



Stock Code: 3168

Data Image Corporation

2025 Annual Shareholders' Meeting

Handbook

(Translation)

Time: 9:00 a.m., May 23, 2025 (Friday)

Data Image Corporation 2025 Annual General Meeting

Date: May 23, 2025

Location: Cosmos Global Cultural Exhibition Center

23F.-5, No. 93, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City 221, Taiwan

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I. Report Items

(I) To report the business of 2024 Explanation

The 2024 Business Report is attached hereto as Attachment 1 (P3).

(II) Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 business report, financial statements, and the proposal for earning distribution. The financial statements mentioned above were audited by CPAs Chih-Ming Shao and Kuo-Ning Huang. 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.

Data Image Corporation 2025 Annual General Shareholders' Meeting

Convener of the Audit Committee: Yeh Hui-Xin

March 4, 2025

(III) Report on the distribution of remuneration to employees and directors for 2024

The Board of Directors resolved on March 4, 2025 to distribute the remuneration of employees and Directors in cash in the amount of NT\$22,809,933 and NT\$2,138,431.

(IV) Report on the cash dividend distributed from earnings in 2024

1. The Board of Directors resolved on March 4, 2025 to appropriate shareholders' cash dividends from the cumulative distributable earnings on the 2024 Table of Earning Distribution in the amount of NT\$234,298,947, with a distribution of NT\$3.0 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. Recognition and discussion items

Proposal 1

Subject: **To recognize 2024 Business Report and Financial Statements (Proposed by the Board of Directors)**

Explanation: 1. The 2024 financial statements of the Company have been prepared by the Company and audited by CPAs Chih-Ming Shao and Kuo-Ning Huang 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, 2024, and the financial performance and cash flow for the year ended thereof.

2. The 2024 Business Report is attached hereto as Attachment 1 (P3) ; For the independent auditor's report and financial statements, please refer to Attachment 2 (P4.-P.22).

Resolution:

Proposal 2

Subject: **To recognize the proposal for the distribution of 2024 earnings (Proposed by the Board of Directors)**

Explanation: For the 2024 Table of Earnings Distribution, please refer to Attachment 3 (P.23).

Resolution:

Proposal 3

Subject: **To approve the amendment to the Articles of Incorporation (Proposed by the Board of Directors)**

Explanation: 1. In accordance with Presidential Decree Hua-Zong-Yi-Yi No. 11300069631 dated August 7, 2024, which amended Article 14 of the Securities and Exchange Act, the Company is required to specify in its Articles of Incorporation a certain percentage of annual earnings to be allocated for salary adjustments or remuneration distribution to basic-level employees. To comply with this legal requirement, it is proposed to amend the relevant provisions of the Company's Articles of Incorporation.

2. The comparison table for the Articles of Incorporation before and after amendment is attached hereto as Attachment 4 (P.24).

Resolution:

Proposal 4

Subject: **To lift non-competition restrictions on current directors and their representatives (proposed by the Board of Directors)**

Explanation: 1. According to Article 209 of the Company Act, any Director conducting business for himself/herself/itself or on another's behalf, the scope of which business is within the scope of the Company's business, shall explain at the Shareholders' Meeting the essential contents of such conduct, and obtain approval from shareholders in the Meeting.

2. It is proposed for the 2025 annual shareholders meeting to approve lifting non-competition restrictions on directors as who may invest or operate a business which is similar to the business scope of the Company.

3. List of non-competition restrictions proposed to be lifted in the 2025 annual shareholders' meeting is as Attachment 5 (P.25).

Resolution:

IV. Extraordinary Motions

V. Meeting Adjourned

Attachment 1 Business Report of 2024

Dear shareholders,

1.Business plan implementation results

In 2024, the Company faced dual challenges of inflationary pressure and customer inventory adjustments, leading to a decline in consolidated revenue compared to 2023. Nevertheless, the Company maintained strong momentum in new product development, particularly focusing on the research and development of ruggedized, weather-resistant outdoor displays to meet the growing market demand for high-performance display solutions. Furthermore, by leveraging close collaboration with subsidiaries within the Qisda Group, the Company partnered with the Group’s IPC company to jointly develop multifunctional artificial intelligence (AI) outdoor products with edge computing capabilities. These efforts actively drive the integration of technologies and products, with the goal of developing new customer bases and delivering integrated software and hardware solutions that combine intelligent computing with algorithmic processing. These strategies are expected to help the Company sustain its competitive edge in an increasingly competitive market.

2.Budget execution

The Company did not issue a financial forecast in 2024; therefore, this is not applicable .

