

2023 General Shareholders' Meeting Meeting agenda book



The meeting method : physical shareholders' meeting
Date and Time: 9:00 a.m., Friday, June 16, 2023
Address: No. 20, Creation Rd. 1, Science Park, Hsinchu, Taiwan 300, R.O.C.

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Avision Inc.
2023 Annual General Meeting Procedure

- I. Call the Meeting to Order
- II. Chairman in Position
- III. Chairman's Remarks
- IV. Report Items
- V. Ratification Items
- VI. Discussion Items
- VII. Extraordinary Motions
- VIII. Meeting Adjourned

Avision Inc.

Agenda of 2023 General Shareholders' Meeting

- I. Date and Time: 9:00 a.m., Friday, June 16, 2023
- II. Address: No. 20, Creation Rd. 1, Science Park, Hsinchu, Taiwan 300, R.O.C.
(physical meeting)
- III. Attendees: All shareholders and equity representatives
- IV. Chairman: Sheng, Shao-Lan
- V. Chairman's Remarks
- VI. Report Items:
 - (I) The Company's 2022 Business Report.
 - (II) The Company's 2022 Audit Committee Audit Report.
 - (III) Mainland China investment overview.
 - (IV) The Company's resolution of not distributing dividends for 2022.
 - (V) Execution of the Company's capital increase and operating improvement plan.
 - (VI) Execution of the Company's private placement of ordinary shares.
- VII. Ratification Items:
 - (I) 2022 Business Report and Financial Statements.
 - (II) 2022 Loss Compensation.
- VIII. Discussion Items:
 - (I) Proposal for amendment to parts of the provisions of the Company's "Articles of Incorporation".
 - (II) Proposal for amendment to parts of the provisions of the "Rules of Procedure for Shareholders' Meeting" of the Company.
 - (III) Proposal for the Company to perform private placement with issuance of common shares.
- IX. Extraordinary Motions:
- X. Meeting Adjourned:

Report Items

- I. The Company's 2022 Business Report; please review.

(Proposed by the Board of Directors)

Explanation: 2022 Business Report. (please refer to Attachment 1 on page 10 of this manual)

- II. The Company's 2022 Audit Committee Audit Report; please review.

(Proposed by the Board of Directors)

Explanation: Audit Committee Review Report. (please refer to Attachment 2 on page 11 of this manual)

- III. Mainland China investment overview.

(Proposed by the Board of Directors)

Explanation: Mainland China investment overview. (please refer to Attachment 3 on page 12 of this manual)

- IV. The Company's resolution of not distributing dividends for 2022.

(Proposed by the Board of Directors)

Explanation: The Company did not make a profit in 2022, so it is not planned to distribute dividends.

- V. Execution of the Company's capital increase and operating improvement plan.

(Proposed by the Board of Directors)

Explanation: Execution of the Company's capital increase and operating improvement plan. (please refer to Attachment 4 on pages 13~15 of this manual)

- VI. Execution of the Company's private placement of ordinary shares.

(Proposed by the Board of Directors)

Explanation: Execution of the Company's private placement of ordinary shares. (please refer to Attachment 5 on page 16 of this manual)

Ratification Items

Case 1: (Proposed by the Board of Directors)

Proposal: 2022 Business Report and Financial Statements; please ratify.

Explanation: The Company's 2022 financial statements have been audited by PwC Taiwan, and have been audited along with the business report; please ratify. (please refer to Attachment 1 on page 10, Attachment 6 on page 17~31 and Attachment 7 on page 32~44 of this manual).

Resolution:

Case 2: (Proposed by the Board of Directors)

Proposal: 2022 loss compensation; please ratify.

Explanation: The Company's 2022 loss compensation scheme has been approved by the board meeting and audited by the Audit Committee; please ratify. (please refer to Attachment 8 on page 45 of this manual)

Resolution:

Discussion Items

Case 1: (Proposed by the Board of Directors)

Proposal: Proposal for amendment to parts of the provisions of the Company's "Articles of Incorporation".

Explanation: 1. Proposal for amendment to parts of the provisions of the Company's "Articles of Incorporation."
2. Comparison table of articles before and after the amendment and articles after the proposed amendment (please refer to Attachment 9 on page 46~56 of this manual).
3. Please make a resolution.

Resolution:

Case 2: (Proposed by the Board of Directors)

Proposal: Proposal for amendment to parts of the provisions of the "Rules of Procedure for Shareholders' Meeting" of the Company.

Explanation: 1. Proposal for amendment to parts of the provisions of the Company's "Rules of Procedure for Shareholders' Meetings."
2. Comparison table of articles before and after the amendment and articles after the proposed amendment (please refer to Attachment 10 on page 57~86 of this manual).
3. Please make a resolution.

Resolution:

Case 3: (Proposed by the Board of Directors)

Proposal: Proposal for the Company to perform private placement with issuance of common shares.

Explanation: 1. In response to changes in the overall operating environment in the future, the Company is enriching its working capital for its future development funding needs. It also examines factors such as the timeliness, convenience, issuance cost and equity stability

of the cost of capital and simulates market conditions and the Company's funding needs. At the appropriate time, the Company issues 20,000,000 ordinary shares through private placement, which is explained as follows according to Article 43-6 of the Securities and Exchange Act:

(I) Basis and rationality of pricing:

The price of the private placement is determined based on the simple arithmetic mean of the closing price of ordinary shares 1, 3 or 5 business days before the pricing date, minus the free allotment and plus the stock price after the capital reduction as the reference price, or the simple arithmetic mean of the closing price of ordinary shares 30 business days before the pricing date, minus the stock and cash dividends and plus the stock price after the capital reduction; the higher of the two will be the reference price. For the subscription price for this private placement of ordinary shares, it is proposed to request the shareholders' meeting to authorize the board of directors to, in accordance with the regulations above, set the private placement price at no less than 80% of the reference price. If the actual price is not lower than the percentage determined by the shareholders' meeting, it is proposed to request the shareholders' meeting to authorize the board of directors to negotiate with specific individuals and determine the price based on market conditions. The price is set by reference to the current situation of the Company and the recent market price of the Company's stock price. The set price should be reasonable.

(II) Reasons and rationale if the private placement price is below the face value:

According to current laws and the aforementioned pricing method, the price of this private placement may be lower than the face value. However, in accordance with Article 43-8 of the Securities and Exchange Act, there is a 3-year restriction on the free transfer of shares issued through private placement. Therefore, it is still reasonable if the price of this private placement is lower than the face value.

If such a situation occurs, the impact on shareholder equity will be the cumulative loss caused by the difference between the actual private placement price and the face value, which will be eliminated based on the Company's future operating status.

(III) Method for selection of specific individuals:

- A. Handled in accordance with Article 43-6 of the Securities and Exchange Act.
- B. If the subscriber is a strategic investor:
 - 1. Selection method and purpose: on the premise of not causing significant changes in the Company's future management rights, choose individuals or legal entities who can help the Company improve its technology, develop products, or strengthen customer relationships.
 - 2. Necessity and expected benefits: Enhancing the Company's competitiveness and operational effectiveness through its advantages in experience, technology, knowledge, etc.
- C. If the subscriber is a company insider or related party:
 - 1. List of possible subscribers and relationship with the Company: (1) Sheng Shao-Lan/Chairman (2) Lo Hsiu-Chun/Chairman's spouse (3) Chen Yen-Cheng/Director (4) Wu Yung-Chuan/Director (5) Chou Chung-Li/Vice President (6) Kuo Chen/Vice President (7) Gotoda Katsuhiko/Vice-President.
 - 2. Selection method and purpose: priority is given to those who have a clear understanding of the Company's operations and can directly or indirectly benefit its future operations.
 - 3. If the subscriber is a legal person shareholder or a top-ten shareholder in terms of shareholding ratio, the relationship with the Company: not applicable.

(IV) Necessity for the private placement:

- 1. Reason for not adopting public offering: the Company still needs the injection of working capital

and it may not be easy to obtain the required funds in a short time only through public offering.

Therefore, it is proposed to raise funds from specific persons through private placement to quickly inject the required funds. In addition, the fact that the board of directors is authorized to handle private placement based on actual needs also effectively improves the mobility and flexibility of fundraising.

2. This private placement is expected to be divided into one or two instalments; regardless of the number of instalments, the total number of shares to be issued is limited to 20,000,000 shares.
 3. Application of funds: the funds from each instalment is to enrich the working capital, or to meet the funding needs of the Company's future development.
 4. Expected benefits to be achieved: the expected benefit to be achieved from each instalment is the strengthening of the Company's financial structure, and improvement of the Company's operating effectiveness and overall competitiveness.
- (V) If it is expected that the private placement installment cannot be completed before the deadline or if there is no plan to continue the private placement installments within the remaining period, but the original plan is still feasible, then it is deemed that the funds for private placement of securities have been fully received.
- (VI) Rights and obligations of the private placement securities: according to the Securities and Exchange Act, the ordinary shares of the private placement shall not be freely transferred for a period of 3 years from the delivery date. After 3 years from the delivery date, the Company plans to apply with the competent authority for listing and trading of the securities in accordance with the relevant provisions of the Securities and Exchange Act. Other than the provisions above, the rights and obligations of the ordinary shares in this private placement are the same as those of the

Company's issued ordinary shares.

(VII) For the private placement securities, it is proposed that the shareholders' meeting fully authorizes the board of directors to handle related matters within 1 year from the date of resolution of the shareholders' meeting.

(VIII) Regarding the main content of this private placement plan, other than the percentage of private placement, if there is any change due to amendments to relevant laws and regulations or due to the objective environment, it is proposed that the shareholders' meeting authorizes the board of directors to make amendments according to the situation of the current market.

2. Please make a resolution.

Resolution:

Extraordinary Motions

Meeting Adjourned

Attachments 1: Business Report

Avision Inc. 2022 Business Report

The consolidated operating revenue of the Company in 2022 was NT\$2,832,440 thousand, an increase of 0.15% from that in 2021, and the total comprehensive income for the current period was a loss of NT\$59,931 thousand, a decrease of 50% from the loss of NT\$206,550 thousand in 2021. This is mainly due to the positive market response to the Company's high-speed document scanner and self-developed printer, as well as the proper control and management of operating expenses which results in a decrease in non-operating expenses.

The 2022 operation overview is as follows:

(I) Market Overview:

Although the global impact of COVID-19 gradually reduced in 2022, the Company's high-speed document scanner received a positive market response. However, China did not officially deblock its cities until the beginning of 2023 and there are still variables in the impact and its aftermath on the market. In the first quarter of 2023, there will still be an impact from the Chinese market and better sales results may be expected after the second quarter.

(II) Overview of Production and Sales:

Avision still has two production sites in Hsinchu, Taiwan and Suzhou of mainland China in 2022. The Suzhou Plant, in particular, is the main production site for printer products. Meanwhile, in light of the macro-environmental changes and market demand increase, the Company is gradually increasing the production ratio of the Hsinchu Plant. In terms of sales, various new high-speed document scanners have been launched one after another and the sales volume and amount have started to rise.

Avision's printers have been sold in mainland China market according to the original plan. Although sales have grown, they are still affected by the pandemic and the purchase time of some customers has been delayed, and the actual sales in mainland China throughout the year are still different from the original target. According to the current customer demand information, the printer business has gradually returned to the track of sales growth.

(III) Overview of Research and Development:

Besides constant innovations and advancement in technologies, throughout 2022, Avision spared no efforts in developing high-speed and color laser printers and copiers. Its staff will also work all out to put R&D resources in sales as soon as possible to make the Company's performance more splendid.

(IV) Financial overview: Please refer to the financial statements attached to this manual.

Chairman:
Sheng Shao-Lan

Managerial Officers:
Sheng Shao-Lan

Accounting Manager:
Chen Shou-Ching

Attachments 2: Audit Committee Review Report

Audit Committee Review Report

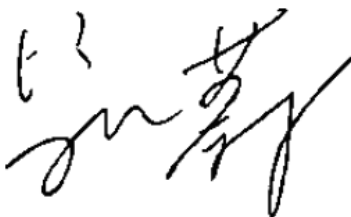
Regarding the Company's 2022 business report, financial statements and loss compensation proposal, the financial statements have been audited by CPAs Chiang Tsai-Yen and Lin Yu-Kuan of PwC Taiwan and an audit report has been issued accordingly. The aforementioned business report, financial statements and loss compensation proposal have been reviewed by the Audit Committee and there is no discrepancy found. Therefore, the report above is submitted for your review and approval in accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To:

The Company's 2023 General Shareholders' Meeting

Avision Inc.

Chairman of the Audit Committee: Liang Chiang-Wei

A handwritten signature in black ink, appearing to be 'Liang Chiang-Wei', written in a cursive style.

March 23, 2023

AVISION INC. And Subsidiaries
Information on investments in Mainland China
Year ended December 31, 2022

Expressed in thousands of NTD
(Except as otherwise indicated)

Investee in Mainland China	Main business activities	Paid-in capital	Investment method (Note 1)	Accumulated amount of remittance from Taiwan to Mainland China as of January 1, 2022	Amount remitted from Taiwan to Mainland China/ Amount remitted back to Taiwan for the year ended December 31, 2022		Accumulated amount of remittance from Taiwan to Mainland China as of December 31, 2022	Net income of investee as of December 31, 2022	Ownership held by the Company (direct or indirect)	Investment income (loss) recognised by the Company for the year ended December 31, 2022	Book value of investments in Mainland China as of December 31, 2022	Accumulated amount of investment income remitted back to Taiwan as of December 31, 2022	Footnote
					Remitted to Mainland China	Remitted back to Taiwan							
Avision (Suzhou) Co., Ltd.	Scanners and multifunction printers	\$ 1,352,791	2	\$ 1,352,791	\$ -	\$ -	\$ 1,352,791	(\$ 30,905)	100	(\$ 30,905)	\$ 1,229,418	\$ 205,688	Note 2
Avision Digital Office Equipment (Shanghai) Trading Co., Ltd.	International Trade	6,943	2	6,943	-	-	6,943	19,875	100	19,875	141,552	54,950	Note 2
Henan Centrix Technology Co., Ltd.	Discs for laser reading system and international trade	63,727	2	9,559	-	-	9,559	-	15	-	-	-	
Yichun Avision Co., Ltd.	Scanners and multifunction printers	15,608	3	-	-	-	-	(168)	100	(168)	2,183	-	Note 4
Suzhou Hongxin Microelectronics Technology Co., Ltd.	Research and development and sales of wafers	69,988	3	-	-	-	-	(21,735)	79	(17,170)	47,038	-	Note 4
Company name	Accumulated amount of remittance from Taiwan to Mainland China as of December 31, 2022 (Note 3)	Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA) (Note 3)	Ceiling on investments in Mainland China imposed by the Investment Commission of MOEA										
AVISION INC.	\$ 1,240,878	\$ 1,296,195	\$ 701,580										

Note 1: Investment methods are classified into the following three categories; fill in the number of category each case belongs to:
(1) Directly invest in a company in Mainland China.
(2) Through investing in an existing company in the third area, Avision International Inc.and Fortune Investments Ltd., which then invested in the Avision (Suzhou) Co., Ltd. and Avision Digital Office Equipment (Shanghai) Trading Co., Ltd. in Mainland China.
Through investing in an existing company in the third area, Avision Development Inc.and Sunglow International Inc., which then invested in the Henan Centrix Technology Co.,Ltd. in Mainland China.
(3) Others
Note 2: Investment income (loss) recognised by the Company was based on the financial statements of the investee that were audited by R.O.C. parent company’s independent accountants.
Note 3: At the end of this period, the investment amount transmitted from Taiwan to mainland China was US\$41,634 thousand counted with original currency. The investment amount permitted by the Investment Commission of Ministry of Economic Affairs (MOEA) was US\$43,490 thousand counted with original currency, of which US\$1,135 thousand was capital increase through capitalisation of earnings, and did not include in the limit of the Investment Commission of Ministry of Economic Affairs (MOEA).
Note 4: It was pertained to the investment in the investee in Mainland China through Avision (Suzhou) Co., Ltd. There was no amount remitted to Mainland China during the year.

