furthermore, most customers estimate that the inventory adjustment is ending. The Company continues to focus on outdoor rugged weather-resistant displays, invest in the R&D of new products and technologies, and maintain its competitive advantage in the market through customer feedback.

### (II) Budget execution

The Company did not issue a financial forecast in 2023; therefore, this is not applicable.

### (III) Analysis of financial income and expenses and profitability

Unit: NT\$ thousand

Item		2023	2022
Financial income and expenses	Net consolidated operating revenue	3,916,245	4,921,698
	Consolidated net profit before tax	398,048	570,106
Profitability	Consolidated return on assets	8.89%	11.28%
	Consolidated return on equity	13.37%	19.58%
	Consolidated net profit before tax to paid-in capital	57.36%	82.15%
	Consolidated net profit margin	8.03%	9.05%
	Earnings per share (NT\$)	4.02	6.08

### (IV) Research and development

Optimizing the existing business and moving towards high-value-added products, the Company has been rooted in the outdoors marine industrial control application for many years, and has learned the multi-functional touch display technology in the harsh outdoor environment. The Company's products are high weather resistance, rugged professional displays, with an expansion to special vehicle dashboards and human-machine interface displays for DC fast charging stations. The Company continues to focus on the high-growth market.

In recent years, under the arrangement of product portfolio and value enhancement, Data Image maintains a relative operating goal and creates an increase in profits. The introduction of new high-end models developed by customers in 2023 is expected to increase gross profits. The expansion of new product lines will mitigate the impact of the slowdown in the market demand. For the green energy product business, there are touch displays for high-end charging poles and dashboards for electric scooters, which are expected to drive the demand for shipments of the overall unit systems and increase contributions to the operating income.

We appreciate your long-term support and encouragement to the Company. The Company's management team and all employees will continue to spare no effort in securing the maximum benefits for the Company and its shareholders.

We wish you good health and all the best!

## **(II) Audit Committee's Review Report**

**The Board of Directors has prepared the Company's 2023 business report, financial statements, and the proposal for earning distribution. The financial statements mentioned above were audited by CPAs Vivian Yeh and Eddie Shao from Deloitte Taiwan with an independent auditor's report issued. The above business report, financial statements and proposal for earning distribution have been reviewed and determined to be correct and accurate by the Audit Committee. In accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report for review.**

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**Data Image Corporation 2024 Annual General Shareholders' Meeting**

**Convener of the Audit Committee: Yeh Hui-Xin**

**March 1, 2024**

## **(III) Report on the distribution of remuneration to employees and directors for 2023**

The Board of Directors resolved on March 1, 2024 to distribute the remuneration of employees and Directors in cash in the amount of NT\$28,856,236 and NT\$2,705,272.

## **(IV) Report on the cash dividend distributed from earnings in 2023**

1. The Board of Directors resolved on March 1, 2024 to appropriate shareholders' cash dividends from the cumulative distributable earnings on the 2023 Table of Earning Distribution in the amount of NT\$277,598,596, with a distribution of NT\$4.0 per share.
2. For the proposal for the cash dividend distribution, the Chairman is authorized to determine the ex-dividend date, payment date, and other relevant matters. In case of changes in the dividend payout ratio due to changes in the number of outstanding shares of the Company, the Chairman will be fully authorized to deal with such relevant matters.

## II. Election Item

Subject: **Election of nine Directors (including three Independent Directors). (Proposed by the Board of Directors)**

Explanation: 1. The term of office of the Directors of the Company will expire on August 23, 2024. The Company intends to re-elect nine Directors (including three Independent Directors) in accordance with the Articles of Incorporation. The term of office of the newly elected Directors (including Independent Directors) shall be three years from the date of election at the annual shareholders' meeting in 2024.

2. According to the Articles of Incorporation and Article 192-1 of the Company Act, the candidate nomination system shall be adopted for the Directors (including Independent Directors) of the Company. The list of candidates was approved as a resolution at the Board meeting on March 1, 2024. Shareholders shall elect Directors from the List of Director Candidates. For the List of Director Candidates, please refer to Attachment 1 (P.4-P.5).

Election results:

## III. Recognition and discussion items

Proposal 1

Subject: **To recognize 2023 Business Report and Financial Statements (Proposed by the Board of Directors)**

Explanation: 1. The 2023 financial statements of the Company have been prepared by the Company and audited by CPAs Vivian Yeh and Eddie Shao from Deloitte Taiwan appointed by the Board of Directors, and they considered the financial statements fairly present the financial position of Data Image Corporation as of December 31, 2023, and the financial performance and cash flow for the year ended thereof. The business report is enclosed; please refer to page 1.

2. For the independent auditor's report and financial statements, please refer to Attachment 2 (P6.-P.25).

Resolution:

Proposal 2

Subject: **To recognize the proposal for the distribution of 2023 earnings (Proposed by the Board of Directors)**

Explanation: 1. The Company's 2023 Table of Earning Distribution was approved by the Board of Directors as a resolution on March 1, 2024.

2. For the 2023 Table of Earnings Distribution, please refer to Attachment 3 (P.26).

Resolution:

Proposal 3

Subject: **To lift non-competition restrictions on newly elected Directors and their representatives. (Proposed by the Board of Directors)**

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

2. As the Directors of the Company may invest in or operate other companies with the same or similar business scope as the Company, and Company proposed to the shareholders' meeting for approval according to the law.

3. For the Release Item of Non-competition Restrictions of Directors proposed to the 2024 annual shareholders' meeting, please refer to Attachment 4 (P.27-P.28).

Resolution:

## IV. Extraordinary Motions

## V. Meeting Adjourned

# Attachment 1 List of Director Candidates

Title	Candidate	Major educational background and experience	Current position
Director	Qisda Corporation Representative: Han-Chou (Joe) Huang	EMBA, Tsinghua University MBA, University of Greenwich President of the Global Supply Chain, Qisda COO, BenQ China Vice president, Qisda	President, Qisda Technology Co., Ltd. Corporate director representative, AUO Corporation Corporate director representative, Qisda Corporation Corporate director representative, Alpha Networks Inc. Corporate director representative, Simula Technology Inc. Chairman, Action Star Technology Co., Ltd. Corporate Chairman Representative, Data Image Corporation Corporate chairman representative, DIVA Laboratories, Ltd. Corporate chairman representative, Qisda Optronics Corp. Director, BenQ Foundation
Director	Qisda Corporation Representative: Qiu-Jin (Jasmin) Hung	EMBA, National Taiwan University MBA, Fullerton, California State University AVP of Finance, Qisda Technology Co., Ltd. CFO of BenQ Materials Corp.	Corporate director representative, Qisda Optronics Corp. Corporate director representative, BenQ Corporation Corporate director representative, Nanjing BenQ Hospital Co., Ltd. Corporate director representative, Suzhou BenQ Hospital Co., Ltd. Corporate director representative, Nanjing BenQ Hospital Management Consultants Co., Ltd. Corporate director representative, Suzhou BenQ Investment Co., Ltd. Corporate director representative, BenQ Hospital Management Consultants Co., Ltd. Corporate director representative, Mingji Biotechnology (Shanghai) Co., Ltd. Corporate director representative, Heraeus Materials Technology Shanghai Ltd. Corporate Chairman Representative, Dali Investment Co., Ltd. Corporate Chairman Representative, Dali II Investment Co., Ltd. Corporate chairman representative, Dali Management Consultant Co., Ltd. Corporate director representative, Darfon Electronics Corp. Corporate director representative, Metaage Corporation Corporate director representative, Topview Optronics Corp. Corporate director representative, Alpha Networks Inc. Director, Qisda (L) Corp. Director, Qisda (Hong Kong) Limited Director, Qisda Sdn Bhd Director, BenQ BM Holding Cayman Corp. Director, BenQ BM Holding Corp Director, Darly Venture (L) Ltd.
Director	Qisda Corporation Representative: Dao-Long (Daniel) Hsueh	MBA, National Sun Yat-sen University Director, Display Department, Information Product Business Group, Qisda Corporation	Corporate director representative, Qisda Optronics Corp. Director, Qisda America Corp. Corporate director representative, Data Image Corporation Corporate director representative, DIVA Laboratories, Ltd.
Director	Qisda Corporation Representative: Zi-Pei (Joe) Li	Department of Business Administration, Fu Jen Catholic University EMBA, National Central University AVP of Supply Chain Management, Qisda Corporation	Special assistant of Chairman, Data Image Corporation Corporate director representative, Data Image Corporation
Director	Si-Ping (Phil) Yu	Department of International Trade, Tamkang University VP of Sales Department, Data Image Corporation	Vice Chairman and President, Data Image Corporation Chairman, Data Image (MAURITIUS) Corporation Chairman, Data Image (Suzhou) Corporation