3.Analysis of financial income and expenses and profitability

		Unit: NT\$ thousand	
Item		2024	2023
Financial income and expenses	Net consolidated operating revenue	3,418,445	3,916,245
	Consolidated net profit before tax	33,815	398,048
Profitability	Consolidated return on assets	7.78%	8.89%
	Consolidated return on equity	10.67%	13.37%
	Consolidated net profit before tax to paid-in capital	42.49%	57.36%
	Consolidated net profit margin	7.94%	8.03%
	Earnings per share (NT\$)	2.93	4.02

4.Research and development

The Company continues to optimize its existing business operations and actively shifts toward high value-added product segments. With years of deep technical expertise in marine, industrial control, and outdoor applications, the Company has developed robust multifunctional touch display technologies capable of withstanding harsh outdoor environments. These products feature outstanding weather resistance and rugged durability, and have been widely adopted in professional display applications. Moreover, the product portfolio has been expanded to include human-machine interfaces for specialized vehicle dashboards and DC fast-charging stations, targeting high-growth market demands.

To further enhance its R&D capabilities, the Company remains committed to investing in new technologies and product development, with a particular focus on innovations in weather-resistant outdoor displays. In parallel, through close collaboration within the Group, the Company is integrating software and hardware technologies to develop intelligent computing and algorithm-enabled solutions. Customer feedback also plays a vital role in driving continuous product design improvements, ensuring market competitiveness and accelerating both technological upgrades and market expansion.

In recent years, under the strategic realignment of its product portfolio and value enhancement efforts, the Company has maintained its operational objectives while improving profitability. In 2024, the Company launched the development of new high-end models for customers, which is expected to contribute to future gross margin improvements. The expansion of new product lines helps to mitigate the impact of softening market demand. In the green energy sector, the Company has already introduced touch displays for high-end EV charging stations and dashboards for electric scooters, which are expected to drive increased demand for complete system shipments and contribute to revenue growth.

Looking ahead, the Company is also collaborating with new clients to develop high-end display units for financial service terminals—an industrial control product line characterized by long-term and stable growth. This initiative is anticipated to secure consistent annual orders and provide the Company with a steady stream of revenue. 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!

Chairman: Joe Huang

President: Phil Yu

Accounting Supervisor: Danny Yan

Attachment 2

Independent Auditors' Report and 2024 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, 2024 and 2023, 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 material accounting policy information.

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, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in Data Image Corporation and its subsidiaries consolidated financial statements for the year ended December 31, 2024 is stated as follows:

Occurrence of operating revenue

Data Image Corporation and its subsidiaries are engaged in the design, manufacturing, and sales of LCD touch modules and LCD modules. The manufacturing of LCD touch modules and LCD modules are customized products and make development according to different purposes and needs of customers. Although the operating revenue in 2024 decreased from the same period of last year, the operating revenue 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 revenue 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 revenue transactions occurred.

Other matters

We have also audited the financial statements of Data Image Corporation as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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

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

In preparing the consolidated financial statements, management is responsible for assessing 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 Data Image Corporation and its subsidiaries' 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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chih-Ming Shao and Kuo-Ning Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of Chian

March 4, 2025

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 versoin shall prevail.