Attachment 4: Execution of the Company's Capital Increase and Operating Improvement Plan

Avision Inc.

Execution of the Company's capital increase and operating improvement plan (shareholders' meeting)

- I. Handled in accordance with the letter of the Financial Supervisory Commission dated November 15, 2022 referenced Jin-Guan-Cheng-Fa No. 1110357814.
- II. Summary of operation improvement plan:
 1. The office equipment market has undergone a major transformation in the COVID-19 pandemic period. Avision's main production base and sales market are in mainland China while marketing in the global market, and the main unfavorable factors and countermeasures in the future are as follows:
 - (1) Competitors are all international giants
Response measures: The Company continues investing in R&D and innovation. In addition to focusing on the market of laser multi-functional business machines, we have developed products with faster output and higher convenience and work closely with customers to develop products to meet customized needs. The Company's self-developed printer control chip can not only improve product differentiation such as intelligent copying, but also provide customized services for enterprises, in order to distinguish the product level and improve market competitiveness, and expand market share.
 - (2) Labor shortage and rising wages in China
Response measures: The Company will improve its degree of automation in response to the continuous increase in wages and erosion of gross profit in China. Our R&D personnel will actively engage in product research and technological innovation, and continuously improve processes and equipment, in order to save labor costs and maintain the market advantage and competitiveness.
 2. Development strategy:
 - (1) Increasing the market share in the Chinese market through local production and partnership, well managing risks, and exploring the local printer market in mainland China. Currently, XC has been shortlisted as a printer manufacturer in mainland China

but is unable to develop high-end products in the short term; if there is such a demand, it will do so in the form of OEM. New products developed by Avison in the future will be marketed under its own brand in priority. If there is a demand for XC in the market, Avison with the domestic chip advantage will have a good bargaining chip.

- (2) Deeply cultivating customer relationships and establishing “partnerships” in their respective regions and seeking strategic alliances; building more effective sales teams and channels in the post-pandemic period in Europe and the United States, and actively developing customers and markets to create good sales results. Quickly promote the A1 and Rabbit III self-branded printers to Europe, the United States and Taiwan to reduce dependence on the mainland China market.
- (3) Apart from Europe and the United States, developing new markets and new customers to diversify regional risks.
- (4) Actively establishing distribution channels in various regions, expanding sales channels, manage supply chains and delivering products on time to meet customer needs. In addition to the XC printer market, state-owned enterprises and institutions in various parts of China also have various printer demands. For these price-oriented bidding projects, Avison competes with foreign companies in the capacity of a manufacturer. The Eagle and Rabbit III series are competitive and the own-brand sales in mainland China will mainly focus on these two series of products.
- (5) Allying with channel distributors to stimulate self-help copying business.
- (6) Better managing corporate assets and liabilities to more efficiently utilize assets.

III. Status of implementation in 2022:

Unit: NTD thousand

2022	Q4 Actual	Q4 Estimate	Q4 Difference	Q4 Difference ratio
Operating revenue	607,298	723,700	(116,402)	(16.08%)
Operating profit margin	190,120	164,897	25,223	15.30%
Gross profit margin	31.31%	22.79%	8.52	37.38%
Operating expenses	(240,126)	(179,487)	(60,639)	33.95%
Operating profit & loss	(50,006)	(14,590)	(35,416)	242.74%
Non-operating revenues and expenses	6,002	(1,330)	7,332	(551.28%)
Net income before tax	(34,356)	(15,921)	(18,435)	(115.79%)

Unit: NTD thousand

2022	Full-year actual	Full-year estimate	Full-year difference	Full-year difference ratio
Operating revenue	2,832,440	2,785,040	47,400	0.02%
Operating profit margin	738,496	626,062	112,434	17.96%
Gross profit margin	26.07%	22.48%	3.59%	15.97%
Operating expenses	(797,496)	(722,920)	(74,576)	10.32%
Operating profit & loss	(59,000)	(96,858)	37,858	(39.09%)
Non-operating revenues and expenses	12,752	(2,170)	14,922	(687.65%)
Net income before tax	(36,600)	(99,028)	62,428	(63.04%)

1. The slowdown of COVID-19 had a favorable influence on sales in the first three quarters and the global sales revenue grew. Especially in the first half of the year, printers which were driven by China's localization policy had a remarkable growth rate. In the second half of the year, due to the delayed introduction of the purchase catalog by the Ministry of Industry and Information Technology of China, the organizer of the original purchase plan in China postponed the purchase till December and the overall sales declined significantly, affecting the growth momentum of the whole year; however, the annual sales still reached the expected level.
2. Avison is not focusing on OEM, but emphasizes continuous investment in new products. To meet the potential demand in the post-pandemic era and strengthen the quality of key products, the R&D expenses are still higher than expected; in addition, a provision was made for bad debts in the fourth quarter, resulting in an impairment of about NT\$30 million that was not estimated in advance. Operating expenses increased by 10.32% compared with the estimated amount.
3. Under the efforts of investing in R&D expenses and focusing more on sales mix with a goal to sell high-margin products, the operating profit has reached the estimated amount with the growth of sales revenue, as the pandemic situation gradually slows down; efforts need to be made further to achieve the goal of profit and loss balance.

Attachment 5. Execution of the Company's Private Placement of Ordinary Shares

1. The Company executed the private placement of securities according to the resolution of the board meeting on May 5, 2022, and the shareholders' meeting also approved on June 15, 2022 a capital increase in cash with the issuance of 20,000,000 ordinary shares through private placement.
2. The purpose of the funds is to replenish the working capital, repay bank loans or meet the capital demand for future development, in order to strengthen the financial structure, and improve the operation outcome and overall competitiveness of the Company.
3. On June 15, 2022, the board meeting approved the private placement price of NT\$8.736 per share; on June 29, 2022, a total of NT\$32,995,872 was paid in full for 3,777,000 ordinary shares.
4. The private placement funds were fully used to enrich the working capital in the third quarter of 2022 as planned after being fully collected.
5. According to Article 6 of the Directions for Public Companies Conducting Private Placements of Securities, the Company has entered information related to the private placement securities in the private placement section of the MOPS.
6. For the remaining amount for this private placement case, due to the inability to obtain suitable subscribers, the board meeting on March 23, 2023 decided not to continue with the private placement plan.

AVISION INC.

Declaration of Consolidated Financial Statements of Affiliated Enterprises

For the year ended December 31, 2022, pursuant to “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises,” the company that is required to be included in the consolidated financial statements of affiliates, is the same as the company required to be included in the consolidated financial statements of parent and subsidiary companies under International Financial Reporting Standard No. 10. Additionally, if relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies, it shall not be required to prepare separate consolidated financial statements of affiliates.

Hereby declare,

AVISION INC.

Representative: SHENG,SHAO-LAN

March 23, 2023

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR22000642

To the Board of Directors and Shareholders of AVISION INC.

Opinion

We have audited the accompanying consolidated balance sheets of AVISION INC. and its subsidiaries (the "Group") as at December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

Key audit matters

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

The key audit matters in relation to the consolidated financial statements for the year ended December 31, 2022 are stated as follows:

Impairment assessment of property, plant and equipment and right-of-use assets

Description

The Group's property, plant and equipment and right-of-use assets amounted to NT\$675,672 thousand as at December 31, 2022. Please refer to Note 5(1) for accounting estimates and assumption uncertainty related to impairment assessment of property, plant and equipment and right-of-use assets and Notes 6(5) and 6(6) for details of property, plant and equipment and right-of-use assets. The Group determined the recoverable amounts of property, plant and equipment and right-of-use assets at the higher of the value in use and fair value less costs of disposal and assessed whether there was any impairment on property, plant and equipment and right-of-use assets utilising the recoverable amounts. Given that the assessment of value in use of property, plant and equipment and right-of-use assets involves the estimation of future cash flows and determination of discount rates and the assumptions used to forecast future cash flows and determination of discount rates have significant influence on the estimation results of value in use of property, plant and equipment and right-of-use assets, we consider the impairment assessment of property, plant and equipment and right-of-use assets a key audit matter.

How our audit addressed the matter

We performed the following key audit procedures on the above key audit matter:

1. Discussed the estimation procedures of future cash flows with the management and obtained an understanding on the Group's product strategy and execution status.
2. Assessed the reasonableness of various assumptions used by the management to estimate future cash flows, including the expected growth rate and gross margin; and assessed the parameters used for discount rates, including the risk-free return rate, industry's risk coefficient and long-term market return rate that were used to calculate cost of equity.

Assessment of allowance for inventory valuation loss

Description

The Group mainly manufactures and sells multi-function peripherals, document scanners and network peripherals. Due to the rapid technology innovation and the paperless trend in the market for development of environmental protection, energy saving and carbon reduction, these inventories have a higher risk of incurring loss on decline in market value or obsolescence. Please refer to Note 5(2) for accounting estimates and assumption uncertainty related to assessment of allowance for inventory valuation loss and Note 6(4) for details of inventories. Inventories of the Group are stated at the lower of cost and net realisable value. Given that the amount and items of the Group's inventories are significant and numerous and the management must determine the net realisable value of inventories on balance sheet date using judgements and estimates, we consider the assessment of allowance for inventory valuation loss a key audit matter.

How our audit addressed the matter

We performed the following key audit procedures on the above key audit matter:

1. Assessed the consistency of provision policies and reasonableness of procedures used for allowance for inventory valuation loss.
2. Verified the accuracy of logic in inventory aging reports to ascertain whether the inventories aged over a certain period had been included in the report.
3. Reviewed the appropriateness of estimation basis used for net realisable value of inventories and discussed and verified the supporting documents obtained from the management to assess the reasonableness of allowance for valuation loss determined by the management.

Assessment of going concern assumption

Description

The Company had a deficit of NT\$32,399 thousand for the year ended December 31, 2022 and the accumulated deficit as at December 31, 2022 was NT\$924,847 thousand. As described in Note 12(1), the management of the Company had taken necessary measures to ascertain the Company can continue to operate in the future and gradually improve financial position.

Given that the aforementioned measures have significant influence on financial position of the Company within the next year, we consider the assessment of going concern assumption a key audit matter.

How our audit addressed the matter

We performed the following key audit procedures on the above key audit matter:

1. Discussed with the management the events or conditions that affected going concern assumption and its response plan.
2. Assessed the feasibility of the management's response plan and the result of improving financial position.
3. Obtained the reasonableness of cash flow projections for the next 12 months which were prepared by the management, including:
 - (1) Assessed the reasonableness of various assumptions in the forecasted financial information used by the management;
 - (2) Inquired the terms of the borrowing contracts and ascertained there were no defaults resulting in unexpected cash outflows;
 - (3) Reviewed the existing financing contracts and ascertained the credit periods and unused facilities. In addition, reviewed the contracts newly added after the balance sheet date to ascertain whether the financing facilities and periods are sufficient to cover working capital for the next 12 months.
4. Obtained and reviewed the management's response plan and the declaration issued for feasibility of the plan.
5. Assessed the appropriateness of notes to the financial statement disclosed by the management.

Others – parent company only financial statements statements

We have audited and express an unmodified opinion on the parent company only financial statements of AVISION INC. as at and for the years ended December 31, 2022 and 2021, respectively.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' responsibilities for the audit of the consolidated financial statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit

evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 5. Evaluate the overall presentation, structure and content of the 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 appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.
- We are responsible for the direction, supervision and performance of the company 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 of the current period 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.