Title	Candidate	Major educational background and experience	Current position
Director	Fu-Ji Deng	Business Management Program for Chairpersons and Entrepreneurs, National Chengchi University Chairman, Tainet Telecommunication Co., Ltd. Independent director, Shun On Electronic Co. Ltd. Supervisor, Data Image Corporation	Chairman and CSO, Advanced Power Electronics Co., Ltd. Chairman, Future Technology Consulting Inc. Corporate chairman representative (Fuxian), Green Power Semiconductor Corporation Corporate director representative (Advanced Power), Tainet Telecommunication Co., Ltd. Corporate director representative (Advanced Power), Future Technology Consulting (B.V.I.), Inc. Corporate director representative (Fuxian), PERFEC TPRIME LTD.(SAMOA) Corporate director representative (Fuxian), OPC Microelectronics Co., Ltd. Independent director, TUL Corporation Corporate director representative, Fuhong Investment Co., Ltd. Corporate chairman representative, Hsinpu Star Venture Capital Co., Ltd. Director, Zhinan Star Venture Capital Co., Ltd. Director, NTUST Star Venture Capital Co., Ltd. Director representative (Advanced Power), NCCU Star Venture Capital Co., Ltd. Director, Data Image Corporation
Independent Director	Hui-Xin Yeh	Department of Accounting, Tunghai University Partner, Ernst & Young	Responsible person, V. King & Co., CPAs Director, Weixin Financial Consulting Co., Ltd. Independent director, Acter Group Corporation Limited Independent director, Simula Technology Inc. Independent Director, Data Image Corporation
Independent Director	Xiao-Kang Ma	Professor, Department of Mechanical Engineering/Researcher, Climate Change and Sustainable Development Research Center of National Taiwan University EIAC member, Environmental Protection Administration Independent director/director, Taiwan Power Company Chairman, Environmental Resources Research and Development Foundation Chairman, Chinese Boiler Association Taiwan Chairman, The Combustion Institute of R.O.C. Director, CTCI Foundation Chairman, Resource Recycling Fund Management Committee for Waste Electronics and Appliances Research engineer, Energy and Environmental Research Corp. (US)	Chairman/founding chairman, Taiwan Carbon Capture Storage and Utilization Association Secretary general, Taiwan Net Zero Emissions Association TC member, National Environmental Research Academy Independent director, OneEnergy Taiwan Ltd. Independent director of Chung Hua Chemical Industrial Works Ltd. Independent director, Chung Hwa Pulp Corporation Independent Director, Data Image Corporation
Independent Director	Xuan-Lian Ju	Ph.D., Department of Accounting, National Taiwan University Head of Accounting Department/Head of Department of Education and Promotion/Head of Library, National Taipei University Review member, CPA Disciplinary Rehearing Committee, Financial Supervisory Commission Member, Securities Listing Review Committee, TPEX	Professor, Department of Accounting, National Taipei University Member, Medical Fund Supervisory and Management Committee for Municipal Hospitals and Clinics in Taipei City, Department of Health, Taipei City Government Managing director, Land Bank of Taiwan Member, CPA Disciplinary Rehearing Committee, Financial Supervisory Commission Director, Chenchu Foundation

# Attachment 2

## Independent Auditors' Report and 2023 Financial Statements

### Independent Auditors' Report

The Board of Directors and Shareholders  
Data Image Corporation

#### Opinion

We have audited the accompanying consolidated financial statements of Data Image Corporation and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Data Image Corporation and its subsidiaries as of December 31, 2023 and 2022, 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, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of Data Image Corporation and its subsidiaries 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, 2023. 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 matter identified in Data Image Corporation and its subsidiaries consolidated financial statements for the year ended December 31, 2023 is stated as follows:

#### Occurrence of operating income

Data Image Corporation and its subsidiaries are engaged in the design, manufacturing, and sales of LCD touch modules and LCD modules. As LCD touch modules and LCD module manufacturing customize products and make development according to different purposes and needs of customers, the sources of operating income are concentrated on specific customers. Although the operating income in 2023 decreased from the same period of



last year, the operating income from specific customers increased from the same period last year, and the occurrence of the related sales transactions has a significant impact on the presentation of the consolidated financial statements; therefore, we include the occurrence of the abovementioned operating income from customers as a key audit matter.

#### Corresponding audit procedures

Our audit procedures for the key audit matters above include understanding the major internal control design and the effectiveness of implementation, and sampling and implementing relevant audits to ensure that the income transactions occurred.

#### **Other matters**

We have also audited the parent company only financial statements of Data Image Corporation as of and for the years ended December 31, 2023 and 2022 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 Data Image Corporation and its subsidiaries' 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 Data Image Corporation and its subsidiaries 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 Data Image Corporation and its subsidiaries financial reporting process.

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Data Image Corporation and its subsidiaries 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 Data Image Corporation and its subsidiaries 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 Data Image Corporation and its subsidiaries 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, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shu-Chuan Yen and Chih-Ming Shao.

Deloitte & Touche  
Taipei, Taiwan  
Republic of Chian

March 1, 2024

Notes to Readers

*The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the 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 accepted and applied in the Republic of China.*

*The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.*

Data Image Corporation and Its Subsidiaries  
Consolidated Balance Sheet  
December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	<b>Current assets</b>				
1100	Cash and cash equivalents	\$ 947,955	29	\$ 846,465	22
1110	Financial assets at fair value through profit or loss - Current	8,614	-	120	-
1150	Notes receivable	-	-	410	-
1170	Accounts receivable	541,553	17	705,075	18
1180	Accounts receivable from related parties	5,903	-	144,433	4
1200	Other receivables	11,278	-	17,519	-
1210	Other receivables from related parties	2,857	-	4,668	-
1220	Current tax assets	238	-	2,413	-
130X	Inventories	601,759	18	947,618	24
1470	Other current assets	<u>17,492</u>	<u>1</u>	<u>26,662</u>	<u>1</u>
11XX	Total current assets	<u>2,137,649</u>	<u>65</u>	<u>2,695,383</u>	<u>69</u>
	<b>Non-current assets</b>				
1517	Financial assets at fair value through other comprehensive income - Non-current	4,611	-	3,020	-
1550	Investment accounted for using the equity method	8,874	-	11,060	-
1600	Property, plant and equipment	787,051	24	807,935	21
1755	Right-of-use assets	30,137	1	29,197	1
1760	Investment property	-	-	15,496	1
1805	Goodwill	164,826	5	164,826	4
1821	Intangible assets	73,021	2	92,139	2
1840	Deferred tax assets	59,177	2	50,387	1
1975	Net defined benefit assets - Non-current	2,196	-	2,196	-
1990	Other non-current assets	<u>16,223</u>	<u>1</u>	<u>19,706</u>	<u>1</u>
15XX	Total current assets	<u>1,146,116</u>	<u>35</u>	<u>1,195,962</u>	<u>31</u>
1XXX	Total assets	<u>\$ 3,283,765</u>	<u>100</u>	<u>\$ 3,891,345</u>	<u>100</u>
	<b>Liabilities and equity</b>				
	<b>Current liabilities</b>				
2100	Short-term borrowings	\$ 86,728	3	\$ 88,114	2
2120	Financial liabilities at fair value through profit or loss - Current	-	-	2,233	-
2130	Contract liabilities - Current	90,266	3	92,288	2
2150	Notes payable	307	-	214	-
2170	Accounts payable	366,621	11	566,814	15
2180	Accounts payable from related parties	21,791	1	44,907	1
2200	Other payables	204,170	6	242,933	6
2220	Other payables from related parties	19,432	1	17,426	1
2230	Current tax liabilities	84,564	3	124,653	3
2250	Provisions - current	12,686	-	13,099	-
2280	Lease liabilities - Current	12,637	-	10,700	-
2320	Long-term borrowings due within one year	-	-	26,667	1
2399	Other current liabilities	<u>13,149</u>	<u>-</u>	<u>15,245</u>	<u>1</u>
21XX	Total current liabilities	<u>912,351</u>	<u>28</u>	<u>1,245,293</u>	<u>32</u>
	<b>Non-current liabilities</b>				
2540	Long-term borrowings	-	-	193,333	5
2570	Deferred tax liabilities	46,066	2	50,100	1
2580	Lease liabilities - Non-current	9,150	-	11,675	1
2640	Net defined benefit liabilities - Non-current	185	-	872	-
2645	Guarantee deposits received	464	-	471	-
2670	Other non-current liabilities	<u>1,590</u>	<u>-</u>	<u>-</u>	<u>-</u>
25XX	Total non-current liabilities	<u>57,455</u>	<u>2</u>	<u>256,451</u>	<u>7</u>
2XXX	Total liabilities	<u>969,806</u>	<u>30</u>	<u>1,501,744</u>	<u>39</u>
	<b>Equity</b>				
	<b>Equity attributable to owners of the Company</b>				
3110	Ordinary share capital	<u>693,996</u>	<u>21</u>	<u>693,996</u>	<u>18</u>
3200	Capital surplus	<u>60,000</u>	<u>2</u>	<u>60,000</u>	<u>2</u>
	<b>Retained earnings</b>				
3310	Legal reserve	137,054	4	94,830	2
3320	Special reserves	20,397	1	26,299	1
3350	Unappropriated earnings	<u>598,919</u>	<u>18</u>	<u>703,329</u>	<u>18</u>
3300	Total retained earnings	<u>756,370</u>	<u>23</u>	<u>824,458</u>	<u>21</u>
3400	Other equity	<u>(26,854)</u>	<u>(1)</u>	<u>(20,397)</u>	<u>(1)</u>
31XX	Total equity of owners of the Company	<u>1,483,512</u>	<u>45</u>	<u>1,558,057</u>	<u>40</u>
36XX	Non-controlling interests	<u>830,447</u>	<u>25</u>	<u>831,544</u>	<u>21</u>
3XXX	Total equity	<u>2,313,959</u>	<u>70</u>	<u>2,389,601</u>	<u>61</u>
	Total liabilities and equity	<u>\$ 3,283,765</u>	<u>100</u>	<u>\$ 3,891,345</u>	<u>100</u>

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

Data Image Corporation and Its Subsidiaries  
Consolidated Statement of Comprehensive Income  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

Code		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue	\$ 3,916,245	100	\$ 4,921,698	100
5000	Operating cost	<u>2,986,378</u>	<u>76</u>	<u>3,823,760</u>	<u>77</u>
5900	Gross profit	929,867	24	1,097,938	23
5910	Unrealized gain on transactions	-	-	( 1,136 )	-
5920	Realized gain on transactions	<u>2,476</u>	<u>-</u>	<u>-</u>	<u>-</u>
5950	Realized gross profit	<u>932,343</u>	<u>24</u>	<u>1,096,802</u>	<u>23</u>
	Operating expenses				
6100	Selling expenses	115,601	3	127,152	3
6200	General and administrative expenses	222,476	6	209,207	4
6300	Research and development expenses	191,557	5	194,968	4
6450	Expected credit loss(gain)	<u>6,000</u>	<u>-</u>	<u>( 1,366 )</u>	<u>-</u>
6000	Total operating expenses	<u>535,634</u>	<u>14</u>	<u>529,961</u>	<u>11</u>
6900	Operating income	<u>396,709</u>	<u>10</u>	<u>566,841</u>	<u>12</u>
	Non-operating income and expenses				
7100	Interest income	8,388	-	1,615	-
7010	Other income	6,122	-	6,582	-
7020	Other gains and losses	( 1,797 )	-	2,765	-
7050	Finance cost	( 5,485 )	-	( 10,104 )	-
7060	Share of profit or loss of associates	<u>( 5,889 )</u>	<u>-</u>	<u>2,407</u>	<u>-</u>
7000	Total non-operating income and expenses	<u>1,339</u>	<u>-</u>	<u>3,265</u>	<u>-</u>