Data Image Corporation and Its Subsidiaries

Consolidated Balance Sheets

December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

Assets	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
Current assets				
Cash and cash equivalents (Note 6)	\$ 1,305,799	35	\$ 947,955	29
Financial assets at fair value through profit or loss - Current (Note 7)	-	-	8,614	-
Accounts receivable (Notes 9 and 24)	683,893	18	541,553	17
Accounts receivable from related parties (Notes 24 and 32)	26,329	1	5,903	-
Other receivables (Note 9)	23,210	1	11,278	-
Other receivables from related parties (Note 32)	5,464	-	2,857	-
Current tax assets (Note 26)	1,000	-	238	-
Inventories (Note 10)	542,111	14	601,759	18
Other current assets (Notes 18 and 32)	<u>21,043</u>	<u>-</u>	<u>17,492</u>	<u>1</u>
Total current assets	<u>2,608,849</u>	<u>69</u>	<u>2,137,649</u>	<u>65</u>
Non-current assets				
Financial assets at fair value through other comprehensive income - Non-current (Note 8)	5,032	-	4,611	-
Investments accounted for using the equity method (Note 12)	9,343	-	8,874	-
Property, plant and equipment (Notes 13 and 32)	776,169	21	787,051	24
Right-of-use assets (Notes 14 and 32)	51,515	1	30,137	1
Goodwill (Note 16)	164,826	4	164,826	5
Intangible assets (Note 17)	56,070	2	73,021	2
Deferred tax assets (Note 26)	54,512	2	59,177	2
Net defined benefit assets - Non-current (Note 22)	4,319	-	2,196	-
Other non-current assets (Notes 18 and 33)	<u>23,450</u>	<u>1</u>	<u>16,223</u>	<u>1</u>
Total current assets	<u>1,145,236</u>	<u>31</u>	<u>1,146,116</u>	<u>35</u>
Total assets	<u>\$ 3,754,085</u>	<u>100</u>	<u>\$ 3,283,765</u>	<u>100</u>
Liabilities and equity				
Current liabilities				
Short-term borrowings (Note 19)	\$ 44,915	1	\$ 86,728	3
Financial liabilities at fair value through profit or loss - Current (Note 7)	3,842	-	-	-
Contract liabilities - Current (Notes 24 and 32)	100,551	3	90,266	3
Notes payable (Note 20)	-	-	307	-
Accounts payable (Note 20)	404,802	11	366,621	11
Accounts payable from related parties (Note 32)	8,011	-	21,791	1
Other payables (Note 21)	208,391	6	204,170	6
Other payables from related parties (Note 32)	40,270	1	19,432	1
Current tax liabilities (Note 26)	52,813	2	84,564	3
Provisions - Current	15,269	-	12,686	-
Lease liabilities - Current (Notes 14 and 32)	11,469	-	12,637	-
Other current liabilities	<u>13,856</u>	<u>-</u>	<u>13,149</u>	<u>-</u>
Total current liabilities	<u>904,189</u>	<u>24</u>	<u>912,351</u>	<u>28</u>
Non-current liabilities				
Deferred tax liabilities (Note 26)	42,041	1	46,066	2
Lease liabilities - Non-current (Notes 14 and 32)	31,444	1	9,150	-
Net defined benefit liabilities - Non-current (Note 22)	-	-	185	-
Guarantee deposits received	480	-	464	-
Other non-current liabilities (Note 12)	<u>102</u>	<u>-</u>	<u>1,590</u>	<u>-</u>
Total non-current liabilities	<u>74,067</u>	<u>2</u>	<u>57,455</u>	<u>2</u>
Total liabilities	<u>978,256</u>	<u>26</u>	<u>969,806</u>	<u>30</u>
Equity attributable to owners of the Company				
Share capital	<u>780,996</u>	<u>21</u>	<u>693,996</u>	<u>21</u>
Capital surplus	<u>480,527</u>	<u>13</u>	<u>60,000</u>	<u>2</u>
Retained earnings				
Legal reserve	164,945	4	137,054	4
Special reserves	26,854	1	20,397	1
Unappropriated earnings	<u>506,707</u>	<u>13</u>	<u>598,919</u>	<u>18</u>
Total retained earnings	<u>698,506</u>	<u>18</u>	<u>756,370</u>	<u>23</u>
Other equity	(<u>8,278</u>)	<u>-</u>	(<u>26,854</u>)	(<u>1</u>)
Total equity attributable to owners of the Company	1,951,751	52	1,483,512	45
Non-controlling interests	<u>824,078</u>	<u>22</u>	<u>830,447</u>	<u>25</u>
Total equity	<u>2,775,829</u>	<u>74</u>	<u>2,313,959</u>	<u>70</u>
Total liabilities and equity	<u>\$ 3,754,085</u>	<u>100</u>	<u>\$ 3,283,765</u>	<u>100</u>

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

Data Image Corporation and Its Subsidiaries
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Operating revenue (Notes 24 and 32)	\$ 3,418,445	100	\$ 3,916,245	100
Operating costs (Notes 10, 17, 25, and 32)	<u>2,563,645</u>	<u>75</u>	<u>2,986,378</u>	<u>76</u>
Gross profit	854,800	25	929,867	24
Realized gain on transactions	<u>761</u>	<u>-</u>	<u>2,476</u>	<u>-</u>
Realized gross profit	<u>855,561</u>	<u>25</u>	<u>932,343</u>	<u>24</u>
Operating expenses (Notes 17, 25, and 32)				
Selling expenses	105,767	3	115,601	3
General and administrative expenses	222,488	6	222,476	6
Research and development expenses	209,496	6	191,557	5
Expected credit (gain)loss	(<u>8,400</u>)	<u>-</u>	<u>6,000</u>	<u>-</u>
Total operating expenses	<u>529,351</u>	<u>15</u>	<u>535,634</u>	<u>14</u>
Operating income	<u>326,210</u>	<u>10</u>	<u>396,709</u>	<u>10</u>
Non-operating income and expenses (Notes 25 and 32)				
Interest income	12,879	-	8,388	-
Other income	2,363	-	6,122	-
Other gains and losses	(<u>7,461</u>)	<u>-</u>	(<u>1,797</u>)	<u>-</u>
Finance cost	(<u>2,753</u>)	<u>-</u>	(<u>5,485</u>)	<u>-</u>
Share of profit or loss of associates	<u>577</u>	<u>-</u>	(<u>5,889</u>)	<u>-</u>
Total non-operating income and expenses	<u>5,605</u>	<u>-</u>	<u>1,339</u>	<u>-</u>
Income before income tax	331,815	10	398,048	10
Income tax expenses (Note 26)	<u>60,327</u>	<u>2</u>	<u>83,547</u>	<u>2</u>
Net income	<u>271,488</u>	<u>8</u>	<u>314,501</u>	<u>8</u>
Other comprehensive income (Notes 22, 23 and 26)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	1,831	-	164	-