Chiang, Tsai-Yen

Lin, Yu-Kuan

For and on behalf of PricewaterhouseCoopers, Taiwan

March 23, 2023

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

AVISION INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 445,355	15	\$ 235,373	9
1136	Current financial assets at amortised cost, net	8	7,000	-	7,000	-
1150	Notes receivable, net	6(2)	2	-	4	-
1170	Accounts receivable, net	6(2)	787,647	27	387,392	15
1200	Other receivables		23,855	1	37,271	2
130X	Inventories	6(4)	776,193	26	899,513	35
1410	Prepayments		53,557	2	57,843	2
1470	Other current assets		28	-	224	-
11XX	Total current assets		2,093,637	71	1,624,620	63
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	97,187	3	136,583	5
1600	Property, plant and equipment	6(5) and 8	467,785	16	490,729	19
1755	Right-of-use assets	6(6)	207,887	7	232,010	9
1780	Intangible assets		54,962	2	40,262	2
1840	Deferred income tax assets	6(23)	13,250	1	13,619	-
1920	Guarantee deposits paid	8	10,678	-	2,824	-
1990	Other non-current assets		1,190	-	44,761	2
15XX	Total non-current assets		852,939	29	960,788	37
1XXX	Total assets		\$ 2,946,576	100	\$ 2,585,408	100

(Continued)

AVISION INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(7), 7 and 8	\$ 807,262	27	\$ 558,136	22
2110	Short-term notes and bills payable		25,000	1	-	-
2130	Current contract liabilities	6(16)	37,191	1	80,949	3
2150	Notes payable		90	-	-	-
2170	Accounts payable		283,825	10	394,799	15
2200	Other payables	6(8)	190,111	7	179,571	7
2230	Current income tax liabilities		3,028	-	-	-
2250	Provisions for liabilities - current		20,683	1	20,000	1
2280	Current lease liabilities		28,428	1	25,532	1
2320	Long-term liabilities, current portion	6(9) and 8	54,886	2	2,963	-
2399	Other current liabilities	8	7,887	-	9,863	-
21XX	Total current Liabilities		1,458,391	50	1,271,813	49
Non-current liabilities						
2540	Long-term borrowings	6(9) and 8	59,520	2	17,037	1
2580	Non-current lease liabilities		179,887	6	205,029	8
2600	Other non-current liabilities	6(10)	60,690	2	91,264	3
25XX	Total non-current liabilities		300,097	10	313,330	12
2XXX	Total liabilities		1,758,488	60	1,585,143	61
Equity attributable to owners of parent						
	Share capital	6(11)(12)				
3110	Share capital - common stock		2,132,211	72	1,894,441	73
	Capital surplus	6(13)				
3200	Capital surplus		92,215	3	77,455	3
	Retained earnings	6(14)				
3320	Special reserve		5,836	-	5,836	-
3350	Accumulated deficit		(924,847) (	31) (	902,020) (	35)
	Other equity	6(15)				
3400	Other equity interest		(129,446) (	4) (	80,556) (	3)
3500	Treasury stocks	6(12)	(6,669)	-	(6,669)	-
31XX	Equity attributable to owners of the parent		1,169,300	40	988,487	38
36XX	Non-controlling interest		18,788	-	11,778	1
3XXX	Total equity		1,188,088	40	1,000,265	39
	Significant commitments and contingencies	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 2,946,576	100	\$ 2,585,408	100

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

AVISION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except loss per share)

Items	Notes	Year ended December 31			
		2022		2021	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(16)	\$ 2,832,440	100	\$ 2,828,116	100
5000 Operating costs	6(4)(21)(22)	(2,093,944)	(74)	(2,224,378)	(78)
5900 Gross profit		738,496	26	603,738	22
Operating expenses	6(21)(22)				
6100 Selling expenses		(166,031)	(6)	(161,847)	(6)
6200 General and administrative expenses		(190,430)	(7)	(166,956)	(6)
6300 Research and development expenses		(401,691)	(14)	(401,938)	(14)
6450 Expected credit impairment (loss) gain	12(3)	(39,344)	(1)	292	-
6000 Total operating expenses		(797,496)	(28)	(730,449)	(26)
6900 Operating loss		(59,000)	(2)	(126,711)	(4)
Non-operating income and expenses					
7100 Interest income	6(17)	1,653	-	5,704	-
7010 Other income	6(18)	15,939	1	15,432	1
7020 Other gains and losses	6(19)	27,999	1	(953)	-
7050 Finance costs	6(20) and 7	(32,839)	(1)	(25,621)	(1)
7000 Total non-operating income and expenses		12,752	1	(5,438)	-
7900 Loss before income tax		(46,248)	(1)	(132,149)	(4)
7950 Income tax benefit	6(23)	9,648	-	6,262	-
8200 Loss for the year		(\$ 36,600)	(1)	(\$ 125,887)	(4)

(Continued)

AVISION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except loss per share)

				Year ended December 31			
				2022		2021	
Items		Notes	AMOUNT	%	AMOUNT	%	
Other comprehensive income							
Item that will not be reclassified to profit or loss:							
8311	Remeasurements of defined benefit plans	6(10)	\$	14,348	1	\$ 11,897 -	
8316	Unrealised loss from investments in equity instruments measured at fair value through other comprehensive income	6(3)(15)	(	45,826)	(2)	(72,215) (2)
8310	Total items that will not be reclassified to profit or loss		(	31,478)	(1)	(60,318) (2)
Items that may be reclassified to profit or loss:							
8361	Financial statements translation differences of foreign operations	6(15)	(	3,064)	-	(19,187) (1)
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	6(15)		11,211	-	(1,158) -	
8360	Total items that may be reclassified to profit or loss			8,147	-	(20,345) (1)	
8300	Total other comprehensive loss, net of tax		(\$	23,331)	(1)	(\$ 80,663) (3)	
8500	Total comprehensive loss for the year		(\$	59,931)	(2)	(\$ 206,550) (7)	
Profit (loss), attributable to:							
8610	Owners of the parent		(\$	32,399)	(1)	(\$ 125,928) (4)	
8620	Non-controlling interest		(	4,201)	-	41 -
			(\$	36,600)	(1)	(\$ 125,887) (4)	
Comprehensive (loss) income attributable to:							
8710	Owners of the parent		(\$	66,941)	(2)	(\$ 205,433) (7)	
8720	Non-controlling interest			7,010	-	(1,117) -	
			(\$	59,931)	(2)	(\$ 206,550) (7)	
Loss per share 6(24)							
9750	Basic loss per share		(\$	0.17)	(\$	0.69)	
9850	Diluted loss per share		(\$	0.17)	(\$	0.69)	

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

AVISION INC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Equity attributable to owners of the parent											
	Retained Earnings					Other equity interest					
		Share capital - common stock	Capital surplus, additional paid-in capital	Special reserve	Accumulated deficit	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury stocks	Total	Non-controlling interest	
	Notes									Total equity	
<u>Year ended December 31, 2021</u>											
Balance at January 1, 2021		\$ 1,794,441	\$ 71,660	\$ 5,836	(\$ 769,829)	\$ 56,090	(\$ 50,804)	(\$ 6,669)	\$ 1,100,725	\$ 140	\$ 1,100,865
Loss for the year		-	-	-	(125,928)	-	-	-	(125,928)	41	(125,887)
Other comprehensive loss for the year	6(10)(15)	-	-	-	11,897	(19,187)	(72,215)	-	(79,505)	(1,158)	(80,663)
Total comprehensive loss		-	-	-	(114,031)	(19,187)	(72,215)	-	(205,433)	(1,117)	(206,550)
Cash capital increase	6(12)	100,000	-	-	(12,600)	-	-	-	87,400	-	87,400
Disposal of investment in equity instruments designated at fair value through other comprehensive income	6(3)(15)	-	-	-	(5,560)	-	5,560	-	-	-	-
Share-based payments	6(11)(13)(2)	-	5,795	-	-	-	-	-	5,795	-	5,795
Put in non-controlling interest		-	-	-	-	-	-	-	-	12,755	12,755
Balance at December 31, 2021		\$ 1,894,441	\$ 77,455	\$ 5,836	(\$ 902,020)	\$ 36,903	(\$ 117,459)	(\$ 6,669)	\$ 988,487	\$ 11,778	\$ 1,000,265
<u>Year ended December 31, 2022</u>											
Balance at January 1, 2022		\$ 1,894,441	\$ 77,455	\$ 5,836	(\$ 902,020)	\$ 36,903	(\$ 117,459)	(\$ 6,669)	\$ 988,487	\$ 11,778	\$ 1,000,265
Loss for the year		-	-	-	(32,399)	-	-	-	(32,399)	(4,201)	(36,600)
Other comprehensive income (loss) for the year	6(10)(15)	-	-	-	14,348	(3,064)	(45,826)	-	(34,542)	11,211	(23,331)
Total comprehensive income (loss)		-	-	-	(18,051)	(3,064)	(45,826)	-	(66,941)	7,010	(59,931)
Cash capital increase	6(12)	237,770	(840)	-	(4,776)	-	-	-	232,154	-	232,154
Share-based payments	6(11)(13)(2)	-	15,600	-	-	-	-	-	15,600	-	15,600
Balance at December 31, 2022		\$ 2,132,211	\$ 92,215	\$ 5,836	(\$ 924,847)	\$ 33,839	(\$ 163,285)	(\$ 6,669)	\$ 1,169,300	\$ 18,788	\$ 1,188,088

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

AVISION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Loss before tax		(\$ 46,248)	(\$ 132,149)
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit impairment loss (gain)	12(3)	39,344 (	292)
Depreciation expense	6(5)(6)(21)	113,391	113,093
Amortisation expense	6(21)	32,047	10,923
Interest expense	6(20)	32,839	25,621
Interest income	6(17)	(1,653 ) (	5,704)
Share-based payments	6(11)(22)	15,600	5,795
Proceeds from disposal of property, plant and equipment	6(19)	(44 ) (	3,093)
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		2	217
Accounts receivable		(403,897)	8,136
Other receivables		14,189 (	1,702)
Inventories		114,078 (	374,898)
Prepayments		1,475 (	13,908)
Other current assets		196 (	134)
Other non-current assets		(887 ) (	156)
Changes in operating liabilities			
Contract liabilities		(50,693 ) (	30,805)
Notes payable		90	-
Accounts payable		(114,457)	87,929
Other payables		(7,909 ) (	6,277)
Provisions		521	4,363
Other current liabilities		(1,976)	6,136
Net defined benefit liability		(16,246 ) (	22,439)
Cash outflow generated from operations		(280,238 ) (	329,344)
Interest received		1,653	5,704
Interest paid		(32,839 ) (	25,621)
Net cash flows used in operating activities		(311,424 ) (	349,261)

(Continued)

AVISION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2022	2021
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through other comprehensive income	12(3)	(\$ 1,138)	\$ -
Proceeds from disposal of financial assets at fair value through other comprehensive income	6(3)	-	6,647
Acquisition of property, plant and equipment	6(25)	(37,311)	(35,605)
Proceeds from disposal of property, plant and equipment		459	8,430
Acquisition of intangible assets		(14,599)	(16,932)
Increase in guarantee deposits paid		(7,127)	(334)
Increase in other non-current assets		-	(44,458)
Net cash flows used in investing activities		(59,716)	(82,252)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(26)	263,529	4,416
Increase in long-term borrowings	6(26)	135,000	-
Repayment of long-term borrowings	6(26)	(40,595)	-
Increase in short-term notes and bills payable	6(26)	25,000	-
Decrease (increase) in guarantee deposits paid	6(26)	24	(810)
Payments of lease liabilities	6(26)	(27,305)	(25,880)
Cash capital increase	6(12)	232,154	87,400
Changes in non-controlling interests		-	12,755
Net cash flows from financing activities		587,807	77,881
Effect of exchange rate change		(6,685)	(6,538)
Net increase (decrease) in cash and cash equivalents		209,982	(360,170)
Cash and cash equivalents at beginning of year	6(1)	235,373	595,543
Cash and cash equivalents at end of year	6(1)	\$ 445,355	\$ 235,373

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR22000641

To the Board of Directors and Shareholders of AVISION INC.

Opinion

We have audited the accompanying balance sheets of AVISION INC. (the "Company") as at December 31, 2022 and 2021, and the related statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the parent company only financial statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

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

Impairment assessment of property, plant and equipment and right-of-use assets

Description

The Company's property, plant and equipment and right-of-use assets amounted to NT\$378,001 thousand as at December 31, 2022. Please refer to Note 5(1) for accounting estimates and assumption uncertainty related to impairment assessment of property, plant and equipment and right-of-use assets and Notes 6(6) and 6(7) for details of property, plant and equipment and right-of-use assets. The Company determined the recoverable amounts of property, plant and equipment and right-of-use assets at the higher of the value in use and fair value less costs of disposal and assessed whether there was any impairment on property, plant and equipment and right-of-use assets utilising the recoverable amounts. Given that the assessment of value in use of property, plant and equipment and right-of-use assets involves the estimation of future cash flows and determination of discount rates and the assumptions used to forecast future cash flows and determination of discount rates have significant influence on the estimation results of value in use of property, plant and equipment and right-of-use assets, we consider the impairment assessment of property, plant and equipment and right-of-use assets a key audit matter.

How our audit addressed the matter

We performed the following key audit procedures on the above key audit matter:

1. Discussed the estimation procedures of future cash flows with the management and obtained an understanding on the Company's product strategy and execution status.
2. Assessed the reasonableness of various assumptions used by the management to estimate future cash flows, including the expected growth rate and gross margin; and assessed the parameters used for discount rates, including the risk-free return rate, industry's risk coefficient and long-term market return rate that were used to calculate cost of equity.

Assessment of allowance for inventory valuation loss

Description

The Company mainly manufactures and sells multi-function peripherals, document scanners and network peripherals. Due to the rapid technology innovation and the paperless trend in the market for development of environmental protection, energy saving and carbon reduction, these inventories have a higher risk of incurring loss on decline in market value or obsolescence. Please refer to Note 5(2) for accounting estimates and assumption uncertainty related to assessment of allowance for inventory valuation loss and Note 6(4) for details of inventories. Inventories of the Company are stated at the lower of cost and net realisable value. Given that the amount and items of the Company's inventories are significant and numerous and the management must determine the net realisable value of inventories on balance sheet date using judgements and estimates, we consider the assessment of allowance for inventory valuation loss a key audit matter.

How our audit addressed the matter

We performed the following key audit procedures on the above key audit matter:

1. Assessed the consistency of provision policies and reasonableness of procedures used for allowance for inventory valuation loss.
2. Verified the accuracy of logic in inventory aging reports to ascertain whether the inventories aged over a certain period had been included in the report.
3. Reviewed the appropriateness of estimation basis used for net realisable value of inventories and discussed and verified the supporting documents obtained from the management to assess the reasonableness of allowance for valuation loss determined by the management.

Assessment of going concern assumption

Description

The Company had a deficit of NT\$32,399 thousand for the year ended December 31, 2022 and the accumulated deficit as at December 31, 2022 was NT\$924,847 thousand. As described in Note 12(1), the management of the Company had taken necessary measures to ascertain the Company can continue to operate in the future and gradually improve financial position.

Given that the aforementioned measures have significant influence on financial position of the Company

within the next year, we consider the assessment of going concern assumption a key audit matter.

How our audit addressed the matter

We performed the following key audit procedures on the above key audit matter:

1. Discussed with the management the events or conditions that affected going concern assumption and its response plan.
2. Assessed the feasibility of the management's response plan and the result of improving financial position.
3. Obtained the reasonableness of cash flow projections for the next 12 months which were prepared by the management, including:
 - (1) Assessed the reasonableness of various assumptions in the forecasted financial information used by the management;
 - (2) Inquired the terms of the borrowing contracts and ascertained there were no defaults resulting in unexpected cash outflows;
 - (3) Reviewed the existing financing contracts and ascertained the credit periods and unused facilities. In addition, reviewed the contracts newly added after the balance sheet date to ascertain whether the financing facilities and periods are sufficient to cover working capital for the next 12 months.
4. Obtained and reviewed the management's response plan and the declaration issued for feasibility of the plan.
5. Assessed the appropriateness of notes to the financial statement disclosed by the management.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

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

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

Auditors' responsibilities for the audit of the parent company only financial statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period 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.