(Continued)

Data Image Corporation and Its Subsidiaries  
Consolidated Statement of Comprehensive Income  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

Code		2023		2022	
		Amount	%	Amount	%
7900	Income before income tax	398,048	10	570,106	12
7950	Income tax expenses	83,547	2	124,700	3
8200	Net profit for the year	314,501	8	445,406	9
	Other comprehensive income				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans	164	-	1,328	-
8316	Unrealized gains(losses) on investments in equity instruments at fair value through other comprehensive income	1,591	-	( 1,276 )	-
8349	Income tax related to items that will not be reclassified subsequently to profit or loss	( 33 )	-	( 265 )	-
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of the financial statements of foreign operations	( 7,055 )	-	7,656	-
8300	Other comprehensive income (loss) for the year, net of income tax	( 5,333 )	-	7,443	-
8500	Total comprehensive income for the year	<u>\$ 309,168</u>	<u>8</u>	<u>\$ 452,849</u>	<u>9</u>
	Net income attributable to:				
8610	Owners of the Company	\$ 278,863	7	\$ 421,865	9
8620	Non-controlling interests	<u>\$ 35,638</u>	<u>1</u>	<u>23,541</u>	<u>-</u>
8600		<u>\$ 314,501</u>	<u>8</u>	<u>\$ 445,406</u>	<u>9</u>
	Total comprehensive income attributable to:				
8710	Owners of the Company	\$ 272,453	7	\$ 428,145	9
8720	Non-controlling interests	<u>\$ 36,715</u>	<u>1</u>	<u>24,704</u>	<u>-</u>
8700		<u>\$ 309,168</u>	<u>8</u>	<u>\$ 452,849</u>	<u>9</u>
	Earnings per share				
9750	Basic earnings per share	<u>\$ 4.02</u>		<u>\$ 6.08</u>	
9850	Diluted earnings per share	<u>\$ 3.99</u>		<u>\$ 5.99</u>	

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

Data Image Corporation and Its Subsidiaries  
Consolidated Statement of Changes in Equity  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

Code	Equity attributable to owners of the Company						Other equity		Total	Non-controlling interests	Total equity
	Share capital	Capital Surplus	Retained earnings			Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain/(Loss) on Financial Assets at Fair Value Through Other Comprehensive Income				
			Legal reserve	Special reserves	Unappropriated earnings						
A1	Balance on January 1, 2022	\$ 693,996	\$ 60,000	\$ 63,533	\$ 27,809	\$ 519,072	(\$ 26,331)	\$ 32	\$ 1,338,111	\$ 820,893	\$ 2,159,004
A3	Effect of retrospective restatement	-	-	-	-	-	-	-	-	( 63 )	( 63 )
A5	Balance on January 1, 2022 (after retrospective restatement)	<u>693,996</u>	<u>60,000</u>	<u>63,533</u>	<u>27,809</u>	<u>519,072</u>	<u>( 26,331 )</u>	<u>32</u>	<u>1,338,111</u>	<u>820,830</u>	<u>2,158,941</u>
	Appropriation of 2021 earnings										
B1	Legal reserve	-	-	31,297	-	( 31,297 )	-	-	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	( 208,199 )	-	-	( 208,199 )	-	( 208,199 )
		-	-	<u>31,297</u>	-	<u>( 239,496 )</u>	-	-	<u>( 208,199 )</u>	-	<u>( 208,199 )</u>
B17	Reversal of special reserves	-	-	-	( 1,510 )	1,510	-	-	-	-	-
T1	Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	( 13,990 )	( 13,990 )
D1	Net profit for the year ended December 31, 2022	-	-	-	-	421,865	-	-	421,865	23,541	445,406
D3	Other comprehensive income for the year ended December 31, 2022, net of income tax	-	-	-	-	378	6,355	( 453 )	6,280	1,163	7,443
D5	Total comprehensive income for the year ended December 31, 2022	-	-	-	-	<u>422,243</u>	<u>6,355</u>	<u>( 453 )</u>	<u>428,145</u>	<u>24,704</u>	<u>452,849</u>
Z1	Balance on December 31, 2022	693,996	60,000	94,830	26,299	703,329	( 19,976 )	( 421 )	1,558,057	831,544	2,389,601
	Appropriation of 2022 earnings										
B1	Legal reserve	-	-	42,224	-	( 42,224 )	-	-	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	( 346,998 )	-	-	( 346,998 )	-	( 346,998 )
		-	-	<u>42,224</u>	-	<u>( 389,222 )</u>	-	-	<u>( 346,998 )</u>	-	<u>( 346,998 )</u>
B17	Reversal of special reserves	-	-	-	( 5,902 )	5,902	-	-	-	-	-
T1	Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	( 37,812 )	( 37,812 )
D1	Net profit for the year ended December 31, 2023	-	-	-	-	278,863	-	-	278,863	35,638	314,501
D3	Other comprehensive income for the year ended December 31, 2023, net of income tax	-	-	-	-	47	( 7,022 )	565	( 6,410 )	1,077	( 5,333 )
D5	Total comprehensive income for the year ended December 31, 2023	-	-	-	-	<u>278,910</u>	<u>( 7,022 )</u>	<u>565</u>	<u>272,453</u>	<u>36,715</u>	<u>309,168</u>
Z1	Balance on December 31, 2023	<u>\$ 693,996</u>	<u>\$ 60,000</u>	<u>\$ 137,054</u>	<u>\$ 20,397</u>	<u>\$ 598,919</u>	<u>( \$ 26,998 )</u>	<u>\$ 144</u>	<u>\$ 1,483,512</u>	<u>\$ 830,447</u>	<u>\$ 2,313,959</u>

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

Data Image Corporation and Its Subsidiaries  
Consolidated Statements of Cash Flows  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

Code		2023	2022
	Cash flows from operating activities		
A10000	Income before income tax	\$ 398,048	\$ 570,106
A20010	Adjustments for:		
A20100	Depreciation expenses	63,921	62,513
A20200	Amortization expenses	21,154	23,242
A20300	Expected credit loss (reversed) recognized	6,000	( 1,366 )
A20400	Net loss on on fair value changes of financial assets and liabilities at fair value through profit or loss	25,258	67,268
A20900	Finance cost	5,485	10,104
A21200	Interest income	( 8,388 )	( 1,615 )
A22300	Share of profit or loss of associates	5,889	( 2,407 )
A22500	Loss (gain) on disposal of property, plant and equipment	467	( 184 )
A23700	Asset impairment loss	-	24,092
A23800	Write-down of inventories	32,595	13,384
A23900	Unrealized gain on transactions with associates	-	1,136
A24000	Realized gain on transactions with associates	( 2,476 )	-
A30000	Changes in operating assets and liabilities		
A31115	Financial assets mandatorily classified at fair value through profit or loss	29,787	66,389
A31130	Notes receivable	410	( 410 )
A31150	Accounts receivable	164,844	247,199
A31160	Accounts receivable from related parties	129,677	( 18,101 )
A31180	Other receivables	7,894	2,537
A31190	Other receivables from related parties	1,811	( 4,766 )
A31200	Inventories	313,264	31,015
A31230	Prepayments	7,815	21,996
A31240	Other current assets	1,355	3,879
A32110	Financial liabilities at fair value through profit or loss	( 65,772 )	( 130,324 )
A32125	Contract liabilities - Current	( 2,022 )	51,938
A32130	Notes payable	93	( 21 )
A32150	Accounts payable	( 200,193 )	( 219,827 )
A32160	Accounts payable from related parties	( 23,116 )	( 17,209 )
A32180	Other payables	( 35,868 )	20,804
A32190	Other payables from related parties	2,006	8,942

(Continued)



Data Image Corporation and Its Subsidiaries  
Consolidated Statements of Cash Flows  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

<u>Code</u>		<u>2023</u>	<u>2022</u>
A32200	Provisions	( 413 )	2,798
A32230	Other current liabilities	( 2,096 )	4,814
A32240	Net defined benefit liabilities	( <u>522</u> )	( <u>492</u> )
A33000	Cash generated from operations	876,907	837,434
A33100	Interest received	8,268	1,556
A33300	Interest paid	( 5,569 )	( 10,661 )
A33500	Income tax paid	( <u>133,863</u> )	( <u>89,874</u> )
AAAA	Net cash generated from operating activities	<u>745,743</u>	<u>738,455</u>
	Cash flows from investing activities		
B00040	Purchase of financial assets at amortized cost	( 117 )	( 7,052 )
B00050	Proceeds from sale of financial assets at amortized cost	117	7,770
B02700	Payments for property, plant and equipment	( 25,017 )	( 25,708 )
B02800	Proceeds from disposal of property, plant and equipment	495	5,441
B03700	Increase in refundable deposits	( 1,255 )	( 3,099 )
B03800	Decrease in refundable deposits	2,546	951
B04500	Payments for intangible assets	( 2,065 )	( 4,255 )
B06700	Increase in other non-current assets	-	( 115 )
B07600	Dividend received	<u>-</u>	<u>3,844</u>
BBBB	Net cash used in investing activities	( <u>25,296</u> )	( <u>22,223</u> )
	Cash flows from financing activities		
C00200	Repayments of short-term borrowings	( 240,000 )	( 497,359 )
C01600	Proceeds from long-term borrowings	240,000	220,000
C01700	Repayments of long-term borrowings	( 220,000 )	( 100,000 )
C04020	Repayment of the principal portion of lease liabilities	( 10,838 )	( 10,052 )
C04500	Dividends paid	( 346,998 )	( 208,199 )
C05800	Dividends paid to non-controlling interests	( <u>37,812</u> )	( <u>13,990</u> )
CCCC	Net cash used in financing activities	( <u>615,648</u> )	( <u>609,600</u> )
DDDD	Effects of exchange rate changes on the balance of cash held in foreign currencies	( <u>3,309</u> )	<u>2,904</u>
EEEE	Net increase in cash and cash equivalents	101,490	109,536
E00100	Cash and cash equivalents at the beginning of the year	<u>846,465</u>	<u>736,929</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 947,955</u>	<u>\$ 846,465</u>