(Continued)

Data Image Corporation and Its Subsidiaries
Consolidated Statements of Comprehensive Income

For the Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Unrealized gains(losses) on investments in equity instruments at fair value through other comprehensive income	\$ 421	-	\$ 1,591	-
Income tax related to items that will not be reclassified subsequently to profit or loss	(1,370)	-	(33)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of financial statements of foreign operations	18,648	1	(7,147)	-
Share of the other comprehensive income (loss) of associates accounted for using the equity method	<u>726</u>	-	<u>92</u>	-
Other comprehensive income (loss), net of income tax	<u>20,256</u>	<u>1</u>	<u>(5,333)</u>	-
Total comprehensive income	<u>\$ 291,744</u>	<u>9</u>	<u>\$ 309,168</u>	<u>8</u>
Net income attributable to:				
Owners of the Company	\$ 223,194	7	\$ 278,863	7
Non-controlling interests	<u>48,294</u>	<u>1</u>	<u>35,638</u>	<u>1</u>
	<u>\$ 271,488</u>	<u>8</u>	<u>\$ 314,501</u>	<u>8</u>
Total comprehensive income attributable to:				
Owners of the Company	\$ 241,924	7	\$ 272,453	7
Non-controlling interests	<u>49,820</u>	<u>2</u>	<u>36,715</u>	<u>1</u>
	<u>\$ 291,744</u>	<u>9</u>	<u>\$ 309,168</u>	<u>8</u>
Earnings per share (Note 27)				
Basic earnings per share	<u>\$ 2.93</u>		<u>\$ 4.02</u>	
Diluted earnings per share	<u>\$ 2.91</u>		<u>\$ 3.99</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, 2024 and 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company					Other equity (Note 23)		Total	Non-Controlling Interests (Note 23)	Total Equity
	Share Capital (Note 23)	Capital Surplus (Note 23)	Retained Earnings (Note 23)			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					
Balance at January 1, 2023	\$ 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:										
Legal reserve	-	-	42,224	-	(42,224)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(346,998)	-	-	(346,998)	-	(346,998)
	-	-	42,224	-	(389,222)	-	-	(346,998)	-	(346,998)
Reversal of Special Reserve	-	-	-	(5,902)	5,902	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	(37,812)	(37,812)
Net income for the Year Ended December 31, 2023	-	-	-	-	278,863	-	-	278,863	35,638	314,501
Other comprehensive income for the Year Ended December 31, 2023, net of income tax	-	-	-	-	47	(7,022)	565	(6,410)	1,077	(5,333)
Total comprehensive income for the Year Ended December 31, 2023	-	-	-	-	278,910	(7,022)	565	272,453	36,715	309,168
Balance at December 31, 2023	693,996	60,000	137,054	20,397	598,919	(26,998)	144	1,483,512	830,447	2,313,959
Appropriation of 2023 earnings:										
Legal reserve	-	-	27,891	-	(27,891)	-	-	-	-	-
Special reserve	-	-	-	6,457	(6,457)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(277,598)	-	-	(277,598)	-	(277,598)
	-	-	27,891	6,457	(311,946)	-	-	(277,598)	-	(277,598)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	(46,743)	(46,743)
Net income for the Year Ended December 31, 2024	-	-	-	-	223,194	-	-	223,194	48,294	271,488
Other comprehensive income for the Year Ended December 31, 2024, net of income tax	-	-	-	-	167	18,414	149	18,730	1,526	20,256
Total comprehensive income for the Year Ended December 31, 2024	-	-	-	-	223,361	18,414	149	241,924	49,820	291,744
Gain from exercise of disgorgement	-	6	-	-	-	-	-	6	-	6
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	(3,627)	33	(20)	(3,614)	(9,446)	(13,060)
Issuance of ordinary shares for cash	87,000	419,160	-	-	-	-	-	506,160	-	506,160
Share-based payments	-	1,361	-	-	-	-	-	1,361	-	1,361
Balance at December 31, 2024	\$ 780,996	\$ 480,527	\$ 164,945	\$ 26,854	\$ 506,707	(\$ 8,551)	\$ 273	\$ 1,951,751	\$ 824,078	\$ 2,775,829