Chiang, Tsai-Yen

Lin, Yu-Kuan

For and on behalf of PricewaterhouseCoopers, Taiwan

March 23, 2023

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

AVISION INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 274,169	10	\$ 38,917	2
1136	Current financial assets at amortised cost, net	8	7,000	-	7,000	-
1150	Notes receivable, net	6(2)	2	-	4	-
1170	Accounts receivable, net	6(2)	241,199	9	202,772	9
1180	Accounts receivable - related parties	6(2) and 7	345,929	12	108,263	4
1200	Other receivables		20,431	1	19,225	1
1210	Other receivables - related parties	7	6,980	-	4,068	-
130X	Inventories	6(4)	358,239	13	459,985	20
1410	Prepayments		22,698	1	27,103	1
1470	Other current assets		29	-	224	-
11XX	Total current assets		1,276,676	46	867,561	37
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	20,831	1	26,511	1
1550	Investments accounted for under equity method	6(5)	1,104,048	39	1,043,366	45
1600	Property, plant and equipment	6(6) and 8	239,237	9	240,456	11
1755	Right-of-use assets	6(7)	138,764	5	144,305	6
1780	Intangible assets		3,437	-	6,618	-
1920	Guarantee deposits paid	8	8,578	-	994	-
15XX	Total non-current assets		1,514,895	54	1,462,250	63
1XXX	Total assets		\$ 2,791,571	100	\$ 2,329,811	100

(Continued)

AVISION INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			December 31, 2022		December 31, 2021			
			Notes	AMOUNT	%	AMOUNT	%	
Current liabilities								
2100	Short-term borrowings	6(8) and 8	\$	190,141	7	\$	100,000	4
2110	Short-term notes and bills payable			25,000	1		-	-
2130	Current contract liabilities	6(17)		31,535	1		3,071	-
2150	Notes payable			90	-		-	-
2170	Accounts payable			42,708	2		80,669	4
2180	Accounts payable - related parties	7		896,674	32		769,483	33
2200	Other payables			96,568	4		106,140	5
2220	Other payables to related parties	7		11,265	-		10,325	1
2250	Provisions for liabilities - current			7,003	-		4,795	-
2280	Current lease liabilities			4,179	-		4,807	-
2320	Long-term liabilities, current portion	6(10) and 8		54,886	2		2,963	-
2399	Other current liabilities			3,689	-		8,634	-
21XX	Total current Liabilities			1,363,738	49		1,090,887	47
Non-current liabilities								
2540	Long-term borrowings	6(10) and 8		59,519	2		17,037	1
2580	Non-current lease liabilities			139,814	5		143,603	6
2600	Other non-current liabilities	6(11)		59,200	2		89,797	4
25XX	Total non-current liabilities			258,533	9		250,437	11
2XXX	Total Liabilities			1,622,271	58		1,341,324	58
Equity								
	Share capital	6(13)						
3110	Share capital - common stock			2,132,211	76		1,894,441	81
	Capital surplus	6(14)						
3200	Capital surplus			92,215	4		77,455	3
	Retained earnings	6(15)						
3320	Special reserve			5,836	-		5,836	-
3350	Accumulated deficit		(	924,847)	(33)	(	902,020)	(39)
	Other equity	6(16)						
3400	Other equity interest		(	129,446)	(5)	(	80,556)	(3)
3500	Treasury stocks	6(13)	(	6,669)	-	(	6,669)	-
3XXX	Total equity			1,169,300	42		988,487	42
	Significant commitments and contingencies	9						
	Significant events after the balance msheet date	11						
3X2X	Total liabilities and equity		\$	2,791,571	100	\$	2,329,811	100

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

AVISION INC.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except loss per share)

			Year ended December 31			
			2022		2021	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(17) and 7	\$ 1,699,737	100	\$ 1,000,565	100
5000	Operating costs	6(4)(20)(21) and 7	(1,259,907)	(74)	(778,508)	(78)
5900	Gross profit		439,830	26	222,057	22
5910	Unrealized profit from sales		(12,931)	(1)	(9,432)	(1)
5920	Realized profit on from sales		11,706	1	8,950	1
5950	Net operating margin		438,605	26	221,575	22
	Operating expenses	6(22)(23) and 7				
6100	Selling expenses		(104,342)	(6)	(104,784)	(10)
6200	General and administrative expenses		(69,627)	(4)	(64,900)	(7)
6300	Research and development expenses		(310,858)	(19)	(308,796)	(31)
6450	Expected credit impairment (loss) gain	12(3)	(37,814)	(2)	590	-
6000	Total operating expenses		(522,641)	(31)	(477,890)	(48)
6900	Operating loss		(84,036)	(5)	(256,315)	(26)
	Non-operating income and expenses					
7100	Interest income	6(18)	201	-	83	-
7010	Other income	6(19)	6,310	-	836	-
7020	Other gains and losses	6(20)	28,196	2	78,036	8
7050	Finance costs	6(21) and 7	(9,686)	(1)	(5,634)	(1)
7070	Share of profit of associates and joint ventures accounted for using equity method, net	6(5)	28,624	2	58,241	6
7000	Total non-operating income and expenses		53,645	3	131,562	13
7900	Loss before income tax		(30,391)	(2)	(124,753)	(13)
7950	Income tax expense	6(24)	(2,008)	-	(1,175)	-
8200	Loss for the year		(\$ 32,399)	(2)	(\$ 125,928)	(13)
	Other comprehensive income					
	Item that will not be reclassified to profit loss:					
8311	Remeasurements of defined benefit plans	6(11)	\$ 14,348	1	\$ 11,897	1
8316	Unrealised loss from investments in equity instruments measured at fair value through other comprehensive income	6(3)(14)	(6,818)	(1)	(43,206)	(4)
8330	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	6(16)	(39,008)	(2)	(29,009)	(3)
8310	Total items that will not be reclassified to profit or loss		(31,478)	(2)	(60,318)	(6)
	Items that may be reclassified to profit or loss:					
8361	Financial statements translation differences of foreign operations	6(16)	367	-	(720)	-
8380	Total share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	6(16)	(3,431)	-	(18,467)	(2)
8360	Total items that may be reclassified to profit or loss		(3,064)	-	(19,187)	(2)
8300	Total other comprehensive loss, net of tax		(\$ 34,542)	(2)	(\$ 79,505)	(8)
8500	Total comprehensive loss for the year		(\$ 66,941)	(4)	(\$ 205,433)	(21)
	Loss per share	6(25)				
9750	Basic loss per share		(\$ 0.17)		(\$ 0.69)	
9850	Diluted loss per share		(\$ 0.17)		(\$ 0.69)	

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

AVISION INC.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Capital surplus		Retained earnings		Other equity interest			
							Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income		
	Notes	Share capital - common stock	Capital surplus, additional paid- in capital	Special reserve	Accumulated deficit	Financial statements translation differences of foreign operations		Treasury stocks	Total equity
<u>Year ended December 31, 2021</u>									
Balance at January 1, 2021		\$ 1,794,441	\$ 71,660	\$ 5,836	(\$ 769,829)	\$ 56,090	(\$ 50,804)	(\$ 6,669)	\$ 1,100,725
Loss for the year		-	-	-	(125,928)	-	-	-	(125,928)
Other comprehensive income (loss) for the year	6(11)(16)	-	-	-	11,897	(19,187)	(72,215)	-	(79,505)
Total comprehensive loss		-	-	-	(114,031)	(19,187)	(72,215)	-	(205,433)
Cash capital increase	6(13)	100,000	-	-	(12,600)	-	-	-	87,400
Disposal of investments in equity instruments designated at fair value through other comprehensive income	6(16)(3)	-	-	-	(5,560)	-	5,560	-	-
Share-based payments	6(12)(14)(23)	-	5,795	-	-	-	-	-	5,795
Balance at December 31, 2021		<u>\$ 1,894,441</u>	<u>\$ 77,455</u>	<u>\$ 5,836</u>	<u>(\$ 902,020)</u>	<u>\$ 36,903</u>	<u>(\$ 117,459)</u>	<u>(\$ 6,669)</u>	<u>\$ 988,487</u>
<u>Year ended December 31, 2022</u>									
Balance at January 1, 2022		\$ 1,894,441	\$ 77,455	\$ 5,836	(\$ 902,020)	\$ 36,903	(\$ 117,459)	(\$ 6,669)	\$ 988,487
Loss for the year		-	-	-	(32,399)	-	-	-	(32,399)
Other comprehensive income (loss) for the year	6(11)(16)	-	-	-	14,348	(3,064)	(45,826)	-	(34,542)
Total comprehensive loss		-	-	-	(18,051)	(3,064)	(45,826)	-	(66,941)
Cash capital increase	6(13)	237,770	(840)	-	(4,776)	-	-	-	232,154
Share-based payments	6(12)(14)(23)	-	15,600	-	-	-	-	-	15,600
Balance at December 31, 2022		<u>\$ 2,132,211</u>	<u>\$ 92,215</u>	<u>\$ 5,836</u>	<u>(\$ 924,847)</u>	<u>\$ 33,839</u>	<u>(\$ 163,285)</u>	<u>(\$ 6,669)</u>	<u>\$ 1,169,300</u>

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

AVISION INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Loss before tax		(\$ 30,391)	(\$ 124,753)
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit impairment loss (gain)	12(3)	37,814 (	590)
Depreciation expense	6(6)(7)(22)	21,038	20,114
Amortisation expense	6(22)	3,706	4,869
Interest expense	6(21)	9,686	5,634
Interest income	6(18)	(201)	(83)
Share-based payments	6(12)(23)	15,600	5,795
Gain on disposal of intangible assets	6(20)	(75,358)	(72,099)
accounted for using the equity method	6(17)	(28,624)	(58,241)
Unrealised gains on affiliates		12,931	9,432
Realised gains on affiliates		(11,706)	(8,950)
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		2 (	2)
Accounts receivable		(76,241)	(1,044)
Accounts receivable-related parties		(237,666)	(3,649)
Other receivables		(1,206)	(4,467)
Other receivables-related parties		(2,912)	(2,333)
Inventories		101,746 (	268,329)
Prepayments		2,397 (	13,748)
Other current assets		195 (	134)
Changes in operating liabilities			
Contract liabilities		28,464 (	12,585)
Notes payable		90	-
Accounts payable		(37,961)	(24,189)
Accounts payable-related parties		127,191	225,011
Other payables		(10,193)	(12,705)
Other payables-related parties		940	6,787
Provisions		2,208 (	965)
Other current liabilities		(4,945)	(6,129)
Net defined benefit liability		(16,246)	(22,439)
Cash outflow generated from operations		(169,642)	(252,848)
Interest received		201	83
Interest paid		(9,686)	(5,634)
Net cash flows used in operating activities		(179,127)	(258,399)

(Continued)

AVISION INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2022	2021
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through other comprehensive income	12(3)	(\$ 1,138)	\$ -
Proceeds from disposal of financial assets at fair value through other comprehensive income	6(3)	-	6,647
Earnings distribution of subsidiaries accounted for using the equity method	6(5)	-	20,000
Acquisition of property, plant and equipment	6(26)	(13,241)	(7,658)
Acquisition of intangible assets		(525)	(7,329)
(Increase) decrease in guarantee deposits paid		(7,584)	2
Proceeds from disposal of intangible assets	7	-	133,269
Net cash flows (used in) from investing activities		(22,488)	144,931
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase (decrease) in short-term borrowings	6(27)	90,141	(35,094)
Increase in long-term borrowings	6(27)	135,000	20,000
Repayment of long-term borrowings	6(27)	(40,595)	-
Short-term notes and bills payable		25,000	-
Increase in guarantee deposits received	6(27)	-	3
Payments of lease liabilities	6(27)	(4,833)	(4,596)
Cash capital increase	6(13)	232,154	87,400
Net cash flows from financing activities		436,867	67,713
Net increase (decrease) in cash and cash equivalents		235,252	(45,755)
Cash and cash equivalents at beginning of year		38,917	84,672
Cash and cash equivalents at end of year		\$ 274,169	\$ 38,917

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

Attachment 8: Loss Compensation Schedule

Avision Inc.
Loss Compensation Schedule
2022

Unit: In New Taiwan Dollars

Item	Amount
Loss pending compensation at the beginning of period	(902,021,089)
Minus: 2022 loss after tax	(32,398,700)
Minus: Amount of items other than current after-tax profit that are included in the current year's undistributed earnings - capital increase in cash	(4,774,128)
Plus: Amount of items other than current after-tax profit that are included in the current year's undistributed earnings - capital increase in cash	14,348,130
Loss pending compensation at the end of the period	(924,845,787)

Chairman:
Sheng Shao-Lan

Managerial Officers:
Sheng Shao-Lan

Accounting Manager:
Chen Shou-Ching

Attachment 9. Comparison Table of Amendments to the Company's "Articles of Incorporation" and Amended Articles

Avision Inc. Comparison Table of Amendments to "Articles of Incorporation"

Provision After Amendment	Current Provision	Explanation
<p>Article 2</p> <p>The scope of business of the Company shall be as follows:</p> <p>I. CB01020 Affairs Machine Manufacturing,</p> <p>CC01060 Wired Communication Mechanical Equipment Manufacturing.</p> <p>CC01101 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.</p> <p>CC01110 Computer and Peripheral Equipment Manufacturing.</p> <p>CE01030 Optical Instruments Manufacturing.</p> <p>CF01011 Medical Devices Manufacturing.</p> <p>F401010 International Trade.</p> <p>F401021 Restrained Telecom Radio Frequency Equipments and Materials Import.</p> <p>F108031 Wholesale of Medical Devices.</p> <p>F208031 Retail Sale of Medical Apparatus.</p> <p>Research, development, production, manufacturing and sales of products in the left column:</p> <ol style="list-style-type: none"> Digital photocopy machine Multi-function office machine Electronic whiteboard Fast paper feeding/paging system Scanning module High resolution film/image scanner High-end printer Digital projector 	<p>Article 2</p> <p>The scope of business of the Company shall be as follows:</p> <p>I. CB01020 Affairs Machine Manufacturing,</p> <p>CC01060 Wired Communication Mechanical Equipment Manufacturing.</p> <p>CC01101 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.</p> <p>CC01110 Computer and Peripheral Equipment Manufacturing.</p> <p>CE01030 Optical Instruments Manufacturing.</p> <p>CF01011 Medical Devices Manufacturing.</p> <p>F401010 International Trade.</p> <p>F401021 Restrained Telecom Radio Frequency Equipments and Materials Import.</p> <p>F108031 Wholesale of Medical Devices.</p> <p>F208031 Retail Sale of Medical Apparatus.</p> <p>Research, development, production, manufacturing and sales of products in the left column:</p> <ol style="list-style-type: none"> Digital photocopy machine Multi-function office machine Electronic whiteboard Fast paper feeding/paging system Scanning module High resolution film/image scanner High-end printer Digital projector 	<p>The product text description is revised to match the actual business operation of the Company.</p>