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

## **Independent Auditors' Report**

The Board of Directors and Shareholders  
Data Image Corporation

### **Opinion**

We have audited the accompanying financial statements of Data Image Corporation, which comprise the balance sheets as of December 31, 2023 and 2022, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Data Image Corporation as of December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing 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 Financial Statements section of our report. We are independent of Data Image Corporation in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

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

The key audit matter identified in Data Image Corporation’s financial statements for the year ended December 31, 2022 is stated as follows:

#### **Occurrence of operating income**

Data Image Corporation is engaged in the design, manufacturing, and sales of LCD touch modules and LCD modules. As LCD touch modules and LCD module manufacturing customize products and make development according to different purposes and needs of customers, the sources of operating income are concentrated on specific customers. Although the operating income in 2023 decreased from the same period of last year, the operating income from specific customers increased from the same period last year, and the occurrence of the related sales transactions has a significant impact on the presentation of the financial statements; therefore, we include the occurrence of the abovementioned operating income from customers as a key audit matter.

### Corresponding audit procedures

Our audit procedures for the key audit matters above include understanding the major internal control design and the effectiveness of implementation, and sampling and implementing relevant audits to ensure that the income transactions occurred.

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

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

In preparing the financial statements, management is responsible for assessing Data Image Corporation'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 Data Image Corporation 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 Data Image Corporation's financial reporting process.

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

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Data Image Corporation'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 Data Image Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Data Image Corporation to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within Data Image Corporation to express an opinion on the 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 financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shu-Chuan Yen and Chih-Ming Shao.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 1, 2024

Notes to Readers

*The accompanying financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the 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 accepted and applied in the Republic of China.*

*The independent auditors' audit report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and financial statements, the Chinese version shall prevail.*

Data Image Corporation  
Balance Sheet  
December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2023		December 31, 2022	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents	\$ 364,246	17	\$ 464,514	18
1110	Financial assets at fair value through profit or loss - Current	4,246	-	113	-
1170	Accounts receivable	336,514	15	458,568	18
1180	Accounts receivable from related parties	7,277	1	107,736	4
1200	Other receivables	4,296	-	5,054	-
130X	Inventories	311,735	14	442,286	17
1470	Other current assets	<u>6,370</u>	<u>-</u>	<u>9,444</u>	<u>-</u>
11XX	Total current assets	<u>1,034,684</u>	<u>47</u>	<u>1,487,715</u>	<u>57</u>
	Non-current assets				
1550	Investment accounted for using the equity method	1,103,917	50	1,047,495	40
1600	Property, plant and equipment	23,551	1	30,563	1
1755	Right-of-use assets	13,231	1	20,728	1
1780	Intangible assets	3,109	-	4,401	-
1840	Deferred tax assets	6,983	-	6,526	-
1975	Net defined benefit assets - Non-current	2,196	-	2,196	-
1990	Other non-current assets	<u>9,962</u>	<u>1</u>	<u>9,881</u>	<u>1</u>
15XX	Total current assets	<u>1,162,949</u>	<u>53</u>	<u>1,121,790</u>	<u>43</u>
1XXX	Total assets	<u>\$ 2,197,633</u>	<u>100</u>	<u>\$ 2,609,505</u>	<u>100</u>
	Liabilities and equity				
	Current liabilities				
2120	Financial liabilities at fair value through profit or loss - Current	\$ -	-	\$ 1,485	-
2130	Contract liabilities - Current	79,864	4	81,108	3
2150	Notes payable	307	-	214	-
2170	Accounts payable	141,616	6	248,176	10
2180	Accounts payable from related parties	315,742	14	261,659	10
2200	Other payables	83,445	4	106,938	4
2220	Other payables from related parties	10,891	1	11,198	1
2230	Current tax liabilities	59,343	3	88,114	3
2250	Provisions - current	4,283	-	6,187	-
2280	Lease liabilities - Current	10,105	-	10,571	-
2320	Long-term borrowings due within one year	-	-	26,667	1
2399	Other current liabilities	<u>2,142</u>	<u>-</u>	<u>1,997</u>	<u>-</u>
21XX	Total current liabilities	<u>707,738</u>	<u>32</u>	<u>844,314</u>	<u>32</u>
	Non-current liabilities				
2540	Long-term borrowings	-	-	193,333	7
2570	Deferred tax liabilities	2,206	-	2,279	-
2580	Lease liabilities - Non-current	<u>4,177</u>	<u>-</u>	<u>11,522</u>	<u>1</u>
25XX	Total non-current liabilities	<u>6,383</u>	<u>-</u>	<u>207,134</u>	<u>8</u>
2XXX	Total liabilities	<u>714,121</u>	<u>32</u>	<u>1,051,448</u>	<u>40</u>
	Equity				
3110	Ordinary share capital	<u>693,996</u>	<u>32</u>	<u>693,996</u>	<u>27</u>
3200	Capital surplus	<u>60,000</u>	<u>3</u>	<u>60,000</u>	<u>2</u>
	Retained earnings				
3310	Legal reserve	137,054	6	94,830	4
3320	Special reserves	20,397	1	26,299	1
3350	Unappropriated earnings	<u>598,919</u>	<u>27</u>	<u>703,329</u>	<u>27</u>
3300	Total retained earnings	<u>756,370</u>	<u>34</u>	<u>824,458</u>	<u>32</u>
3400	Other equity	<u>(26,854)</u>	<u>(1)</u>	<u>(20,397)</u>	<u>(1)</u>
3XXX	Total equity	<u>1,483,512</u>	<u>68</u>	<u>1,558,057</u>	<u>60</u>
	Total liabilities and equity	<u>\$ 2,197,633</u>	<u>100</u>	<u>\$ 2,609,505</u>	<u>100</u>

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

Data Image Corporation  
Statement of Comprehensive Income  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

Code		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue	\$ 3,004,078	100	\$ 3,933,071	100
5000	Operating cost	<u>2,485,140</u>	<u>83</u>	<u>3,296,386</u>	<u>84</u>
5900	Gross profit	518,938	17	636,685	16
5910	Unrealized gain on transactions	-	-	( 677 )	-
5920	Realized gain on transactions	<u>303</u>	<u>-</u>	<u>-</u>	<u>-</u>
5950	Realized gross profit	<u>519,241</u>	<u>17</u>	<u>636,008</u>	<u>16</u>
	Operating expenses				
6100	Selling expenses	66,788	2	62,103	1
6200	General and administrative expenses	111,407	4	101,545	3
6300	Research and development expenses	99,126	3	92,090	2
6450	Expected credit gain	( <u>613</u> )	<u>-</u>	( <u>1,885</u> )	<u>-</u>
6000	Total operating expenses	<u>276,708</u>	<u>9</u>	<u>253,853</u>	<u>6</u>
6900	Operating income	<u>242,533</u>	<u>8</u>	<u>382,155</u>	<u>10</u>
	Non-operating income and expenses				
7100	Interest income	3,930	-	792	-
7020	Other gains and losses	852	-	34,148	1
7050	Finance cost	( 2,014 )	-	( 5,331 )	-
7070	Share of profit or loss of associates	<u>83,840</u>	<u>3</u>	<u>95,378</u>	<u>2</u>
7000	Total non-operating income and expenses	<u>86,608</u>	<u>3</u>	<u>124,987</u>	<u>3</u>

(Continued)

Data Image Corporation  
Statement of Comprehensive Income  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

Code		2023		2022	
		Amount	%	Amount	%
7900	Income before income tax	329,141	11	507,142	13
7950	Income tax expenses	<u>50,278</u>	<u>2</u>	<u>85,277</u>	<u>2</u>
8200	Net profit for the year	<u>278,863</u>	<u>9</u>	<u>421,865</u>	<u>11</u>
	Other comprehensive income				
8310	Items that will not be reclassified subsequently to profit or loss:				
8330	Share of other comprehensive income of subsidiaries accounted for using the equity method	612	-	( 75 )	-
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of the financial statements of foreign operations	( 2 )	-	822	-
8380	Share of other comprehensive income of subsidiaries and associates accounted for using the equity method	( <u>7,020</u> )	-	<u>5,533</u>	-
8300	Other comprehensive income (loss) for the year, net of income tax	( <u>6,410</u> )	-	<u>6,280</u>	-
8500	Total comprehensive income for the year	<u>\$ 272,453</u>	<u>9</u>	<u>\$ 428,145</u>	<u>11</u>
	Earnings per share				
9750	Basic earnings per share	<u>\$ 4.02</u>		<u>\$ 6.08</u>	
9850	Diluted earnings per share	<u>\$ 3.99</u>		<u>\$ 5.99</u>	

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

Data Image Corporation  
Statement of Changes in Equity  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