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, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from operating activities		
Income before income tax	\$ 331,815	\$ 398,048
Adjustments for:		
Depreciation expenses	65,799	63,921
Amortization expenses	20,795	21,154
Expected credit loss (reversed) recognized	(8,400)	6,000
Net loss on fair value changes of financial assets and liabilities at fair value through profit or loss	42,193	25,258
Finance cost	2,753	5,485
Interest income	(12,879)	(8,388)
Share-based payments	1,361	-
Share of profit or loss of associates	(577)	5,889
Loss on disposal of property, plant and equipment	266	467
Write-down of inventories	7,952	32,595
Realized gain on transactions with associates	(761)	(2,476)
Changes in operating assets and liabilities		
Financial assets mandatorily measured at fair value through profit or loss	2,422	29,787
Notes receivable	-	410
Accounts receivable	(142,822)	164,844
Accounts receivable from related parties	(11,573)	129,677
Other receivables	(11,889)	7,894
Other receivables from related parties	(2,500)	1,811
Inventories	51,696	313,264
Prepayments	(3,694)	7,815
Other current assets	143	1,355
Net defined benefit asset	(292)	-
Financial liabilities at fair value through profit or loss	(32,159)	(65,772)
Contract liabilities - Current	10,285	(2,022)
Notes payable	(307)	93
Accounts payable	38,181	(200,193)
Accounts payable from related parties	(13,780)	(23,116)
Other payables	4,469	(35,868)
Other payables from related parties	18,996	2,006
Provisions	2,583	(413)
Other current liabilities	707	(2,096)
Net defined benefit liabilities	(<u>185</u>)	(<u>522</u>)
Cash generated from operations	360,598	876,907

(Continued)

Data Image Corporation and Its Subsidiaries

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Interest received	\$ 12,836	\$ 8,268
Interest paid	(2,801)	(5,569)
Income tax paid	(<u>92,872</u>)	(<u>133,863</u>)
Net cash generated from operating activities	<u>277,761</u>	<u>745,743</u>
Cash flows from investing activities		
Purchase of financial assets at amortized cost	-	(117)
Proceeds from sale of financial assets at amortized cost	-	117
Payments for property, plant and equipment and prepayment for equipment	(34,315)	(25,017)
Proceeds from disposal of property, plant and equipment	-	495
Increase in refundable deposits	(1,451)	(1,255)
Decrease in refundable deposits	184	2,546
Payments for intangible assets	(3,443)	(2,065)
Increase in other non-current assets	(<u>265</u>)	<u>-</u>
Net cash used in investing activities	(<u>39,290</u>)	(<u>25,296</u>)
Cash flows from financing activities		
Repayments of short-term borrowings	(44,558)	(240,000)
Proceeds from long-term borrowings	-	240,000
Repayment of long-term borrowings	-	(220,000)
Repayment of the principal portion of lease liabilities	(13,731)	(10,838)
Dividends paid	(277,598)	(346,998)
Proceeds from issuance of ordinary shares	505,526	-
Gain from exercise of disgorgement	6	-
Changes in non-controlling interests	(<u>59,803</u>)	(<u>37,812</u>)
Net cash generated from (used in) financing activities	<u>109,842</u>	(<u>615,648</u>)
Effects of exchange rate changes on the balance of cash held in foreign currencies	<u>9,531</u>	(<u>3,309</u>)
Net increase in cash and cash equivalents	357,844	101,490
Cash and cash equivalents at the beginning of the year	<u>947,955</u>	<u>846,465</u>
Cash and cash equivalents at the end of the year	<u>\$ 1,305,799</u>	<u>\$ 947,955</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, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Data Image Corporation as of December 31, 2024 and 2023, 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.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of 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, 2024. 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 financial statements for the year ended December 31, 2024 is stated as follows:

Occurrence of operating revenue

Data Image Corporation is engaged in the design, manufacturing, and sales of LCD touch modules and LCD modules. The manufacturing of LCD touch modules and LCD modules are customized products and make development according to different purposes and needs of customers. Although the operating revenue in 2024 decreased from the same period of last year, the operating revenue 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 revenue 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 revenue 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 the 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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chih-Ming Shao and Kuo-Ning Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of Chian