<p>9. Fax machine and assemblies 10. Optical engine/module 11. Wi-Fi version of handheld mobile scanner 12. Blood analyzer 13. Capsule endoscopic system and capsule endoscopic data reader</p> <p>II. Technical consultation and service related to the aforementioned products.</p> <p>III. Concurrent import and export trading businesses related to the business scope of the Company.</p>	<p>9. Fax machine and assemblies 10. Optical engine/module 11. Wi-Fi version of handheld mobile scanner 12. Blood analyzer 13. Capsule enteroscopy data reader</p> <p>II. Technical consultation and service related to the aforementioned products.</p> <p>III. Concurrent import and export trading businesses related to the business scope of the Company.</p>	
<p>Article 10 The Company's shareholders' meetings are divided into the <u>following</u> two types:</p> <p>I. The regular meeting of shareholders that shall be convened within 6 months after close of each fiscal year by the Board of Directors.</p> <p>II. The special meeting of shareholders that is held when necessary by the Board of Directors.</p> <p><u>The meeting method of the Company's shareholders' meeting, if resolved by the board meeting, can be physical shareholders' meeting aided with video, video shareholders' meeting or other methods announced by the central regulatory authority.</u></p> <p><u>However, if a meeting is held via video conference, shareholders attending the meeting through video conference shall be deemed to attend the meeting in person.</u></p>	<p>Article 10 The Company's shareholders' meetings are divided into the two types on the left:</p> <p>I. The regular meeting of shareholders that shall be convened within 6 months after close of each fiscal year by the Board of Directors.</p> <p>II. The special meeting of shareholders that is held when necessary by the Board of Directors.</p>	<p>The second paragraph of this Article is added according to paragraph 1, Article 172-2 of the Company Act to make the method of convening shareholders' meetings more flexible.</p>
<p>Article 31 The original Articles of Incorporation was established on April 3, 1991. The 1st <u>amendment</u> was made on October 23, 1991. The second <u>amendment</u> was made on April 24, 1994. The third <u>amendment</u> was made on April 20, 1996. The fourth <u>amendment</u> was made on April 19, 1997. The fifth <u>amendment</u> was made on April 25, 1998. The sixth <u>amendment</u> was made on May 26, 1999. The seventh <u>amendment</u> was made on May 17, 2000. The eighth <u>amendment</u> was made on May 17, 2000. The</p>	<p>Article 31 The original Articles of Incorporation was established on April 3, 1991. The first amendment was made on October 23, 1991. The second amendment was made on April 24, 1994. The third amendment was made on April 20, 1996. The fourth amendment was made on April 19, 1997. The fifth amendment was made on April 25, 1998. The sixth amendment was made on May 26, 1999. The seventh amendment was made on May 17, 2000. The eighth amendment was made on May 17, 2000. The ninth</p>	<p>Revised some text and added the number and date of revisions.</p>

<p>ninth <u>amendment</u> was made on May 4, 2001. The tenth <u>amendment</u> was made on June 6, 2002. The eleventh <u>amendment</u> was made on June 3, 2003. The twelfth <u>amendment</u> was made on June 15, 2004. The thirteenth <u>amendment</u> was made on June 14, 2005. The fourteenth <u>amendment</u> was made on June 14, 2006. The fifteenth <u>amendment</u> was made on June 13, 2007. The sixteenth <u>amendment</u> was made on June 13, 2008. The seventeenth <u>amendment</u> was made on June 9, 2010. The eighteenth <u>amendment</u> was made on June 10, 2011. The nineteenth <u>amendment</u> was made on June 12, 2012. The twentieth <u>amendment</u> was made on June 13, 2013. The twenty first <u>amendment</u> was made on June 12, 2014. The twenty second <u>amendment</u> was made on June 15, 2016. The twenty third <u>amendment</u> was made on June 7, 2017. The twenty fourth <u>amendment</u> was made on April 12, 2019. The twenty fifth <u>amendment</u> was made on June 15, 2022. <u>The twenty sixth amendment was made on June 16, 2023.</u> The Articles of Incorporation shall come into effect upon the amendment and approval by the shareholders' meeting.</p>	<p>amendment was made on May 4, 2001. The tenth amendment was made on June 6, 2002. The eleventh amendment was made on June 3, 2003. The twelfth amendment was made on June 15, 2004. The thirteenth amendment was made on June 14, 2005. The fourteenth amendment was made on June 14, 2006. The fifteenth amendment was made on June 13, 2007. The sixteenth amendment was made on June 13, 2008. The seventeenth amendment was made on June 9, 2010. The eighteenth amendment was made on June 10, 2011. The nineteenth amendment was made on June 12, 2012. The twentieth amendment was made on June 13, 2013. The twenty first amendment was made on June 12, 2014. The twenty second amendment was made on June 15, 2016. The twenty third amendment was made on June 7, 2017. The twenty fourth amendment was made on April 12, 2019. The twenty fifth amendment was made on June 15, 2022. The Articles of Incorporation shall come into effect upon the amendment and approval by the shareholders' meeting.</p>	
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Avision Inc.
Articles of Incorporation (after amendments)

Chapter 1 General Rules

Article 1 The Company is organized in accordance with the provisions of the Company Act on companies limited by shares, and is named “Avision Inc.”

Article 2 The scope of business of the Company shall be as follows:

- I. CB01020 Affairs Machine Manufacturing,
CC01060 Wired Communication Mechanical Equipment Manufacturing.
CC01101 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.
CC01110 Computer and Peripheral Equipment Manufacturing.
CE01030 Optical Instruments Manufacturing.
CF01011 Medical Devices Manufacturing.
F401010 International Trade.
F401021 Restrained Telecom Radio Frequency Equipments and Materials Import.
F108031 Wholesale of Medical Devices.
F208031 Retail Sale of Medical Apparatus.

Research, development, production, manufacturing and sales of products in the left column:

- 1. Digital photocopy machine
- 2. Multi-function office machine
- 3. Electronic whiteboard
- 4. Fast paper feeding/paging system
- 5. Scanning module
- 6. High resolution film/image scanner
- 7. High-end printer
- 8. Digital projector
- 9. Fax machine and assemblies
- 10. Optical engine/module
- 11. Wi-Fi version of handheld mobile scanner
- 12. Blood analyzer
- 13. Capsule endoscopy system and data reader
- II. Technical consultation and service related to the aforementioned products.

	III. Concurrent import and export trading businesses related to the business scope of the Company.
Article 2-1	The Company's reinvestments is not subject to the restriction stipulated in Article 13 of the Company Act that the total investment amount shall not exceed 40% of the paid-in capital.
Article 3	The Company has its head office located in the Hsinchu Science Park in Taiwan, Republic of China. If necessary, branch offices may be established at home and abroad with the resolution of the board and the approval of the competent authority.
Article 4	The public announcement method of the Company shall be handled according to Article 28 of the Company Act.
Article 4-1	The Company may provide external endorsements and guarantees in accordance with the "Procedures for Fund Lending and Endorsements and Guarantees."
Chapter 2 Share	
Article 5	The total capital of the Company shall be NTD 3,000,000,000, divided into 300,000,000 shares, at a par value of NTD 10, and the Board of Directors is authorized to perform share issuance at discrete times. Within the total amount of capital referred to in the preceding paragraph, NT\$400 million shall be reserved for the issuance of employee stock option certificates, totaling 40 million shares at NT\$10 per share, which may be issued in installments based on board resolutions.
Article 5-1	<p>The objects to whom the Company transfers the shares bought back in accordance with laws and regulations may include employees of controlled or affiliated companies who meet certain conditions.</p> <p>The objects to whom the Company issues employee stock option certificates in accordance with laws and regulations may include employees of controlled or affiliated companies who meet certain conditions.</p> <p>The employees who may subscribe to new shares in accordance with the Company Act may include employees of controlled or affiliated companies who meet certain conditions.</p> <p>The employees who may subscribe to new shares with restricted employee rights in accordance with the Company Act may include employees of controlled or affiliated companies who meet certain conditions.</p>
Article 6	The Company's shares are registered and issued after being certified by

the competent authority or its approved issuance registration agency. The shares issued by the Company are exempt from printing and should be registered with a securities central depository institution.

Article 7 (deleted).

Article 8 (deleted).

Article 9 Any change and transfer registration of shares shall be prohibited within 60 days prior to the ordinary shareholders' meeting, 30 days prior to the extraordinary shareholders' meeting, or 5 days prior to the record date for the distribution of dividends or bonuses or other benefits by the Company.

Chapter 3 Shareholders' Meeting

Article 10 The Company's shareholders' meetings are divided into the following two types:

- I. The regular meeting of shareholders that shall be convened within 6 months after close of each fiscal year by the Board of Directors.
- II. The special meeting of shareholders that is held when necessary by the Board of Directors.

The meeting method of the Company's shareholders' meeting, if resolved by the board meeting, can be physical shareholders' meeting aided with video, video shareholders' meeting or other methods announced by the central regulatory authority.

However, if a meeting is held via video conference, shareholders attending the meeting through video conference shall be deemed to attend the meeting in person.

Article 11 A shareholders' meeting shall be chaired by the chairman. When the chairman of the Board is on leave or for any reason unable to exercise the powers of the chairman, one of the directors shall be appointed to act as chair. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair. If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 12 A meeting notice specifying the date, location and reasons for convening a shareholders meeting shall be sent to all shareholders before 30 days before the date of a regular shareholders' meeting or before 15 days

- before the date of a special shareholders' meeting.
- Article 13 Where a shareholder for any reasons cannot attend a shareholders' meeting in person, the shareholder may appoint a proxy to attend the shareholders' meeting by providing the signed or sealed proxy form issued by the Company and stating the scope of the proxy's authorization.
- Article 14 (Deleted).
- Article 15 Except as otherwise provided in the related laws and regulations, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders at a meeting attended by shareholders who represent a majority of the total number of issued shares.
- Article 15-1 A shareholder shall be entitled to one vote for each share held, except when the shares are deemed non-voting shares under Article 179 of the Company Act.

Chapter 4 Directors and managerial officers

- Article 16 The Company shall have 5-7 directors with a 3-year term of office.
- Among the aforementioned directors, the number of independent directors shall be no less than 2, and shall be no less than one fifth of the total number of directors.
- In the process of electing directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect.
- Election of directors shall adopt the candidate nomination measure provided in Article 192 of the Company Act, and directors shall be elected from among the list of candidates for directors by the shareholders' meeting. Matters regarding method of nomination and public announcement shall be subject to the rules prescribed by the Company Act and Securities and Exchange Act. Independent and non-independent directors shall be elected at the same time, but in separately calculated numbers.
- Functional Committees supervised by the Board of Directors of the Company may be formed, and rules and regulations governing duties of each functional committee shall be adopted and enacted upon the approval of the Board of Directors.

The Audit Committee that is composed of all independent directors shall perform its duties pursuant to Article 14-4 of the Securities and Exchange Act.

With regard to the duties performed by the Company's directors, whether the Company records a profit or loss, payments of compensation to directors, determined by the Board of Directors based on the industrial standards and to the extent of the maximum salary set in the Company's regulations governing the approval of salary, may be made. If the Company records a profit, remuneration shall be allocated in accordance with Article 27 herein.

- Article 16-1 The Company may obtain liability insurance to reduce the risk of shareholder or related-party lawsuits for directors arising from performing their duties.
- Article 17 (Deleted).
- Article 18 The Board of Directors shall elect a chairman of the Board of Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman shall represent the Company externally.
- Article 19 Meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. The majority or more of the directors may, by filing a written proposal the subjects for discussions and the reasons, request the chairman to convene a meeting of the Board of Directors. If the chairman of the Board of Directors fails to convene a Board meeting within 15 days after the filing of the request, the majority or more of the directors may convene a meeting of Board of Directors on their own. Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.
- Article 20 The chairman of the Board of Directors shall preside the meeting of the Board of Directors. In case the chairman of the Board of Directors is on leave or cannot exercise his or her power and authority for any cause, the chairman of the Board of Directors shall designate one of the directors to act on his or her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors. Each director shall attend the meeting of the Board of Directors in person; if attendance in person is not possible, they may, appoint another director to attend as their proxy. A proxy under preceding paragraph may accept a proxy from one person only.

- Article 21 The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice for the convention of Board of Directors' meeting of the Company may be made in writing, e-mail or facsimile method to inform all Directors.
- Article 22 (Deleted).
- Article 23 The Company shall have one president and several vice presidents and the appointment and discharge of the president shall be decided by a resolution to be adopted by a majority vote of the directors. The appointment and dismissal of vice presidents shall be proposed by the president and decided by a resolution to be adopted by a majority vote of the directors.
- Article 24 The president shall manage the Company in accordance with resolutions adopted by the Board of Directors.

Chapter 5 Accounting

- Article 25 The fiscal year for the Company shall be from January 1 to December 31. Annual closing of books shall be made at the close of each fiscal year.
- Article 26 Pursuant to Article 228 of the Company Act, at the close of each fiscal year, the Board of Directors shall prepare the following statements and records and shall forward the same to the Audit Committee not later than the 30th day prior to the meeting date of a general meeting of shareholders and submit the Audit Committee's examination report to the shareholders' meeting for ratification.
- I. Business Report.
 - II. Financial statements.
 - III. Earnings distribution or loss make-up proposal.
- Article 26-1 If the Company has a profit for a fiscal year, 6% of the profit shall be appropriated as the remuneration of employees, and no more than 2% of the profit shall be appropriated as the remuneration of directors. However, where the Company still has accumulated losses, amount shall be reserved for making up the accumulated loss first.
- The remuneration to employees may be in the form of stock or cash and the recipients may include the employees of companies controlled by or affiliated to the Company meeting certain criteria that are to be set by the Board of Directors.
- The proposal for distribution of remunerations of employees and directors shall be approved through the resolution of a board of directors'

meeting attended by more than two-thirds of the directors and the consents of a majority of attending directors, and shall also be reported to the shareholders' meeting.

Article 27 When the Company has surplus earnings after the final account of a fiscal year, amount shall be appropriated to pay profit-seeking business taxes, make up accumulated losses, and set aside 10% as the legal reserve; however, when the legal reserve has reached the total paid-in capital, such restriction shall not be applied. In addition, special reserve is appropriated or reversed according to the regulatory requirements or shareholders' meeting resolution. For the remaining balance plus the accumulated undistributed earnings of previous year, limited to 5%~70%, the board of directors shall reach a resolution on the distribution proposal for submitting to the shareholders' meeting for approval on the distribution of shareholders' bonuses.

Article 27-1 The industrial environment of the Company changes and the corporate's lifecycle is under the stable growth stage. Based on the consideration of the Company's future capital demand and long-term financial planning and seeking the maximum interest for shareholders, the Company's dividend policy will be made based on the future capital expense budget and capital demand status of the Company, in order to determine the share dividend and cash dividend distribution ratios. The Company's dividend policy complies with the aforementioned principles for the distribution; however, when there is distribution of cash dividends, the total of the cash dividend distribution shall be between 10% and 100% of the total dividends.

The Company may propose the earnings distribution or loss make-up at the close of each half fiscal year in accordance with the Company Act. While distributing earnings, the Company shall estimate and reserve the taxes and dues to be paid, the losses to be covered and the legal reserve to be set aside. If such earnings are distributed in the form of cash, it shall be approved by a meeting of the Board of Directors; if in the form of new shares to be issued by the Company, the issuance shall be approved by a resolution adopted by the shareholders meeting in accordance with relevant laws and regulations.