Code		Share capital	Capital Surplus	Retained earnings			Other equity		Total equity
				Legal reserve	Special reserves	Unappropriated earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain/(Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
A1	Balance on January 1, 2022	\$ 693,996	\$ 60,000	\$ 63,533	\$ 27,809	\$ 519,072	(\$ 26,331)	\$ 32	\$ 1,338,111
	Appropriation of 2021 earnings								
B1	Legal reserve	-	-	31,297	-	( 31,297)	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	( 208,199)	-	-	( 208,199)
		-	-	31,297	-	( 239,496)	-	-	( 208,199)
B17	Reversal of special reserves	-	-	-	( 1,510)	1,510	-	-	-
D1	Net profit for the year ended December 31, 2022	-	-	-	-	421,865	-	-	421,865
D3	Other comprehensive income for the year ended December 31, 2022, net of income tax	-	-	-	-	378	6,355	( 453)	6,280
D5	Total comprehensive income for the year ended December 31, 2022	-	-	-	-	422,243	6,355	( 453)	428,145
Z1	Balance on December 31, 2022	693,996	60,000	94,830	26,299	703,329	( 19,976)	( 421)	1,558,057
	Appropriation of 2022 earnings								
B1	Legal reserve	-	-	42,224	-	( 42,224)	-	-	-
B5	Cash dividends distributed by the Company	-	-	-	-	( 346,998)	-	-	( 346,998)
		-	-	42,224	-	( 389,222)	-	-	( 346,998)
B17	Reversal of special reserves	-	-	-	( 5,902)	5,902	-	-	-
D1	Net profit for the year ended December 31, 2023	-	-	-	-	278,863	-	-	278,863
D3	Other comprehensive income for the year ended December 31, 2023, net of income tax	-	-	-	-	47	( 7,022)	565	( 6,410)
D5	Total comprehensive income for the year ended December 31, 2023	-	-	-	-	278,910	( 7,022)	565	272,453
Z1	Balance on December 31, 2023	\$ 693,996	\$ 60,000	\$ 137,054	\$ 20,397	\$ 598,919	(\$ 26,998)	\$ 144	\$ 1,483,512

The accompanying notes are an integral part of the financial statements



Data Image Corporation  
Statements of Cash Flows  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

Code		2023	2022
	Cash flows from operating activities		
A10000	Income before income tax	\$ 329,141	\$ 507,142
A20010	Adjustments for:		
A20100	Depreciation expenses	21,619	21,106
A20200	Amortization expenses	1,992	2,217
A20300	Expected credit reversal recognized	( 613 )	( 1,885 )
A20400	Net loss on on fair value changes of financial assets and liabilities at fair value through profit or loss	16,234	41,802
A20900	Finance cost	2,014	5,331
A21200	Interest income	( 3,930 )	( 792 )
A22400	Share of profit or loss of subsidiaries and associates	( 83,840 )	( 95,378 )
A22500	Gains on disposal of property, plant and equipment	( 211 )	-
A23800	Write-down of inventories	1,291	139
A23900	Unrealized gain on transactions with associates	-	677
A24000	Realized gain on transactions with associates	( 303 )	-
A30000	Changes in operating assets and liabilities		
A31115	Financial assets mandatorily classified at fair value through profit or loss	24,940	57,193
A31150	Accounts receivable	122,667	353,812
A31160	Accounts receivable from related parties	100,459	( 35,893 )
A31180	Other receivables	761	4,457
A31190	Other receivables from related parties	-	( 302 )
A31200	Inventories	129,260	( 16,877 )
A31230	Prepayments	1,728	1,659
A31240	Other current assets	1,346	( 1,378 )
A32110	Financial liabilities at fair value through profit or loss	( 46,792 )	( 96,515 )
A32125	Contract liabilities - Current	( 1,244 )	50,094
A32130	Notes payable	93	( 21 )
A32150	Accounts payable	( 106,560 )	( 133,303 )
A32160	Accounts payable from related parties	54,083	30,644
A32180	Other payables	( 21,259 )	2,128
A32190	Other payables from related parties	( 307 )	3,433

(Continued)

Data Image Corporation  
Statements of Cash Flows  
For the years ended December 31, 2023 and 2022  
(In Thousands of New Taiwan Dollars)

<u>Code</u>		<u>2023</u>	<u>2022</u>
A32200	Provisions	( 1,904 )	2,314
A32230	Other current liabilities	<u>145</u>	<u>757</u>
A33000	Cash generated from operations	540,810	702,561
A33100	Interest received	3,927	787
A33300	Interest paid	( 2,094 )	( 5,836 )
A33500	Income tax paid	<u>( 79,124 )</u>	<u>( 69,737 )</u>
AAAA	Net cash generated from operating activities	<u>463,519</u>	<u>627,775</u>
	Cash flows from investing activities		
B02700	Payments for property, plant and equipment	( 6,709 )	( 2,611 )
B02800	Proceeds from disposal of property, plant and equipment	495	-
B03700	Increase in refundable deposits	( 22 )	( 1,442 )
B03800	Decrease in refundable deposits	-	842
B04500	Payments for intangible assets	( 700 )	( 2,823 )
B06700	Increase in other non-current assets	-	( 115 )
B07600	Dividend received	<u>20,856</u>	<u>11,561</u>
BBBB	Net cash generated from investing activities	<u>13,920</u>	<u>5,412</u>
	Cash flows from financing activities		
C00200	Repayments of short-term borrowings	-	( 452,938 )
C01600	Proceeds from long-term borrowings	-	220,000
C01700	Repayment of long-term borrowings	( 220,000 )	( 100,000 )
C04020	Repayment of the principal portion of lease liabilities	( 10,709 )	( 9,923 )
C04500	Dividends paid	<u>( 346,998 )</u>	<u>( 208,199 )</u>
CCCC	Net cash used in financing activities	<u>( 577,707 )</u>	<u>( 551,060 )</u>
E00000	Net (decrease) increase in cash and cash equivalents	( 100,268 )	82,127
E00100	Cash and cash equivalents at the beginning of the year	<u>464,514</u>	<u>382,387</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 364,246</u>	<u>\$ 464,514</u>

The accompanying notes are an integral part of the financial statements

## Attachment 3 2023 Table of Earnings Distribution

### 2023 Table of Earnings Distribution

	Unit: NT\$
Net profit after tax	278,863,874
Add: Actuarial gains of the defined benefit plan included in retained earnings	46,829
Less: Provision of legal reserve	(27,891,070)
Less: Provision of special reserve	(6,457,121)
Distributable earnings for 2023	244,562,512
Add: Undistributed earnings at the beginning of the period	320,007,320
Accumulated distributable earnings as of 2023	564,569,832
Distribution items:	
Shareholders' cash dividend (NT\$4,000 per 1,000 shares)	(277,598,596)
Undistributed earnings at the end of the period	286,971,236

Note: The amount of shareholders' cash dividend is rounded off to NT\$1, and the sum of fragment amounts is adjusted based on the number and account No. until it aligns with the total cash dividend distribution amount.

## Attachment 4 List of Non-competition Restrictions of Directors

Director	Content for the release item of non-competition restrictions of Directors	
Qisda Corporation	Qisda Optronics Corp. BenQ Dialysis Technology Inc. Qisda Vietnam Corporation H2 Energy Co., Ltd. BenQ Corporation Mingji Biotechnology (Shanghai) Co., Ltd. Dali Investment Co., Ltd. BenQ Materials Corp. Darfon Electronics Corp. QS Control Corp. AUO Corporation Partner Tech Corp DFI Inc. Metaage Corporation Topview Optronics Corp. Alpha Networks Inc. Simula Technology Inc. Golden Spirit Co., Ltd. TCI Gene Inc. Rapidtek Technologies Inc.	Chairman Chairman Chairman Director Chairman Chairman Chairman Chairman Director Director Director Chairman Chairman Chairman Director Chairman Chairman Chairman Chairman Director Director
Qisda Corporation Representative: Han-Chou (Joe) Huang	Qisda Corporation AUO Corporation Qisda Corporation Alpha Networks Inc. Simula Technology Inc. Action Star Technology Co., Ltd. DIVA Laboratories, Ltd. Qisda Optronics Corp. Benji Foundation	President Corporate director representative Corporate director representative Corporate director representative Corporate chairman representative Chairman Corporate chairman representative Corporate chairman representative Director
Qisda Corporation Representative: Qiu-Jin (Jasmin) Hung	Qisda Optronics Corp. BenQ Corporation Nanjing BenQ Hospital Co., Ltd. Suzhou BenQ Hospital Co., Ltd. Nanjing BenQ Hospital Management Consultants Co., Ltd. Suzhou BenQ Investment Co., Ltd. BenQ Hospital Management Consultants Co., Ltd. Mingji Biotechnology (Shanghai) Co., Ltd. Heraeus Materials Technology Shanghai Ltd. Dali Investment Co., Ltd. Dali II Investment Co., Ltd. Dali Management Consultant Co., Ltd. Darfon Electronics Corp. Metaage Corporation Topview Optronics Corp. Alpha Networks Inc. Qisda (L) Corp. Qisda (Hong Kong) Limited Qisda Sdn. Bhd. BenQ BM Holding Cayman Corp. BenQ BM Holding Corp. Darly Venture (L) Ltd.	Corporate director representative Corporate director representative Corporate director representative Corporate director representative Corporate director representative Corporate director representative Corporate director representative Corporate director representative Corporate director representative Corporate chairman representative Corporate chairman representative Corporate chairman representative Corporate director representative Corporate director representative Corporate director representative Director Director Director Director Director Director

Director	Content for the release item of non-competition restrictions of Directors	
Qisda Corporation Representative: Dao-Long (Daniel) Hsueh	Qisda Optronics Corp. Qisda America Corp. DIVA Laboratories, Ltd.	Corporate director representative Director Corporate director representative
Si-Ping (Phil) Yu	Data Image (MAURITIUS) Corporation Data Image (Suzhou) Corporation	Chairman Chairman
Fu-Ji Deng	Advanced Power Electronics Co., Ltd. Future Technology Consulting, Inc. Green Power Semiconductor Corporation Corporate director representative (Advanced Power), Tainet Telecommunication Co., Ltd. Future Technology Consulting (B.V.I.), Inc. PERFEC TPRIME LTD. (SAMOA) OPC microelectronics Co., Ltd. TUL Corporation Fuhong Investment Co., Ltd. Hsinpu Star Venture Capital Co., Ltd. Zhinan Star Venture Capital Co., Ltd. NTUST Star Venture Capital Co., Ltd. NCCU Star Venture Capital Co., Ltd.	Chairman and CSO Chairman Corporate chairman representative (Fuxian) Corporate director representative (Advanced Power) Corporate director representative (Advanced Power) Corporate director representative (Advanced Power) Corporate director representative (Fuxian) Corporate director representative (Fuxian) Independent Director Corporate director representative Corporate chairman representative Director Director Corporate director representative (Advanced Power)

# Appendix 1 Rules of Procedure for Shareholders' Meetings

Approved by the annual shareholders'  
meeting on June 15, 2023

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1. The rules of procedures for the shareholders' meetings of the Company, except as otherwise provided by laws and regulations or the Articles of Incorporation, shall be in accordance with these Rules.
  2. The term "shareholder" as used in these Rules means the shareholder in person, his/her his/her designated representative, and proxies attending the meeting who are engaged by shareholders.
  3. Shareholders' meetings of the Company shall be convened by the board of directors unless otherwise provided in the law.