March 4, 2025

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 Sheets

December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

Assets	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
Current assets				
Cash and cash equivalents (Note 6)	\$ 699,083	26	\$ 364,246	17
Financial assets at fair value through profit or loss - Current (Note 7)	-	-	4,246	-
Accounts receivable (Notes 8 and 18)	430,560	16	336,514	15
Accounts receivable from related parties (Notes 18 and 26)	17,830	1	7,277	1
Other receivables (Note 8)	6,122	-	4,296	-
Other receivables from related parties (Note 26)	107	-	-	-
Inventories (Note 9)	291,036	11	311,735	14
Other current assets (Notes 14 and 26)	<u>6,111</u>	<u>-</u>	<u>6,370</u>	<u>-</u>
Total current assets	<u>1,450,849</u>	<u>54</u>	<u>1,034,684</u>	<u>47</u>
Non-current assets				
Investments accounted for using the equity method (Note 10)	1,150,910	43	1,103,917	50
Property, plant and equipment (Notes 11 and 26)	21,722	1	23,551	1
Right-of-use assets (Notes 12 and 26)	37,186	1	13,231	1
Intangible assets	2,181	-	3,109	-
Deferred tax assets (Note 20)	9,200	-	6,983	-
Net defined benefit assets - Non-current (Note 13)	2,196	-	2,196	-
Other non-current assets (Notes 14 and 27)	<u>14,613</u>	<u>1</u>	<u>9,962</u>	<u>1</u>
Total current assets	<u>1,238,008</u>	<u>46</u>	<u>1,162,949</u>	<u>53</u>
Total assets	<u>\$ 2,688,857</u>	<u>100</u>	<u>\$ 2,197,633</u>	<u>100</u>
Liabilities and equity				
Current liabilities				
Financial liabilities at fair value through profit or loss - Current (Note 7)	\$ 1,824	-	\$ -	-
Contract liabilities - Current (Note 18)	91,085	4	79,864	4
Notes payable (Note 15)	-	-	307	-
Accounts payable (Note 15)	155,824	6	141,616	6
Accounts payable from related parties (Note 26)	315,507	12	315,742	14
Other payables (Note 16)	85,924	3	83,445	4
Other payables from related parties (Note 26)	8,536	-	10,891	1
Current tax liabilities (Note 20)	29,200	1	59,343	3
Provisions - Current	5,660	-	4,283	-
Lease liabilities - Current (Notes 12 and 26)	8,997	-	10,105	-
Other current liabilities	<u>2,293</u>	<u>-</u>	<u>2,142</u>	<u>-</u>
Total current liabilities	<u>704,850</u>	<u>26</u>	<u>707,738</u>	<u>32</u>
Non-current liabilities				
Deferred tax liabilities (Note 20)	3,312	-	2,206	-
Lease liabilities – Non-current (Notes 12 and 26)	<u>28,944</u>	<u>1</u>	<u>4,177</u>	<u>-</u>
Total non-current liabilities	<u>32,256</u>	<u>1</u>	<u>6,383</u>	<u>-</u>
Total liabilities	<u>737,106</u>	<u>27</u>	<u>714,121</u>	<u>32</u>
Equity				
Share capital	<u>780,996</u>	<u>29</u>	<u>693,996</u>	<u>32</u>
Capital surplus	<u>480,527</u>	<u>18</u>	<u>60,000</u>	<u>3</u>
Retained earnings				
Legal reserve	164,945	6	137,054	6
Special reserves	26,854	1	20,397	1
Unappropriated earnings	<u>506,707</u>	<u>19</u>	<u>598,919</u>	<u>27</u>
Total retained earnings	<u>698,506</u>	<u>26</u>	<u>756,370</u>	<u>34</u>
Other equity	(<u>8,278</u>)	<u>-</u>	(<u>26,854</u>)	(<u>1</u>)
Total equity	<u>1,951,751</u>	<u>73</u>	<u>1,483,512</u>	<u>68</u>
Total liabilities and equity	<u>\$ 2,688,857</u>	<u>100</u>	<u>\$ 2,197,633</u>	<u>100</u>

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

Data Image Corporation

Statements of Comprehensive Income

For the Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Operating revenue (Notes 18 and 26)	\$ 2,543,460	100	\$ 3,004,078	100
Operating costs (Notes 9, 19 and 26)	2,049,109	81	2,485,140	83
Gross profit	494,351	19	518,938	17
Realized gain on transactions	1,041	-	303	-
Realized gross profit	495,392	19	519,241	17
Operating expenses (Notes 19 and 26)				
Selling expenses	61,873	3	66,788	2
General and administrative expenses	108,583	4	111,407	4
Research and development expenses	109,780	4	99,126	3
Expected credit loss(gain)	473	-	(613)	-
Total operating expenses	280,709	11	276,708	9
Operating income	214,683	8	242,533	8
Non-operating income and expenses (Notes 19 and 26)				
Interest income	7,012	-	3,930	-
Other gains and losses	(5,644)	-	852	-
Finance cost	(350)	-	(2,014)	-
Share of profit or loss of subsidiaries and associates	44,475	2	83,840	3
Total non-operating income and expenses	45,493	2	86,608	3
Income before income tax	260,176	10	329,141	11
Income tax expenses (Note 20)	36,982	1	50,278	2
Net income	223,194	9	278,863	9

(Continued)

Data Image Corporation

Statements of Comprehensive Income

For the Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars; Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Other comprehensive income (Notes 22, 23 and 26)				
Items that will not be reclassified subsequently to profit or loss				
Share of the other comprehensive income (loss) of subsidiaries accounted for using the equity method	316	-	612	-
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	<u>18,414</u>	<u>1</u>	(<u>7,022</u>)	<u>-</u>
Other comprehensive income (loss), net of income tax	<u>18,730</u>	<u>1</u>	(<u>6,410</u>)	<u>-</u>
Total comprehensive income	<u>\$ 241,924</u>	<u>10</u>	<u>\$ 272,453</u>	<u>9</u>
Earnings per share (Note 21)				
Basic earnings per share	<u>\$ 2.93</u>		<u>\$ 4.02</u>	
Diluted earnings per share	<u>\$ 2.91</u>		<u>\$ 3.99</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, 2024 and 2023
(In Thousands of New Taiwan Dollars)