Article 27-2 The Company authorizes the distributable dividends and bonuses in whole or in part may be paid in cash in accordance with Paragraph 5, Article 240 of the Company Act, and the legal reserve and capital reserve in whole or in part be paid in cash in accordance with Article 241 of the

same Act after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors. Such a resolution shall be subsequently reported in a shareholders' meeting.

Article 28 Only the shareholders recorded in the Company's register of shareholders within 5 days prior to the record date of dividends and bonuses are entitled to dividends distribution.

Article 29 The Company's organizational charters and operational regulations are adopted separately.

Article 30 Any matters not specified in this Article of Incorporation shall be handled in accordance with the provisions of the Company Act.

The original Articles of Incorporation was established on April 3, 1991. The first amendment was made on October 23, 1991; The second amendment was made on April 24, 1994. The third amendment was made on April 20, 1996. The fourth amendment was made on April 19, 1997. The fifth amendment was made on April 25, 1998. The sixth amendment was made on May 26, 1999. The seventh amendment was made on May 17, 2000. The eighth amendment was made on May 17, 2000. The ninth amendment was made on May 4, 2001. The tenth amendment was made on June 6, 2002. The eleventh amendment was made on June 3, 2003. The twelfth amendment was made on June 15, 2004. The thirteenth amendment was made on June 14, 2005. The fourteenth amendment was made on June 14, 2006. The fifteenth amendment was made on June 13, 2007. The sixteenth amendment was made on June 13, 2008. The seventeenth amendment was made on June 9, 2010. The eighteenth amendment was made on June 10, 2011. The nineteenth amendment was made on June 12, 2012. The twentieth amendment was made on June 13, 2013. The twenty first amendment was made on June 12, 2014. The twenty second amendment was made on June 15, 2016. The twenty third amendment was made on June 7, 2017. The twenty fourth amendment was made on April 12, 2019. The twenty fifth amendment was made on June 15, 2022. The twenty sixth amendment was made on June 16, 2023. The Articles of Incorporation shall come into effect upon the amendment and approval by the shareholders' meeting.

Attachment 10. The Comparison Table for the amendments to the Company's
"Rules of Procedure for Shareholders' Meeting"

Provision After Amendment	Current Provision	Explanation
<p>III. <u>Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the Board of Directors.</u></p> <p><u>Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.</u></p> <p><u>The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms and the origins of and explanatory materials related to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders' meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholdings of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.</u></p> <p><u>The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:</u></p> <p><u>1. For physical shareholders' meetings, to be distributed on-site at the meeting.</u></p>	<p>III. <u>Shareholders (or proxies) shall attend shareholders' meetings based on attendance cards and hand in a sign-in card in lieu of signing in.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, as well as to accommodate the amendments made to the Company Act allowing virtual shareholders' meetings, we would like to fully amend this article.</p> <p>The content of the original article is moved to Article VI</p>

<p>2. <u>For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared in form of electronic files on the virtual meeting platform.</u></p> <p>3. <u>For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.</u></p> <p><u>The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</u></p> <p><u>The election or dismissal of directors, change of the Articles of Incorporation, reduction of capital, application for suspension of public offering, permission for directors to compete for business, transfer of capital from surplus, transfer of capital from provident fund, dissolution, merger, demerger or division of the Company or the matters set forth in Paragraph 1 of Article 185 of the Company Act, Article 26-1 and 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Guidelines Governing the Offering and Issuance of Marketable Securities by Issuers, shall be listed in the cause of convocation and the main contents thereof shall be stated and shall not be raised by extraordinary motion.</u></p> <p><u>Where a re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</u></p> <p><u>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any sub-paragraph of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.</u></p> <p><u>A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</u></p> <p><u>Prior to the book closure date before a regular</u></p>		
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<p><u>shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</u></p> <p><u>Shareholder-submitted proposals are limited to 300 words and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</u></p> <p><u>Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</u></p>		
<p>This article is deleted.</p>	<p><u>III-1. The shareholders' meeting shall be convened by the Board of Directors; When it is convened by a person with convening authority other than the Board of Directors, the Chairperson shall be the person with the right to convene, and when there are two or more conveners, one person shall be elected to serve as the chairperson.</u></p>	<p>This article is deleted and the original content is moved to Article VII</p>
<p>This article is deleted.</p>	<p><u>3-2. At a shareholders' meeting, if the chairperson declares the meeting adjourned in violation of the rules of procedure, the attending shareholders may elect a new chairperson by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.</u></p>	<p>This article is deleted, and the original content is moved to Article X</p>
<p><u>IV. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</u></p> <p><u>A shareholder may issue only one proxy form and appoint only one proxy and shall deliver the proxy form to the Company before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received the earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment.</u></p> <p><u>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be</u></p>	<p><u>IV. When the attending shareholders represent a majority of the total number of issued shares, the chair shall call the meeting to order and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</u></p> <p><u>If the quorum is not met after two postponements as referred to in the preceding</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of the original article is moved</p>

<p><u>submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p> <p><u>If, after a proxy form is delivered to the Company, a shareholder who wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>	<p><u>paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.</u></p> <p><u>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.</u></p>	<p>to Article IX</p>
<p><u>V. The venue for a shareholders' meeting shall be the premises of the Company or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</u></p> <p><u>A shareholders meeting convened by the Company via video conferencing is not subject to the preceding convening location restriction.</u></p>	<p><u>V. A shareholders' meeting shall be convened by the Board of Directors and chaired by the Chairman of the Board of Directors. In case the Chairman of the Board of Directors is on leave or cannot exercise his or her power and authority for any cause, the delegation shall be governed by the Company Act. The meeting agenda shall be set by the Board of Directors and the meeting shall proceed in the order set by the agenda.</u></p>	<p>In line with the amendments to the Company Act allowing virtual shareholders meetings, we would like to fully amend this article.</p> <p>The content of the original article is moved to Article VII</p>
<p><u>VI. The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (hereinafter referred to collectively as the "shareholders") will be accepted, the place to register for attendance, and other matters for attention.</u></p> <p><u>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.</u></p> <p><u>Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The Company shall furnish the attending</u></p>	<p><u>VI. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.</u></p>	<p>In line with the amendments to the Company Act allowing virtual shareholders meetings, we would like to fully amend this article.</p>

<p><u>shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</u></p> <p><u>The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips and other meeting materials.</u></p> <p><u>Where there is an election of directors, pre-printed ballots shall also be furnished.</u></p> <p><u>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</u></p> <p><u>In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company 2 days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>		
<p><u>VI.-1. To convene a virtual shareholders' meeting, the Company shall include the following particulars in the shareholders' meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> <p><u>(1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p><u>(2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.</u></p>	<p>This article is newly added.</p>	<p>In line with the amendments to the Company Act allowing virtual shareholders meetings, this article is added.</p>

<p>(3) <u>In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.</u></p> <p>(4) <u>Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p>3. <u>To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.</u></p>		
<p>VII. <u>If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise his/her power and authority the Vice Chairman to act as a proxy thereof; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise his/her power and authority, the Chairman shall appoint one of the Managing Directors to act as chair, or, if there are no Managing Directors, one of the Directors shall be appointed to act as chair. Where the Chairman does not make such a designation, the Managing Directors or the Directors shall select from among themselves one Director as a proxy thereof.</u></p>	<p>VII. <u>Before speaking, an attending shareholder (or a proxy) must specify on a speaker's slip the subject of the speech, his/her shareholder account number and account name. The order in which shareholders speak will be set by the chair.</u></p> <p><u>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</u></p> <p><u>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of</p>

<p><u>When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for 6 months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.</u></p> <p><u>It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the chairman of the Board in person and attended by a majority of the directors, at least one Audit Committee member in person and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.</u></p>	<p><u>has the floor; the chair shall stop any violation.</u></p>	<p>the original article is moved to Article XI</p>
<p><u>VIII. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</u></p> <p><u>Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders' meeting, the Company is advised to audio and video record the back-end operations interface of the virtual meeting platform.</u></p>	<p><u>VIII. Each shareholder (or proxy) may speak for no more than 3 minutes and not more than once on the same motion.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of the original article is amended and moved to Article XI</p>
<p><u>IX. Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.</u></p> <p><u>The chair shall call the meeting to order at the</u></p>	<p><u>IX. When a juristic person is appointed to attend a shareholders' meeting as proxy, it shall designate only one person to represent it in the meeting.</u></p> <p><u>When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the</p>

<p><u>appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</u></p> <p><u>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p><u>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.</u></p> <p><u>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.</u></p>		<p>management mechanism, we would like to fully amend this article</p> <p>The content of the original article is moved to Article XI</p>
<p>X. <u>If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.</u></p> <p><u>The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.</u></p> <p><u>The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting</u></p>	<p>X. <u>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of the original article is moved to Article XI</p>

<p><u>adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders and then continue the meeting.</u></p> <p><u>The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote and schedule sufficient time for voting.</u></p>		
<p>XI. <u>Before speaking, a shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number) and account name. The order in which shareholders speak will be set by the chair.</u></p> <p><u>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</u></p> <p><u>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.</u></p> <p><u>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</u></p> <p><u>When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.</u></p> <p><u>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</u></p> <p><u>Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more</u></p>	<p>XI. <u>During a discussion, the chair may announce the discussion closed or the end of the discussion at appropriate period and call for a vote.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of the original article is moved to Article X</p>

<p><u>than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>		
<p><u>XII. Voting at a shareholders meeting shall be calculated based the number of shares.</u></p> <p><u>With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.</u></p> <p><u>When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.</u></p> <p><u>The number of shares that may not exercise voting rights in the preceding paragraph shall not be counted in the number of voting rights of shareholders present.</u></p> <p><u>Except for a trust business or a stock agency approved by the competent securities authority, if a person is appointed by more than two shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total voting rights of the issued shares, and the voting rights in excess shall not be counted.</u></p>	<p><u>XII. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of the original article is adjusted to Article XIII</p>
<p><u>XIII. Shareholders have one vote per share; however, this does not apply to those who are restricted or have no voting rights listed in Paragraph 2 of Article 179 of the Company Act.</u></p> <p><u>When the Company convenes the shareholders' meeting, it shall exercise its voting rights electronically and in writing; When shareholders exercises voting rights in writing or electronically, the method of exercise shall be set forth in the notice of convening the shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. They are deemed to have abstained from the provisional motion and the amendment to the original motion for that shareholders' meeting, and therefore the Company is advised to refrain from proposing the provisional motion and the amendment to the original motion.</u></p> <p><u>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a</u></p>	<p><u>XIII. When a meeting is in progress, the chair may announce a break based on time considerations.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, as well as to accommodate the amendments made to the Company Act allowing virtual shareholders' meetings, we would like to fully amend this article.</p> <p>The content of</p>

<p><u>written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. However, this does not apply if the previous expression is withdrawn.</u></p> <p><u>After a shareholder has exercised his or her voting rights in writing or electronically, if he or she wishes to attend the shareholders' meeting in person or by video, he or she shall revoke the expression of the exercise of voting rights in the preceding paragraph in the same manner as the exercise of voting rights 2 days before the shareholders' meeting; In the event of revocation exceeds the time limit, the voting rights exercised in writing or electronically shall prevail. If the voting rights are exercised in writing or electronically and the proxy is entrusted to attend the shareholders' meeting with a power of attorney, the voting rights exercised by proxy shall prevail.</u></p> <p><u>Except as otherwise provided in the Company Act and the Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, the chairman or his designee shall announce the number of voting rights of the shareholders present case-by-case, and the shareholders shall vote case-by-case, and on the day of the shareholders' meeting, the results of the shareholders' approval, opposition and abstention shall be entered into the Public Information Observatory.</u></p> <p><u>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When anyone among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</u></p> <p><u>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.</u></p> <p><u>The counting of votes for voting or election proposals at the shareholders' meeting shall be carried out in a public place in the shareholders' meeting venue, and the voting results, including the weights of statistics, shall be announced on the spot after the counting of votes is completed, and a record shall be made.</u></p> <p><u>When the Company convenes a shareholders' meeting by video conference, the shareholders</u></p>		<p>the original article is adjusted to Article XVIII</p>
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<p><u>participating by video shall vote on each motion and election motion through the video conference platform after the chairman announces the opening of the meeting, and shall complete the voting before the chairman announces the closing of the voting, and any delay shall be deemed as abstention.</u></p> <p><u>Suppose a shareholders' meeting is held via a video conferencing method. In that case, the votes shall be counted once the chair announces the voting is closed, and the voting and election results shall be announced.</u></p> <p><u>When the Company convenes a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall deregister in the same manner as they registered 2 days prior to the shareholders' meeting; if they deregister beyond the time limit, they may attend the shareholders' meeting by video only.</u></p> <p><u>If a shareholder exercises his or her voting rights in writing or electronically and does not revoke his or her intention, and participates in the shareholders' meeting by video, he or she may not exercise his or her voting rights on the original motion or propose amendments to the original motion or exercise his or her voting rights on amendments to the original motion, except for a temporary motion.</u></p>		
<p><u>XIV. In the event of an election of directors at the shareholders' meeting, the election results shall be announced on the spot, including the list of elected directors and the number of votes they received, as well as the list of unsuccessful directors and the number of votes they received.</u></p> <p><u>The election ballots for the aforementioned election shall be sealed and signed by the scrutineers and kept in a safe place for at least one year. However, if a lawsuit is filed by the shareholders' meeting in accordance with Article 189 of the Company, it shall be kept until the end of the lawsuit. The related information shall be kept until the end of the lawsuit.</u></p>	<p><u>XIV. Except as otherwise provided in the Company Act and the Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, the chairman or his designee shall announce the number of voting rights of the shareholders present case-by-case, and the shareholders shall vote case-by-case, and on the day of the shareholders' meeting, the results of the shareholders' approval, opposition and abstention shall be entered into the Public Information Observatory.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of the original article is adjusted to Article XIII</p>
<p><u>XV. The matters resolved at the shareholders' meeting shall be made into a meeting minutes, signed or sealed by the chairman, and shall be distributed to the shareholders within 20 days after the meeting. The production and distribution of the meeting minutes shall be done electronically.</u></p>	<p><u>XV. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When anyone among them is passed, the other proposals will then be deemed rejected, and no</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve</p>