The Company shall prepare an electronic file that includes the notice of meeting, the proxy form, the proposals for ratification, proposals for discussion, election or dismissal of directors, and other proposals and explanatory information are compiled into electronic files and uploaded to MOPS 30 days or 15 days before an annual shareholders' meeting or an extraordinary shareholders' meeting, respectively. The Company shall prepare electronic versions of the handbook for the shareholders' meeting and supplementary data and upload them to MOPS 21 days or 15 days before an annual shareholders' meeting or an extraordinary shareholders' meeting, respectively. 15 days before the shareholders' meeting, the handbooks and supplementary materials for the shareholders' meeting shall be prepared and made available to shareholders for review. They shall be presented at the Company and the professional stock affairs agency engaged by the Company and be distributed on the site of the shareholders' meeting.

The reasons for convening the meeting shall be specified in the notice and announcement; the notice may be given by electronic means with the consent of the addressee.

For election or dismissal of directors, changes in the articles of incorporation, the Company's dissolution, merger, splits, or any of the matters specified in paragraph 1, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, they shall be listed in the reasons for convening the meeting, and the major content shall be described, and they shall not be proposed as an extempore motion.

Shareholders holding more than 1% of the total number of issued shares may propose to the Company in writing for up to one proposal, and any proposal containing more than one proposal will not be included in the agenda for discussion. If a shareholder's proposal falls under the circumstances stated in the subparagraphs, paragraph 4, Article 172-1 of the Company Act, the board of directors may exclude it from the agenda.

Prior to the book closure date before an annual shareholders' meeting, the Company shall announce its acceptance of shareholders' proposals and the location and period for acceptance; the period for acceptance of shareholders' proposals shall not be less than ten days. A proposal submitted by a shareholder is limited to 300 words. If it exceeds 300 words, the proposal will not be included in the agenda; the proposing shareholder shall attend the annual shareholders' meeting in person or engage a proxy to attend and participate in the discussion of the proposal.

The Company shall inform the shareholders of the proposal results before the notice day of the shareholders' meeting, and list the proposals that meet the requirements of this Article in the meeting notice. For shareholders' proposals that are not included in the agenda, the board of directors shall explain the reasons for not including such proposals at the shareholders' meeting.
  4. A shareholder may engage a proxy to attend each shareholders' meeting by presenting the proxy form issued by the Company and stating the scope of authorization.

A shareholder may issue one proxy form and appoint one proxy only, and the proxy form shall be delivered to the Company five days before the shareholders' meeting. In case of duplicate proxy forms, the first one received by the Company shall prevail. This shall not apply to a declaration to revoke the previous appointment.

After the proxy form has been delivered to the Company, if the shareholder intends to attend the shareholders' meeting in person or to exercise its voting rights in writing or electronically, a written notice to cancel the proxy form shall be submitted to the Company two days before the shareholders' meeting; if the cancellation notice is overdue, the voting rights exercised by the proxy shall prevail.
  5. The venue for a shareholders' meeting shall be determined by the board of directors, and shall be the premise of the Company or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may not start earlier than 9 a.m. or later than 3 p.m. When the Company convenes a shareholders' meeting by way of a video conference, it shall not be restricted by the convening venue in the preceding paragraph.
  - 5-1. When the Company convenes a shareholders' meeting with video conferencing, it shall specify the following matters in the shareholders' meeting notice:
    1. The means for shareholders to take part in the video conferencing and exercise their rights.
    2. Measures to be taken if, due to circumstances of a natural disaster, unforeseen event, or other force majeure event, any disruption occurs in the video conferencing platform or in participation by means of video conferencing, including at least the following particulars:
      - (1) To what time will the meeting be postponed or from what time will the meeting resume if the above disruption continues and cannot be eliminated, and the date to which the meeting is postponed or on which the meeting will resume.
      - (2) Shareholders that have not registered to take part by video conference in the originally scheduled shareholders' meeting may not take part by video conference in the postponed or reconvened meeting.

- (3) When the Company convenes a hybrid shareholders meeting, if the virtual meeting cannot be continued, then if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders meeting by video conferencing, meets the legal quorum for holding a shareholder meeting, the shareholders meeting shall continue in session. The number of shares represented by the shareholders, proxy solicitors, or proxy agents who were attending the shareholders' meeting by video conferencing shall be counted toward the total number of shares represented by the shareholders attending the meeting, but they shall be deemed to have waived their voting rights on all proposals at that shareholders' meeting.
- (4) Measures to be taken if the outcome of all proposals has been announced but extempore motions have not yet been proceeded with.
3. When the Company convenes a virtual-only shareholders' meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting.
6. The Company shall specify in the notice of meeting the time and place for the attendance of shareholders, for registration, and other matters to be noted.
- The time during which shareholder registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes before the commencement of the meeting; the place for registration shall be clearly indicated, and sufficient qualified personnel shall be assigned to handle the registration.
- The Company shall prepare an attendance book for shareholders to sign in, or the shareholder present may hand in an attendance card in lieu of signing on the attendance book.
- The Company shall prepare a signature book for the attending shareholders to sign in, or the attending shareholders shall hand in a sign-in card in lieu of signing in.
- The Company shall provide the attending shareholders with the meeting handbook, annual report, attendance card, speaker slips, voting ballots and other meeting materials; where there is an election of directors or supervisors, an election ballot shall be attached.
- When the shareholder is the government or institution, the number of representatives attending the shareholders' meeting is not limited to one person. When a corporation is engaged to attend a shareholders' meeting, it may appoint only one representative to attend the meeting.
7. If the shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairman. When the chairman is on leave or, for any reason, unable to exercise the powers of the chairman, the vice chairman shall act on his/her behalf. If there is no vice president or if the vice president is on leave or for any reason unable to exercise the powers, the chairman shall appoint a managing director to act on his/her behalf. If there are no managing directors, a director shall be appointed as the proxy. If the chairman has not appointed any proxy, a managing director or a director shall be elected from among themselves to act as the proxy.
- If a managing director or a director acts as the proxy of the chairperson in the preceding paragraph, the managing director or director shall hold the position for more than six months and understand the financial and business positions of the Company. The same shall apply to a representative who is a corporate director.
- For a shareholders' meeting convened by the board of directors, the chairman shall hold the meeting, and more than half of the directors of the board of directors and at least one member of other functional committees shall attend the meeting on behalf of the respective committees. The attendance shall be recorded in the minutes of the shareholders' meeting.
- If the shareholders' meeting is convened by a party with the power to convene other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall elect a chairperson from among themselves.
- The Company may designate its lawyer, certified public accountant or other relevant persons to attend the shareholders meeting.
8. The Company shall make continuous audio and video recordings of the shareholders' registration, the proceedings of the meeting, and the votes counting process from the time of the shareholders' registration.
- The audio and video materials referred to in the preceding paragraph shall be kept for at least one year. However, if litigation is initiated by a shareholder according to Article 189 of the Company Act, the materials shall be kept until the end of the litigation. If a shareholders' meeting is convened by way of a video conference, the Company shall record and keep the enrollment, registration, check-in, questions, voting and vote calculation results of shareholders and make continuous audio and video recordings throughout the video conference. Such audio and video materials shall be kept throughout the duration of the Company, and the audio and video materials shall be provided to the party who is engaged in organizing the video conference for preservation.
9. The presence and votes of shareholders at a shareholders meeting shall be calculated in accordance with the number of shares.
- The chairperson shall call the meeting to order at the appointed meeting time. However, if the shareholders present do not represent a majority of the total amount of issued shares, the chairperson may postpone the meeting, provided, however, that the postponement of the said meeting shall be limited to two times and the total time postponed shall not exceed one hour. If the meeting has been postponed two times, but the shareholders present still do not represent a majority of the total amount of issued shares, the chairperson may announce the meeting adjourned.
- If the quorum is not met after two postponements, as referred to in the preceding paragraph, a tentative resolution may be adopted in accordance with paragraph 1 of Article 175 of the Company Act by shareholders representing one-third of the total amount of issued shares. A notice of the tentative resolution shall be made to each shareholder to convene another shareholders' meeting within one month.

If the re-convened shareholders' meeting is attended by shareholders who represent more than one-third of the total number of issued shares, a formal resolution shall be made with the consent of attending shareholders who have over half of the voting rights.

10. If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed according to the schedule, which shall not be changed without a resolution made by the shareholders' meeting. The provisions of the preceding paragraph shall apply mutatis mutandis if the shareholders' meeting is convened by a party with the power to convene other than the board of directors.

The chairperson shall not adjourn a meeting without a resolution adopted by shareholders if the motions (including extraordinary motions) covered in the proceedings so arranged in the above two paragraphs shall not have been re-solved.

After the meeting is adjourned, shareholders shall not elect a new chairperson to continue the meeting at the original site or at other locations, provided, if the chairperson declares the meeting adjourned in violation of the Rules, a new chairperson may be elected by a simple majority of the votes represented by the attending shareholders to continue the meeting.