	Share Capital (Note 17)	Capital Surplus (Note 17)	Retained Earnings (Note 17)			Other Equity (Note 17)		Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Financial Statements of Foreign Operations	Unrealized Valuation Gains (Losses) on Financial Assets at Fair Value through Other Comprehensive Income	
Balance at January 1, 2023	\$ 693,996	\$ 60,000	\$ 94,830	\$ 26,299	\$ 703,329	(\$ 19,976)	(\$ 421)	\$ 1,558,057
Appropriation of 2022 earnings								
Legal reserve	-	-	42,224	-	(42,224)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(346,998)	-	-	(346,998)
	-	-	42,224	-	(389,222)	-	-	(346,998)
Reversal of special reserve	-	-	-	(5,902)	5,902	-	-	-
Net income for the year ended December 31, 2023	-	-	-	-	278,863	-	-	278,863
Other comprehensive income for the year ended December 31, 2023, net of income tax	-	-	-	-	47	(7,022)	565	(6,410)
Total comprehensive income for the year ended December 31, 2023	-	-	-	-	278,910	(7,022)	565	272,453
Balance at December 31, 2023	693,996	60,000	137,054	20,397	598,919	(26,998)	144	1,483,512
Appropriation of 2023 earnings								
Legal reserve	-	-	27,891	-	(27,891)	-	-	-
Special reserve	-	-	-	6,457	(6,457)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(277,598)	-	-	(277,598)
	-	-	27,891	6,457	(311,946)	-	-	(277,598)
Net income for the year ended December 31, 2024	-	-	-	-	223,194	-	-	223,194
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	167	18,414	149	18,730
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	223,361	18,414	149	241,924
Gain from exercise of disgorgement	-	6	-	-	-	-	-	6
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	(3,627)	33	(20)	(3,614)
Issuance of ordinary shares for cash	87,000	419,160	-	-	-	-	-	506,160
Share-based payments	-	1,361	-	-	-	-	-	1,361
Balance at December 31, 2024	\$ 780,996	\$ 480,527	\$ 164,945	\$ 26,854	\$ 506,707	(\$ 8,551)	\$ 273	\$ 1,951,751

The accompanying notes are an integral part of the financial statements

Data Image Corporation

Statements of Cash Flows

For the Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Cash flows from operating activities		
Income before income tax	\$ 260,176	\$ 329,141
Adjustments for:		
Depreciation expenses	20,530	21,619
Amortization expenses	1,328	1,992
Expected credit loss recognized (reversed)	473	(613)
Net loss on fair value changes of financial assets and liabilities at fair value through profit or loss	20,070	16,234
Finance cost	350	2,014
Interest income	(7,012)	(3,930)
Share-based payments	1,361	-
Share of profit or loss of subsidiaries and associates	(44,475)	(83,840)
Loss on disposal of property, plant and equipment	-	(211)
Write-down of inventories	10,833	1,291
Realized gain on transactions with associates	(1,041)	(303)
Changes in operating assets and liabilities		
Financial assets mandatorily measured at fair value through profit or loss	4,196	24,940
Accounts receivable	(94,519)	122,667
Accounts receivable from related parties	(10,553)	100,459
Other receivables	(1,786)	761
Inventories	9,866	129,260
Prepayments	212	1,728
Other current assets	47	1,346
Financial liabilities at fair value through profit or loss	(18,196)	(46,792)
Contract liabilities - Current	11,221	(1,244)
Notes payable	(307)	93
Accounts payable	14,208	(106,560)
Accounts payable from related parties	(235)	54,083
Other payables	2,155	(21,259)
Other payables from related parties	(4,197)	(307)
Provisions	1,377	(1,904)
Other current liabilities	<u>151</u>	<u>145</u>
Cash generated from operations	176,233	540,810
Interest received	6,972	3,927
Interest paid	(350)	(2,094)
Income tax paid	(<u>67,602</u>)	(<u>79,124</u>)
Net cash generated from operating activities	<u>115,253</u>	<u>463,519</u>

(Continued)

Data Image Corporation

Statements of Cash Flows

For the Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Cash flows from investing activities		
Acquisition of additional interests in subsidiaries	(13,060)	-
Payments for property, plant and equipment and prepayment for equipment	(10,002)	(6,709)
Proceeds from disposal of property, plant and equipment	-	495
Increase in refundable deposits	(17)	(22)
Payments for intangible assets	(400)	(700)
Increase in other non-current assets	(265)	-
Dividends received	<u>26,592</u>	<u>20,856</u>
Net cash generated from investing activities	<u>2,848</u>	<u>13,920</u>
Cash flows from financing activities		
Repayment of long-term borrowings	-	(220,000)
Repayment of the principal portion of lease liabilities	(11,198)	(10,709)
Dividends paid	(277,598)	(346,998)
Proceeds from issuance of ordinary shares	505,526	-
Gain from exercise of disgorgement	<u>6</u>	<u>-</u>
Net cash generated from (used in) financing activities	<u>216,736</u>	(<u>577,707</u>)
Net increase (decrease) in cash and cash equivalents	334,837	(100,268)
Cash and cash equivalents at the beginning of the year	<u>364,246</u>	<u>464,514</u>
Cash and cash equivalents at the end of the year	<u>\$ 699,083</u>	<u>\$ 364,246</u>