<p><u>For the distribution of the above meeting minutes, the Company may use the Public Information Observatory to make an announcement.</u></p> <p><u>The meeting date, month, day, place, name of the chairman, method of resolution, main points of the proceedings, and voting results (including the number of votes) shall be recorded, and when there is an election of directors, the number of votes received by each candidate shall be disclosed. The meeting minutes shall be retained permanently for the duration of the Company's existence.</u></p> <p><u>If a shareholders' meeting is convened by video, the meeting minutes shall include, in addition to the matters required to be recorded in the preceding paragraph, the starting and ending time of the shareholders' meeting, the manner in which the meeting is convened, the names of the chairman and the recorder, and the manner and circumstances under which the video conference platform or participation by video obstructed due to natural disasters, events or other force majeure circumstances.</u></p> <p><u>When the Company convenes a video shareholders' meeting, in addition to the provisions of the preceding paragraph, it shall specify in the meeting minutes the alternative measures provided to shareholders who have difficulties in participating in meeting by video.</u></p>	<p><u>further voting shall be required.</u></p>	<p>the supervisory function and strengthen the management mechanism, as well as to accommodate the amendments made to the Company Act allowing virtual shareholders' meetings, we would like to fully amend this article.</p> <p>The content of the original article is adjusted to Article XIII</p>
<p><u>XVI. The number of shares solicited by the requester, the number of shares represented by proxy, and the number of shares attended by shareholders in writing or electronically shall be clearly disclosed in the shareholders' meeting venue on the date of the shareholders' meeting in a statistical form prepared in accordance with the prescribed format; if the shareholders' meeting is held by video, the Company shall upload the aforementioned information to the video conference platform of the shareholders' meeting at least 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting.</u></p> <p><u>When the Company convenes a video conference for shareholders, the total number of shares of shareholders present shall be disclosed on the video conference platform when the conference is announced. The same applies if the total number of shares and voting rights of shareholders present at the meeting is otherwise counted.</u></p> <p><u>If a resolution at a shareholders' meeting is a material information required by law or by the Taiwan Stock Exchange Corporation, the</u></p>	<p><u>XVI. The chair may direct the proctors (or security personnel) to help maintain order at the meeting place.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, as well as to accommodate the amendments made to the Company Act allowing virtual shareholders' meetings, we would like to fully amend this article.</p> <p>The content of the original article is adjusted</p>

<u>Company shall transmit the content to the Market Observation Post System within the limited time.</u>		to Article XVII
<p><u>XVII. The staff serving on the shareholders' meeting shall wear identity certificates or arm-bands.</u></p> <p><u>The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel are present to help maintain order, they should wear armbands or identification cards.</u></p> <p><u>If the meeting place is equipped with sound amplifying equipment, the chairman may stop the shareholders from speaking unless they are using the equipment equipped by the Company.</u></p> <p><u>If a shareholder disobeys the chairman's correction for violating the rules of procedure and obstructs the proceedings of the meeting, the chairman may direct the inspector or the security officer to ask him/her to leave the meeting.</u></p>	<p><u>XVII. If a meeting cannot be concluded, the meeting may be postponed or renewed in accordance with the provisions of Article 182 of the Company Act.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p> <p>The content of the original article is adjusted to Article XVIII</p>
<p><u>XVIII. While a meeting is in progress, the chairman may declare a break at an appropriate time or, in the event of irresistible events, the chairman may suspend the meeting temporarily and, as the case may be, declare the time for resumption of the meeting.</u></p> <p><u>If the meeting venue cannot be used until the agenda and proceedings of the shareholders' meeting (including temporary motions) are completed, the shareholders' meeting shall resolve to find another venue to continue the meeting.</u></p> <p><u>The shareholders' meeting shall, in accordance with the provisions of Article 182 of the Company Act, resolve to adjourn or renew the meeting within 5 days.</u></p>	<p><u>XVIII. Matters not provided for in these rules shall be governed by the Company Act, the Articles of Incorporation and other relevant laws and regulations.</u></p>	<p>In order to establish a good governance system of the Company's shareholders' meeting, improve the supervisory function and strengthen the management mechanism, we would like to fully amend this article</p>
<p><u>XIX. If a shareholders' meeting is held by video, the Company shall disclose the voting results of each motion and election results on the video conference platform of the shareholders' meeting immediately after the close of voting in accordance with the regulations, and shall continue to do so for at least 15 minutes after the meeting is adjourned by the chairman.</u></p>	<p>This article is newly added.</p>	<p>In line with the amendments to the Company Act allowing virtual shareholders meetings, this article is added.</p>
<p><u>XX. When the Company holds a video shareholders' meeting, the chairman and the recorder shall be present at the same place in the country, and the chairman shall announce the address of such place at the time of the meeting.</u></p>	<p>This article is newly added.</p>	<p>In line with the amendments to the Company Act allowing virtual shareholders meetings, this article is added.</p>
<p><u>XXI. If a shareholders' meeting is held by video, the Company may provide a simple connection test for shareholders before the</u></p>	<p>This article is newly added.</p>	<p>In line with the amendments to the Company Act</p>

<p><u>meeting and provide related services immediately before and during the meeting to assist in handling technical problems of communication.</u></p> <p><u>If a shareholders' meeting is convened by video, the chairman shall, at the time of announcing the meeting, separately announce that, except for the circumstances specified in paragraph 4, Article 44-20 of the Guidelines Governing the Administration of Shareholder Services of Public Companies that do not require the adjournment or continuation of the meeting, if, before the chairman announces the adjournment of the meeting, an obstacle to participation on the video conference platform or by video occurs due to a natural disaster, an event or other force majeure that lasts for more than 30 minutes, the date of the meeting shall be adjourned or renewed within 5 days, and the provisions of Article 182 of the Company Act shall not apply.</u></p> <p><u>In the event of the preceding paragraph, the meeting shall be postponed or resumed, and shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the postponed or resumed meeting.</u></p> <p><u>For shareholders who have registered to participate in the original shareholders' meeting by video and completed the registration, and those who have not participated in the postponed or resumed meeting, the number of shares, voting rights and voting rights exercised at the original shareholders' meeting of them shall be included in the total number of shares, voting rights and voting rights of shareholders attending the postponed or resumed meeting.</u></p> <p><u>If the shareholders meeting is postponed or reconvened according to the provisions of the paragraph 2, there is no need to re-discuss and resolve on the motions for which polling and counting have been completed and the voting results or the names of the directors elected have been announced.</u></p> <p><u>Suppose a video-assisted shareholders meeting held by the Company cannot continue due to issues described in Paragraph 2. In that case, the shareholders' meeting shall continue if the total number of shares in attendance still reaches the statutory quota for the shareholders' meeting resolution after deducting the number of shares attending the shareholders meeting by video. There is no need to postpone or reconvene the meeting according to Paragraph 2.</u></p> <p><u>In the event that the meeting shall continue in</u></p>		<p>allowing virtual shareholders meetings, this article is added.</p>
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<p><u>the event of the preceding paragraph, the number of shares present at the shareholders' meeting shall be included in the total number of shares of the shareholders present in the event that the meeting shall be continued in the event of the preceding paragraph, but they shall be deemed to have abstained in respect of all the proposals of the meeting.</u></p> <p><u>If the shareholders meeting' is postponed or reconvened according to the provisions provided by Paragraph 2, the relevant preparatory work according to the original shareholders' meeting date and the relevant provisions shall be implemented in accordance with the Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>During the period specified in the latter paragraph 3 of Article 12 and Article 13 of the rules for the use of power of attorney for shareholders' meetings of a publicly offered company, and the second paragraph 2 of Article 44-5, Article 44-15 and paragraph 1 of Article 44-17, Paragraph 1 of the Guidelines Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.</u></p>		
<p><u>XXII. If the Company convenes a shareholders meeting via video conferencing, appropriate alternatives shall be provided for shareholders who have difficulty attending the shareholders meeting via video conferencing.</u></p>	<p>This article is newly added.</p>	<p>In line with the amendments to the Company Act allowing virtual shareholders meetings, this article is added.</p>
<p><u>XXIII. The Rules shall be implemented after approval by the shareholders meeting, and the same shall apply to its amendments. These Rules were amended at the shareholders' meeting held on June 10, 2015. These Rules were amended at the shareholders' meeting held on June 18, 2021. These Rules were amended at the shareholders' meeting held on June 16, 2023.</u></p>	<p><u>XIX. The Rules shall be implemented after approval by the shareholders meeting, and the same shall apply to its amendments. These Rules were amended at the shareholders' meeting held on June 10, 2015. These Rules were amended at the shareholders' meeting held on June 18, 2021.</u></p>	<p>The content of the original Article XIX is adjusted to this transfer, adding the date of amendment.</p>

Avision Inc.
Rules of Procedure for Shareholders' Meeting (Amended)

- I. The shareholders' meetings of the Company shall be conducted in accordance with these Rules.
- II. The term "shareholder" as used herein means the shareholder himself/herself and the proxy appointed by the shareholder.
- III. Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the Board of Directors.

Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms and the origins of and explanatory materials related to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders' meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholdings of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

- 1. For physical shareholders' meetings, to be distributed on-site at the meeting.
- 2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared in

form of electronic files on the virtual meeting platform.

3. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

The election or dismissal of directors, change of articles of incorporation, reduction of capital, application for suspension of public offering, permission for directors to compete for business, transfer of capital from surplus, transfer of capital from provident fund, dissolution, merger, demerger or division of the Company or the matters set forth in Paragraph 1 of Article 185 of the Company Act, Article 26-1 and 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Guidelines Governing the Offering and Issuance of Marketable Securities by Issuers, shall be listed in the cause of convocation and the main contents thereof shall be stated, and shall not be raised by extraordinary motion.

Where a re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any sub-paragraph of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the

proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

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

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

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder who wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

- V. The venue for a shareholders' meeting shall be the premises of the Company or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. A shareholders meeting convened by the Company via video conferencing is not subject to the preceding convening location restriction.

- VI. The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (hereinafter referred to collectively as the "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences.

The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

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

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company 2 days before the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

VI-1. When the Company convenes a video shareholders' meeting, the following matters shall be set forth in the notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. II. The handling of obstacles caused by natural disasters, incidents or other force majeure events to the video conference platform or video participation includes at least the following matters:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be

continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

- (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

VII. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise his/her power and authority the Vice Chairman to act as a proxy thereof; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise his/her power and authority, the Chairman shall appoint one of the Managing Directors to act as chair, or, if there are no Managing Directors, one of the Directors shall be appointed to act as chair. Where the Chairman does not make such a designation, the Managing Directors or the Directors shall select from among themselves one Director as a proxy thereof.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for 6 months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the chairman of the Board in person and attended by a majority of the directors, at least one Audit Committee member in person and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the

recording shall be retained until the conclusion of the litigation.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

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

In case of a virtual shareholders' meeting, the Company is advised to audio and video record the back-end operations interface of the virtual meeting platform.

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

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

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

When, prior to conclusion of the meeting, the attending shareholders represent a majority of

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

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

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

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

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

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

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

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

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

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

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

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

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

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

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

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

The number of shares that may not exercise voting rights in the preceding paragraph shall not be counted in the number of voting rights of shareholders present.

Except for a trust business or a stock agency approved by the competent securities authority, if a person is appointed by more than two shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total voting rights of the issued shares, and the voting rights in excess shall not be counted.

XIII. Shareholders have one vote per share; However, this does not apply to those who are restricted or have no voting rights listed in Paragraph 2 of Article 179 of the Company Act.

When the Company convenes the shareholders' meeting, it shall exercise its voting rights electronically and in writing; When shareholders exercises voting rights in writing or electronically, the method of exercise shall be set forth in the notice of convening the shareholders' meeting. Shareholders who exercise their voting rights in writing or

electronically shall be deemed to have attended the shareholders' meeting in person. They are deemed to have abstained from the provisional motion and the amendment to the original motion for that shareholders' meeting, and therefore the Company is advised to refrain from proposing the provisional motion and the amendment to the original motion.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. However, this does not apply if the previous expression is withdrawn.

After a shareholder has exercised his or her voting rights in writing or electronically, if he or she wishes to attend the shareholders' meeting in person or by video, he or she shall revoke the expression of the exercise of voting rights in the preceding paragraph in the same manner as the exercise of voting rights 2 days before the shareholders' meeting; In the event of revocation exceeds the time limit, the voting rights exercised in writing or electronically shall prevail. If the voting rights are exercised in writing or electronically and the proxy is entrusted to attend the shareholders' meeting with a power of attorney, the voting rights exercised by proxy shall prevail.

Except as otherwise provided in the Company Act and the Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, the chairman or his designee shall announce the number of voting rights of the shareholders present case-by-case, and the shareholders shall vote case-by-case, and on the day of the shareholders' meeting, the results of the shareholders' approval, opposition and abstention shall be entered into the Public Information Observatory.

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

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

The counting of votes for voting or election proposals at the shareholders' meeting shall be carried out in a public place in the shareholders' meeting venue, and the voting results, including the weights of statistics, shall be announced on the spot after the counting of votes is completed, and a record shall be made.

When the Company convenes a shareholders' meeting by video conference, the shareholders participating by video shall vote on each motion and election motion through the video conference platform after the chairman announces the opening of the meeting, and shall complete the voting before the chairman announces the closing of the voting, and any delay shall be deemed as abstention.

Suppose a shareholders' meeting is held via a video conferencing method. In that case, the votes shall be counted once the chair announces the voting is closed, and the voting and election results shall be announced.

When the Company convenes a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall deregister in the same manner as they registered 2 days prior to the shareholders' meeting; if they deregister beyond the time limit, they may attend the shareholders' meeting by video only.

If a shareholder exercises his or her voting rights in writing or electronically and does not revoke his or her intention, and participates in the shareholders' meeting by video, he or she may not exercise his or her voting rights on the original motion or propose amendments to the original motion or exercise his or her voting rights on amendments to the original motion, except for a temporary motion.

- XIV. In the event of an election of directors at the shareholders' meeting, the election results shall be announced on the spot, including the list of elected directors and the number of votes they received, as well as the list of unsuccessful directors and the number of votes they received.

The election ballots for the aforementioned election shall be sealed and signed by the scrutineers and kept in a safe place for at least one year. However, if a lawsuit is filed by the shareholders' meeting in accordance with Article 189 of the Company, it shall be kept until the end of the lawsuit. The related information shall be kept until the end of the lawsuit.

- XV. The matters resolved at the shareholders' meeting shall be made into a meeting minutes, signed or sealed by the chairman, and shall be distributed to the shareholders within 20 days after the meeting. The production and distribution of the meeting minutes shall be done electronically.

For the distribution of the above meeting minutes, the Company may use the Public Information Observatory to make an announcement.

The meeting date, month, day, place, name of the chairman, method of resolution, main points of the proceedings, and voting results (including the number of votes) shall be recorded, and when there is an election of directors, the number of votes received by each candidate shall be disclosed. The meeting minutes shall be retained permanently for the duration of the Company's existence.