The chairperson shall allow ample opportunity for explanation and discussion of proposals for amendments or extempore motions put forward by shareholders. After appropriate discussions, when the chairperson considers that the discussion for a proposal has reached the extent of making a resolution, he/she may announce discontinuance of the discussion or announce the end of the discussion when necessary. After announcing the discontinuance of the discussion or the end of the discussion, the chairperson shall put the proposal to the vote.

11. A shareholder wishing to speak in a shareholders meeting shall first fill out a slip, specifying therein the major points of his speech, the shareholder's account No. (or attendance card No.) and name, and the chairperson shall determine his order of giving a speech.

A shareholder who submits his slip for a speech but does not actually speak shall be considered as not having given a speech. If the contents of his/her speech shall be different from those specified on the slip, the contents of his/her speech shall prevail.

A shareholder shall not speak more than two times for one proposal, unless he/she has obtained prior consent from the chairperson, and each speech shall not exceed five minutes. However, if a shareholder violates the provisions in the preceding paragraph or his/her speech exceeds the scope of the motion, the chairperson may prevent him/her from doing so. A shareholder who participates in the meeting by way of a video conference may raise questions through text on the video conference platform of the shareholders' meeting. The number of questions raised for each proposal shall not exceed two times, with the number of words up to 200. When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained prior consent from the chairperson and the said shareholder, and the chairperson may prevent others from interrupting.

If a corporate shareholder designates two or more representatives to represent it at the shareholders' meeting, only one of the representatives so designated may speak on any one proposal.

After a shareholder has given a speech, the chairman may personally or designate relevant persons to respond.

12. The votes of shareholders at a shareholders meeting shall be calculated in accordance with the number of shares. When a shareholder is a government agency or corporation, its representative shall exercise the voting rights on its behalf.

For resolutions of a shareholders' meeting, the number of shares held by shareholders without voting rights shall not be counted in the total number of issued shares.

Shareholders may not participate in the voting on matters that involve their own interests and may be detrimental to the interests of the Company, nor may they exercise voting rights on behalf of other shareholders.

The number of shares bearing no voting rights is excluded from the number of shares represented by the shareholders present at the meeting.

If a shareholder is unable to attend a shareholders' meeting due to other causes, it may issue a proxy form printed and distributed by the Company that sets out the scope of authorization with its signature or seal affixed to engage a proxy to attend on its behalf. Except for trust companies or stock agencies approved by the competent authority of securities, in the case of proxy for two or more shareholders, the portion of the Company's voting power exceeding 3% of the total number of issued shares shall not be counted.

13. Shareholders are entitled to one voting right for each share held, except when the shares are restricted shares or are deemed non-voting shares under paragraph 2, Article 179 of the Company Act.

Electronic means and written means shall be adopted for the exercise of voting rights when convening a shareholders' meeting. When exercising the voting rights in writing or electronically, the exercise methods shall be set out in the convening notice of the shareholders' meeting. Shareholders who exercised their voting rights through writing or electronic means shall be deemed as attending the shareholders' meeting in person. However, they are also deemed waiving their rights to the extempore motions and amendments to the original proposals at the shareholders' meeting.

The shareholders who cast their votes by written or electronic means shall express their intentions to the Company two days prior to the shareholders' meeting. If there is any duplication in the expression, the first one received by the Company shall prevail. This shall not apply to a declaration to revoke the previous declaration of intent.

After a shareholder has exercised voting rights in writing or electronically, if he/she intends to attend the shareholders' meeting in person, he/she shall, in the same manner as the exercise of voting rights, revoke its intent two days before the meeting. If the revoking notice is overdue, the votes cast in writing or electronically shall prevail. If the voting right is exercised in writing or electronically, and a proxy is appointed to attend the shareholders' meeting by presenting a proxy form, the voting rights exercised by the proxy attending the meeting shall prevail.



Unless otherwise specified in the Company Act and the articles of incorporation, a proposal shall receive the consent of attending shareholders with over half of the voting rights. At the time of voting, the chairperson or the person designated by the chairperson shall announce the total number of voting rights of the attending shareholders on each proposal.

At the time of voting, if no dissenting opinion is raised after inquiries made by the chairperson, the effect shall be equivalent to voting. If there is any dissenting opinion, the proposal shall be put to a vote according to the preceding Article.

If the Company convenes a virtual meeting, shareholders attending the shareholders' meeting via video conference shall vote on proposals and elections through the video conference platform after the chairperson has called the meeting to order and shall finish voting before the chairperson announces the voting is closed. Overtime votes are deemed waivers of rights.

If a shareholders' meeting is convened by way of a video conference, a one-off vote calculation shall be performed after the chairperson announces the end of the voting process, and the voting and election results shall be announced.

If there is an amendment or alternative to one motion, the chairperson may combine the amendment or alternative into the original motion and determine their order for resolution. If any one of the above is resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairperson, provided, however, that the person supervising the casting of votes shall be a shareholder.

The votes shall be counted in public at the venue of the shareholders' meeting. After the completion of the counting, the voting results, including the number of votes, shall be announced on the spot and shall be kept as a record.

14. If the election of directors is performed at the shareholders' meeting, it shall be arranged according to relevant election specifications established by the Company, and the election results shall be announced on the spot.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signature of the scrutineers and kept in proper custody for at least one year. However, if litigation is initiated by a shareholder according to Article 189 of the Company Act, the materials shall be kept until the end of the litigation.

15. The resolutions of the shareholders' meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chairperson, and the minutes shall be distributed to each shareholder within 20 days after the meeting. The preparation and preservation of the minutes may be made by electronic means.

For the distribution of the meeting minutes in the preceding paragraph, the Company may make a public announcement on the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the method of resolution, and a summary of the deliberations and results. They shall be kept permanently throughout the duration of the Company.

If the resolution method referred to in the preceding paragraph was based on the chairperson's inquiry into the opinions of the shareholders, and the shareholders have no objection to the proposal, it should be stated as "approved by all shareholders with no objection after the inquiries made by the chairperson"; provided, if there is any objection from the shareholders, it is required to specify the voting method adopted and the number of voting rights and weights approving the proposal.

16. On the day of the shareholders' meeting, the Company shall prepare a statistical table in the prescribed format for the number of shares solicited by solicitors and the number of shares represented by proxies, and disclose it at a significant venue of the shareholders' meeting. After the public offering, if the resolution of the shareholders' meeting is material information required by laws and regulations and the competent authority, the Company shall upload the content to MOPS within the prescribed time.

17. The chairperson may direct disciplinary personnel (or security personnel) to maintain the order of the meeting. For doing so, they shall wear a badge bearing the words of "disciplinary personnel."

If a shareholder violates the Rules, refuses to obey the correction of the chairperson, interferes with the progress of the meeting, and fails to comply after being stopped, the chairperson may direct the disciplinary personnel or security personnel to escort the shareholder from the meeting place.

18. When a meeting is in progress, the chairperson may announce a break based on time considerations. In the event of a force majeure, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, to resume the meeting. Before the completion of the agenda of the shareholders' meeting (including extempore motions), if the meeting venue is no longer available for use, the shareholders' meeting may resolve to find another venue to continue the meeting.

The shareholders' meeting may decide to postpone or continue the meeting within five days in accordance with Article 182 of the Company Act.

19. Unaddressed matters in these Rules shall be handled in accordance with the Company Act, the Articles of Incorporation, and relevant laws and regulations.

20. These Rules were implemented after being approved by the shareholders' meeting; the same shall apply for any amendment.

## Appendix 2 Articles of Incorporation

### Chapter 1 General Provisions

- Article 1: The Company is incorporated in accordance with the Company Act and named 眾福科技股份有限公司. Its English name is "DATA IMAGE CORPORATION."
- Article 2: The scope of business of the Company is as follows:
- (1) CC01060 Wired Communication Mechanical Equipment Manufacturing.
  - (2) CC01080 Electronics Components Manufacturing.
  - (3) CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing.
  - (4) CC01110 Computer and Peripheral Equipment Manufacturing.
  - (5) F113030 Wholesale of Precision Instruments.
  - (6) F119010 Wholesale of Electronic Materials.
  - (7) F213040 Retail Sale of Precision Instruments.
  - (8) F219010 Retail Sale of Electronic Materials.
  - (9) F401010 International Trade.
  - (10) F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
  - (11) I301010 Information Software Services
  - (12) ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company's headquarters is located in New Taipei City, and it may establish domestic and foreign branches or offices through the resolution made by the board of directors when necessary.
- Article 4: The Company may provide external guarantees due to business requirements and investments. The total amount of the Company's reinvestment is not restricted by the Company Act.

### Chapter 2 Shares

- Article 5: The total capital of the Company is NT\$2,000,000,000, divided into 200,000,000 shares, with a par value of NT\$10 per share. The board of directors is authorized to issue them in batches according to the requirements. NT\$54 million out of the capital in paragraph 1 is reserved for the issuance of employee stock warrants, a total of 5,400,000 shares with a part value of NT\$10 per share. The board of directors is authorized to issue them in batches.
- The Company may, with the consent of at least two-thirds of the voting rights of the shareholders present at a shareholders' meeting attended by shareholders representing a majority of the total number of issued shares, issue employee stock warrants at a price lower than the market price or transfer treasury shares to employees at a price lower than the average repurchase price.
- Article 5-1: The counterparty of a transfer of treasury shares purchased by the Company according to the Company Act may include employees of a subordinated company who fulfill certain conditions.
- The counterparty of the issuance of employee stock warrants by the Company may include employees of a subordinated company who fulfill certain conditions.
- When the Company issues new shares, the employees who subscribe to the shares may include employees of a subordinated company who fulfill certain conditions.
- The counterparty of the issuance of restricted stock awards by the Company may include employees of a subordinated company who fulfill certain conditions.
- Article 6: The Company may deliver the share certificates by way of book-entry transfer as required by laws and regulations without printing physical share certificates; the same shall apply to the issuance of other securities.
- Article 7: The changes to the shareholders' register shall be suspended 60 days before an annual shareholders' meeting, 30 days before an extraordinary shareholders' meeting, or five days before the base day for the distribution of dividends and bonuses or other benefits determined by the Company.