The accompanying notes are an integral part of the financial statements

Attachment 3

2024 Table of Earnings Distribution

	Unit: NT\$
Net profit after tax	223,194,117
Less: Earnings are retained for investment adjustments using the equity method	(3,627,434)
Add: Actuarial gains of the defined benefit plan included in retained earnings	166,996
Less: Provision of legal reserve	(21,973,368)
Add: Reversal of special reserve	18,576,819
Distributable earnings for 2024	216,337,130
Add: Undistributed earnings at the beginning of the period	286,971,236
Accumulated distributable earnings as of 2024	503,308,366
Distribution items:	
Shareholders' cash dividend (NT\$3,000 per 1,000 shares)	(234,298,947)
Undistributed earnings at the end of the period	269,009,419

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

Comparison table for the Articles of Incorporation before and after amendment

Article No	After amendment	Before amendment	Reason for Amendments
Article 16	<p>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.</p> <p>However, if the Company has cumulative losses, it shall make up such losses.</p> <p><u>The distribution of basic-level wages shall not be less than 10% of the total wages of the total employee compensation.</u></p> <p>The counterparties for the distribution of stocks or cash <u>under the first item</u> may include employees of subordinated companies who fulfill certain conditions; the board of directors is authorized to determine the conditions and distribution method.</p>	<p>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.</p> <p>However, if the Company has cumulative losses, it shall make up such losses.</p> <p>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.</p>	To comply with the amendment of the regulations.
Article 19	<p>These Articles of Incorporation were enacted on November 5, 1997 (Ignored.) amended on June 15, 2023 for the twenty-one time. <u>amended on May 23, 2025 for the twenty-two time.</u></p>	<p>These Articles of Incorporation were enacted on November 5, 1997 (Ignored.) amended on June 15, 2023 for the twenty-one time.</p>	To add the amendment date

Attachment 5

List of Non-competition Restrictions of Directors

Director	Content for the release item of non-competition restrictions of Directors	
Qisda Corporation	Dunpin No.1 Innovation Investment Co., Ltd.	Director
	Dunpin No.2 Innovation Investment Co., Ltd	Director
	MarkeTop Smart Solutions Co., Ltd.	Director
	Phoenix Land nnovation Technology Venture Capital CorporationBenQ Corporation	Director
	NORBEL BABY CO.,LTD.	Chairman
Qisda Corporation Representative: Han-Chou (Joe) Huang	BenQ Biotech (Shanghai) Co.,Ltd.	Corporate director representative
	Shanghai Filter Technology Co.,Ltd	Corporate director representative
	Metaage Corporation	Corporate director representative
	Ju Cheng Investment Co., Ltd.	Chairman
Qisda Corporation Representative: Qiu-Jin (Jasmin) Hung	BenQ Foundations	Director
Si-Ping (Phil) Yu	Kyoritsu Optonics Co., Ltd.	Director
Fu-Ji Deng	CASWELL, INC.	Independent Director
Yeh Hui-Xin	Weixin Financial Consulting Co., Ltd.	Director
	Simula Technology Inc.	Independent Director
Ma Xiao-Kang	Ho-Ping Power Company	Independent Director
	Chung Hua Chemical Industrial Works Ltd.	Independent Director
	Chung Hwa Pulp Corporation	Independent Director
Yeh Hui-Xin	MIRLE AUTOMATION CORPORATION	Independent Director
	BenQ Medical Technology Corporation	Independent Director

Appendix 1 Rules of Procedure

for Shareholders' Meetings

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

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(Before amendment)

Chapter 1 General Provisions

- Article 1: The Company is incorporated in accordance with the Company Act and named. 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 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 32,167,882 shares, accounting for 41.19% of the total number of shares of the Company. The number of shares held by individual Directors is as follows:

Book closure date: March 25, 2025

Identity	Name	Number of shares held	Shareholding ratio (%)
Chairman	Han-Chou (Joe) Huang (representative of Qisda Corporation)	24,295,000	31.11
Director	Dao-Long (Daniel) Hsueh (representative of Qisda Corporation)	24,295,000	31.11
Director	Qiu-Jin (Jasmin) Hung (representative of Qisda Corporation)	24,295,000	31.11
Director	Zi-Pei (Joe) Li (representative of Qisda Corporation)	24,295,000	31.11
Vice Chairman	Si-Ping (Phil) Yu	3,831,516	4.91
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	Yeh Hui-Xin	0	0
Total		32,167,882	41.19