### **Chapter 3 Shareholders' Meeting**

- Article 8: The shareholders' meetings of the Company are divided into annual shareholders' meetings and extraordinary shareholders' meetings. An annual shareholders' meeting is convened within six months after the end of each fiscal year, and an extraordinary shareholders' meeting is convened according to the law, when necessary. Except for otherwise stated in the Company Act and other relevant laws and regulations, the board of directors shall convene shareholders' meeting according to the law. A shareholders' meeting of the Company may be held by way of a video conference or other methods announced by the central competent authority.
- Article 9: Except for otherwise stated in the Company Act, a resolution of the shareholders' meeting shall receive the consent of attending shareholders with over half of the voting rights at a meeting attended by shareholders representing over half of the total issued shares. If a shareholder is unable to attend a shareholders' meeting for any reason, he/she may appoint a proxy to attend the meeting by providing a power of attorney issued by the company and stating the scope of authorization with his/her signature and seal. Except for trust companies or stock agencies approved by the competent authority of securities, in the case of proxy for two or more shareholders, the portion of the Company's voting power exceeding 3% of the total number of issued shares shall not be counted. The method of exercising and revoking the power of attorney referred to in the preceding paragraph shall be handled in accordance with the Company Act.
- Article 10: Shareholders are entitled to one voting right for each share held, except when the shares are restricted shares or are deemed non-voting shares under the Company Act. Electronic means and written means shall be adopted for the exercise of voting rights when convening a shareholders' meeting. Shareholders who exercised their voting rights through electronic means shall be deemed as attending the shareholders' meeting in person.

### **Chapter 4 Directors and Audit Committee**

- Article 11: The Company shall have seven to nine directors for a term of office of three years. A candidate nomination system is adopted. The shareholders' meeting shall elect from among those with disposing capacity or representatives appointed by shareholders or corporate shareholders; directors may be re-elected and re-appointed. The percentage of the total shareholding of all directors shall be subject to the regulations of the competent authority of securities. The Company may purchase liability insurance for the directors' liabilities under the law within the scope of business performed by them during their term of office.
- Article 11-1: When directors of the Company perform duties of the Company, the Company shall provide compensation regardless of its operating gains or losses. The board of directors is authorized to determine their compensation based on their level of participation in the Company's operations with reference to domestic and foreign standards within the industry.
- Article 11-2: Among the abovementioned number of directors, there shall be at least three independent directors. A candidate nomination system is adopted. The shareholders' meeting shall elect from among the list of independent director candidates. The professional qualifications, shareholdings, restrictions on concurrent positions, nomination and election methods, and other matters to be complied with shall comply with the relevant regulations of the competent authority of securities.
- Article 11-3: The Company has established its audit committee in accordance with the Securities and Exchange Act, which consists of all independent directors. The exercise of the audit committee's power and other matters to be complied with shall be handled in accordance with the Company Act, the Securities and Exchange Act, other relevant laws and regulations, and the Company's regulations.
- Article 12: The board of directors is formed by directors. A chairman shall be elected by receiving the consent of over half of the attending directors at a meeting attended by over two-thirds of the directors. The chairman represents the Company externally. When the chairman is on leave or, for any reason, unable to exercise the powers of the chairman, the vice chairman shall act on his/her behalf. If there is no vice president or if the vice president is on leave or for any reason unable to exercise the powers, its representative shall make arrangements according to the Company Act.

Article 13: If a director is unable to attend due to other causes, it may engage another director to act on its behalf. The abovementioned proxy may only be engaged by one person.  
The convening of the board meeting shall be handled in accordance with the provisions of the Company Act, and the meeting notice may be given by email or facsimile.

#### **Chapter 5 Managers**

Article 14: The Company may have one chief executive officer and one president, whose appointment, dismissal and compensation shall be handled in accordance with the provisions of the Company Act.

#### **Chapter 6 Accounting**

Article 15: At the end of each fiscal year, the board of directors of the Company shall prepare the following statements and books and submit them to the audit committee for review 30 days before the annual shareholders' meeting and propose to the annual shareholders' meeting for ratification.

1. Business report
2. Financial statements
3. Proposal for earning distribution or loss compensation

Article 16: If the Company records profit of the year, it shall distribute 5% to 20% as the remuneration of employees and distribute no more than 1% as the remuneration of directors.  
However, if the Company has cumulative losses, it shall make up such losses.  
The counterparties for the distribution of stocks or cash may include employees of subordinated companies who fulfill certain conditions; the board of directors is authorized to determine the conditions and distribution method.

Article 17: If there is a profit in the final accounting, the Company shall pay tax and make up past losses, and then appropriate 10% as the legal reserve. However, when the legal reserve amounts to the Company's paid-in capital, the appropriation is not required. For the remaining, it shall appropriate or reverse the special reserve according to laws and regulations. If there is any remaining balance, the Board shall prepare a proposal for the distribution of the earnings, together with the accumulated undistributed earnings, and submit it to the shareholders' meeting for resolution on the distribution of dividends to shareholders. The Company's dividend policy complies with the current and future development plans, taking investment environments, capital requirements, and domestic/foreign competition status into account, and considers shareholders' interest and other factors. For the distribution of shareholders' dividends or bonuses, if there are earnings from the annual final account and the distributable earnings of the year reach 2% of its capital, the distribution shall be no less than 10% of the distributable earnings of the year, which may be distributed in cash or stocks, in which cash dividends shall be no less than 10% of the total dividend.  
If the aforementioned proposal for earning distribution is made in the form of cash dividends, the board of directors is authorized to resolve and report to the shareholders' meeting.

Article 17-1: In accordance with Article 241 of the Company Act, the Company may distribute new shares or cash from the legal reserve or capital reserve.  
If the aforementioned distribution is made in the form of cash, the board of directors is authorized to resolve and report to the shareholders' meeting.

## **Chapter 7 Supplementary Provisions**

Article 18: Unaddressed matters shall be subject to the requirements of the Company Act.

Article 19: The Articles were established on November 5, 1997.  
The 1st amendment was made on May 26, 1998.  
The 2nd amendment was made on July 10, 1998.  
The 3rd amendment was made on June 30, 2000.  
The 4th amendment was made on October 20, 2000.  
The 5th amendment was made on July 31, 2001.  
The 6th amendment was made on March 25, 2002.  
The 7th amendment was made on June 19, 2003.  
The 8th amendment was made on June 19, 2003.  
The 9th amendment was made on June 22, 2005.  
The 10th amendment was made on June 21, 2006.  
The 11th amendment was made on June 15, 2007.  
The 12th amendment was made on May 22, 2008.  
The 13th amendment was made on June 23, 2009.  
The 14th amendment was made on June 29, 2010.  
The 15th amendment was made on June 20, 2016.  
The 16th amendment was made on January 8, 2019.  
The 17th amendment was made on June 11, 2019.  
The 18th amendment was made on June 11, 2020.  
The 19th amendment was made on September 30, 2021.  
The 20th amendment was made on June 15, 2022.  
The 21st amendment was made on June 15, 2023.

## Appendix 3 Procedures for Election of Directors

- Article 1 To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
- Article 2 Except as otherwise provided by law and regulation or by the Articles of Incorporation, elections of directors of the Company shall be conducted in accordance with these Procedures.
- Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
1. The ability to make judgments about operations.
  2. Accounting and financial analysis ability.
  3. Business management ability.
  4. Crisis management ability.
  5. Knowledge of the industry.
  6. An international market perspective.
  7. Leadership ability.
  8. Decision-making ability.
- Article 4 The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies. The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
- Article 5 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one-third of the total number prescribed in this Articles of Incorporation, the Company shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- Article 6 The registered cumulative voting method shall be used for the election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 8 The number of directors will be as specified in this 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, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairperson drawing lots on behalf of any person not in attendance.
- Article 9 Before the election begins, the chairperson shall appoint a number of persons to perform the respective duties of scrutineers (who shall be shareholders) and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote scrutineers before voting commences.
- Article 10 A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by a person with the right to convene.
  2. A blank ballot is placed in the ballot box.
  3. The writing is unclear and indecipherable or has been altered.
  4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
  5. Other words or marks are entered in addition to the number of voting rights allotted.
- Article 11 Counting of ballots for elections shall be done in public at the venue of the shareholders' meeting. After the counting of ballots is completed, the scrutineers shall verify that the totals of valid and invalid ballots are correct, and they shall be recorded in the record sheet, and the list of elected directors and the number of votes with which they were elected shall be announced by the chairperson on the spot.
- Article 12 The board of directors of the Company shall issue notifications to the persons elected as directors.
- Article 13 These Procedures were implemented after being approved by the shareholders' meeting; the same shall apply for any amendment.

## Appendix 4 Shareholding of Directors

The Company's paid-in capital is NT\$780,996,490, divided into 78,099,649 shares. According to Article 26 of the Securities and Exchange Act, the minimum number of shares to be held by all Directors is 6,247,972 shares.

As of the book closure date for the shareholders' meeting, the actual number of shares held by all Directors as recorded in the shareholders' register of the Company was 27,868,882 shares, accounting for 35.68% of the total number of shares of the Company. The number of shares held by individual Directors is as follows:

Book closure date: March 30, 2024

Identity	Name	Number of shares held	Shareholding ratio (%)
Chairman	Han-Chou (Joe) Huang (representative of Qisda Corporation)	20,000,000	25.61
Director	Dao-Long (Daniel) Hsueh (representative of Qisda Corporation)	20,000,000	25.61
Director	Qiu-Jin (Jasmin) Hung (representative of Qisda Corporation)	20,000,000	25.61
Director	Zi-Pei (Joe) Li (representative of Qisda Corporation)	20,000,000	25.61
Vice Chairman	Si-Ping (Phil) Yu	3,827,516	4.90
Director	Fu-Ji Deng	4,041,366	5.17
Independent Director	Hui-Xin Yeh	0	0
Independent Director	Xiao-Kang Ma	0	0
Independent Director	Wen-Xian He	0	0
Total		27,868,882	35.68