If a shareholders' meeting is convened by video, the meeting minutes shall include, in addition to the matters required to be recorded in the preceding paragraph, the starting and ending time of the shareholders' meeting, the manner in which the meeting is convened, the names of the chairman and the recorder, and the manner and circumstances under which the video conference platform or participation by video obstructed due to natural disasters, events or other force majeure circumstances.

When the Company convenes a video shareholders' meeting, in addition to the provisions of the preceding paragraph, it shall specify in the meeting minutes the alternative measures provided to shareholders who have difficulties in participating in meeting by video.

- XVI. The number of shares solicited by the requester, the number of shares represented by proxy, and the number of shares attended by shareholders in writing or electronically shall be clearly disclosed in the shareholders' meeting venue on the date of the shareholders' meeting in a statistical form prepared in accordance with the prescribed format; if the shareholders' meeting is held by video, the Company shall upload the aforementioned information to the video conference platform of the shareholders' meeting at least 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting.

When the Company convenes a video conference for shareholders, the total number of shares of shareholders present shall be disclosed on the video conference platform when the conference is announced. The same applies if the total number of shares and voting rights of shareholders present at the meeting is otherwise counted.

If a resolution at a shareholders' meeting is a material information required by law or by the Taiwan Stock Exchange Corporation, the Company shall transmit the content to the Market Observation Post System within the limited time.

- XVII. The staff serving on the shareholders' meeting shall wear identity certificates or arm-bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel are present to help maintain order, they should wear armbands or identification cards.

If the meeting place is equipped with sound amplifying equipment, the chairman may stop the shareholders from speaking unless they are using the equipment equipped by the Company.

If a shareholder disobeys the chairman's correction for violating the rules of procedure and obstructs the proceedings of the meeting, the chairman may direct the inspector or the security officer to ask him/her to leave the meeting.

- XVIII. While a meeting is in progress, the chairman may declare a break at an appropriate time or, in the event of irresistible events, the chairman may suspend the meeting temporarily and, as the case may be, declare the time for resumption of the meeting.

If the meeting venue cannot be used until the agenda and proceedings of the shareholders' meeting (including temporary motions) are completed, the shareholders' meeting shall resolve to find another venue to continue the meeting.

The shareholders' meeting shall, in accordance with the provisions of Article 182 of the Company Act, resolve to adjourn or renew the meeting within 5 days.

- XIX. If a shareholders' meeting is held by video, the Company shall disclose the voting results of each motion and election results on the video conference platform of the shareholders' meeting immediately after the close of voting in accordance with the regulations, and shall continue to do so for at least 15 minutes after the meeting is adjourned by the chairman.

- XX. When the Company holds a video shareholders' meeting, the chairman and the recorder shall be present at the same place in the country, and the chairman shall announce the address of such place at the time of the meeting.

- XXI. If a shareholders' meeting is held by video, the Company may provide a simple connection test for shareholders before the meeting and provide related services immediately before and during the meeting to assist in handling technical problems of communication.

If a shareholders' meeting is convened by video, the chairman shall, at the time of announcing the meeting, separately announce that, except for the circumstances specified in paragraph 4, Article 44-20 of the Guidelines Governing the Administration of Shareholder Services of Public Companies that do not require the adjournment or continuation of the meeting, if, before the chairman announces the adjournment of the meeting, an obstacle to participation on the video conference platform or by video occurs due to a natural disaster, an event or other force majeure that lasts for more than 30 minutes, the date of the meeting shall be adjourned or renewed within 5 days, and

the provisions of Article 182 of the Company Act shall not apply.

In the event of the preceding paragraph, the meeting shall be postponed or resumed, and shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the postponed or resumed meeting.

For shareholders who have registered to participate in the original shareholders' meeting by video and completed the registration, and those who have not participated in the postponed or resumed meeting, the number of shares, voting rights and voting rights exercised at the original shareholders' meeting of them shall be included in the total number of shares, voting rights and voting rights of shareholders attending the postponed or resumed meeting.

If the shareholders meeting is postponed or reconvened according to the provisions of the paragraph 2, there is no need to re-discuss and resolve on the motions for which polling and counting have been completed and the voting results or the names of the directors elected have been announced.

Suppose a video-assisted shareholders meeting held by the Company cannot continue due to issues described in Paragraph 2. In that case, the shareholders' meeting shall continue if the total number of shares in attendance still reaches the statutory quota for the shareholders' meeting resolution after deducting the number of shares attending the shareholders meeting by video. There is no need to postpone or reconvene the meeting according to Paragraph 2.

In the event that the meeting shall continue in the event of the preceding paragraph, the number of shares present at the shareholders' meeting shall be included in the total number of shares of the shareholders present in the event that the meeting shall be continued in the event of the preceding paragraph, but they shall be deemed to have abstained in respect of all the proposals of the meeting.

If the shareholders meeting' is postponed or reconvened according to the provisions provided by Paragraph 2, the relevant preparatory work according to the original shareholders' meeting date and the relevant provisions shall be implemented in accordance with the Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

During the period specified in the latter paragraph 3 of Article 12 and Article 13 of the rules for the use of power of attorney for shareholders' meetings of a publicly offered company, and the second paragraph 2 of Article 44-5, Article 44-15 and paragraph 1 of Article 44-17, Paragraph 1 of the Guidelines Governing the Administration of

Shareholder Services of Public Companies, the Company shall postpone or resume the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.

XXII. If the Company convenes a shareholders meeting via video conferencing, appropriate alternatives shall be provided for shareholders who have difficulty attending the shareholders meeting via video conferencing.

XXIII. The Rules shall be implemented after approval by the shareholders meeting, and the same shall apply to its amendments.

These Rules were amended at the shareholders' meeting held on June 10, 2015.

These Rules were amended at the shareholders' meeting held on June 18, 2021.

These Rules were amended at the shareholders' meeting held on June 16, 2023.

Appendix 1: Rules of Procedure for Shareholders' Meeting

Avision Inc.

Rules of Procedure for Shareholders' Meeting

- I. The shareholders' meetings of the Company shall be conducted in accordance with these Rules.
- II. The term "shareholder" as used herein means the shareholder himself/herself and the proxy appointed by the shareholder.
- III. Shareholders (or proxies) shall attend shareholders' meetings based on attendance cards and hand in a sign-in card in lieu of signing in.
- III-1. The shareholders' meeting shall be convened by the board of directors; When it is convened by a person with convening authority other than the board of directors, the chairman shall be the person with the right to convene, and if there are two or more conveners, one person shall be elected to serve as the chairman.
- III-2. Suppose the chairman violated the procedure rules and the meeting was announced adjourned. In that case, one person can be elected as the chair with the consent of over half of the voting rights from the present shareholders meeting, and the meeting can continue.
- IV. When the attending shareholders represent a majority of the total number of issued shares, the chair shall call the meeting to order and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

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

- V. A shareholders' meeting shall be convened by the Board of Directors and chaired by the Chairman of the Board of Directors. In case the Chairman of the Board of Directors is on leave or cannot exercise his or her power and authority for any cause, the delegation shall be governed by the Company Act. The meeting agenda shall be set by the Board of Directors and the meeting shall proceed in the order set by the agenda.
- VI. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.
- VII. When a shareholder (or a proxy) attends the meeting to speak, he/she must first fill in the speech slip with his/her speech gist, shareholder account number, name or title, and the chairman will decide the order of his/her speech.

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

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

When discussing motions, they should be discussed in the order in which they are scheduled on the agenda, and the chairman should stop any violation of the procedure.

- VIII. Each shareholder (or proxy) may speak for no more than 3 minutes and not more than once on the same motion.
- IX. When a juristic person is appointed to attend a shareholders' meeting as proxy, it shall designate only one person to represent it in the meeting.

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

- X. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- XI. During a discussion, the chair may announce the discussion closed or the end of the discussion at appropriate period and call for a vote.
- XII. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.
- XIII. When a meeting is in progress, the chair may announce a break based on time

considerations.

- XIV. Except as otherwise provided in the Company Act and the Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, the chairman or his designee shall announce the number of voting rights of the shareholders present case-by-case, and the shareholders shall vote case-by-case, and on the day of the shareholders' meeting, the results of the shareholders' approval, opposition and abstention shall be entered into the Public Information Observatory.
- XV. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When anyone among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- XVI. The chair may direct the proctors (or security personnel) to help maintain order at the meeting place.
- XVII. If a meeting cannot be concluded, the meeting may be postponed or renewed in accordance with the provisions of Article 182 of the Company Act.
- XVIII. Matters not provided for in these rules shall be governed by the Company Act, the Articles of Incorporation and other relevant laws and regulations.
- XIX. The Rules shall be implemented after approval by the shareholders meeting, and the same shall apply to its amendments.

These Rules were amended at the shareholders' meeting held on June 10, 2015.

These Rules were amended at the shareholders' meeting held on July 12, 2021.

Appendix 2: Articles of Incorporation (current)

Avision Inc. Articles of Incorporation

Chapter 1 General Rules

Article 1 The Company is organized in accordance with the provisions of the Company Act on companies limited by shares, and is named “Avision Inc.”

Article 2 The scope of business of the Company shall be as follows:

- I. CB01020 Affairs Machine Manufacturing,
CC01060 Wired Communication Mechanical Equipment
Manufacturing.
CC01101 Controlled Telecommunications Radio-Frequency
Devices and Materials Manufacturing.
CC01110 Computer and Peripheral Equipment Manufacturing.
CE01030 Optical Instruments Manufacturing.
CF01011 Medical Devices Manufacturing.
F401010 International Trade.
F401021 Restrained Telecom Radio Frequency Equipments and
Materials Import.
F108031 Wholesale of Medical Devices.
F208031 Retail Sale of Medical Apparatus.

Research, development, production, manufacturing and sales of products in the left column:

- 1. Digital photocopy machine
- 2. Multi-function office machine
- 3. Electronic whiteboard
- 4. Fast paper feeding/paging system
- 5. Scanning module
- 6. High resolution film/image scanner
- 7. High-end printer
- 8. Digital projector
- 9. Fax machine and assemblies
- 10. Optical engine/module
- 11. Wi-Fi version of handheld mobile scanner
- 12. Blood analyzer
- 13. Capsule enteroscopy data reader
- II. Technical consultation and service related to the aforementioned

products.

III. Concurrent import and export trading businesses related to the business scope of the Company.

Article 2-1 The Company's reinvestments is not subject to the restriction stipulated in Article 13 of the Company Act that the total investment amount shall not exceed 40% of the paid-in capital.

Article 3 The Company has its head office located in the Hsinchu Science Park in Taiwan, Republic of China. If necessary, branch offices may be established at home and abroad with the resolution of the board and the approval of the competent authority.

Article 4 The public announcement method of the Company shall be handled according to Article 28 of the Company Act.

Article 4-1 The Company may provide external endorsements and guarantees in accordance with the "Procedures for Fund Lending and Endorsements and Guarantees."

Chapter 2 Share

Article 5 The total capital of the Company shall be NTD 3,000,000,000, divided into 300,000,000 shares, at a par value of NTD 10, and the Board of Directors is authorized to perform share issuance at discrete times. Within the total amount of capital referred to in the preceding paragraph, NT\$400 million shall be reserved for the issuance of employee stock option certificates, totaling 40 million shares at NT\$10 per share, which may be issued in installments based on board resolutions.

Article 5-1 The objects to whom the Company transfers the shares bought back in accordance with laws and regulations may include employees of controlled or affiliated companies who meet certain conditions.

The objects to whom the Company issues employee stock option certificates in accordance with laws and regulations may include employees of controlled or affiliated companies who meet certain conditions.

The employees who may subscribe to new shares in accordance with the Company Act may include employees of controlled or affiliated companies who meet certain conditions.

The employees who may subscribe to new shares with restricted employee rights in accordance with the Company Act may include employees of controlled or affiliated companies who meet certain conditions.

Article 6 The Company's shares are registered and issued after being certified by the

competent authority or its approved issuance registration agency. The shares issued by the Company are exempt from printing and should be registered with a securities central depository institution.

Article 7 (Deleted).

Article 8 (Deleted).

Article 9 Any change and transfer registration of shares shall be prohibited within 60 days prior to the ordinary shareholders' meeting, 30 days prior to the extraordinary shareholders' meeting, or 5 days prior to the record date for the distribution of dividends or bonuses or other benefits by the Company.

Chapter 3 Shareholders' Meeting

Article 10 The Company's shareholders' meetings are divided into the two types on the left:

- I. The regular meeting of shareholders that shall be convened within 6 months after close of each fiscal year by the Board of Directors.
- II. The special meeting of shareholders that is held when necessary by the Board of Directors.

Article 11 A shareholders' meeting shall be chaired by the chairman. When the chairman of the Board is on leave or for any reason unable to exercise the powers of the chairman, one of the directors shall be appointed to act as chair. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair. If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 12 A meeting notice specifying the date, location and reasons for convening a shareholders meeting shall be sent to all shareholders before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting.

Article 13 Where a shareholder for any reasons cannot attend a shareholders' meeting in person, the shareholder may appoint a proxy to attend the shareholders' meeting by providing the signed or sealed proxy form issued by the Company and stating the scope of the proxy's authorization.

Article 14 (Deleted).

Article 15 Except as otherwise provided in the related laws and regulations, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders at a meeting attended by

shareholders who represent a majority of the total number of issued shares.

Article 15-1A shareholder shall be entitled to one vote for each share held, except when the shares are deemed non-voting shares under Article 179 of the Company Act.

Chapter 4 Directors and managerial officers

Article 16 The Company shall have 5-7 directors with a 3-year term of office.

Among the aforementioned directors, the number of independent directors shall be no less than 2, and shall be no less than one fifth of the total number of directors.

In the process of electing directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect.

Election of directors shall adopt the candidate nomination measure provided in Article 192 of the Company Act, and directors shall be elected from among the list of candidates for directors by the shareholders' meeting. Matters regarding method of nomination and public announcement shall be subject to the rules prescribed by the Company Act and Securities and Exchange Act. Independent and non-independent directors shall be elected at the same time, but in separately calculated numbers.

Functional Committees supervised by the Board of Directors of the Company may be formed, and rules and regulations governing duties of each functional committee shall be adopted and enacted upon the approval of the Board of Directors.

The Audit Committee that is composed of all independent directors shall perform its duties pursuant to Article 14-4 of the Securities and Exchange Act.

With regard to the duties performed by the Company's directors, whether the Company records a profit or loss, payments of compensation to directors, determined by the Board of Directors based on the industrial standards and to the extent of the maximum salary set in the Company's regulations governing the approval of salary, may be made. If the Company records a profit, remuneration shall be allocated in accordance with Article 27 herein.

Article 16-1 The Company may obtain liability insurance to reduce the risk of shareholder or related-party lawsuits for directors arising from performing

their duties.

Article 17 (Deleted).

Article 18 The Board of Directors shall elect a chairman of the Board of Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman shall represent the Company externally.

Article 19 Meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. The majority or more of the directors may, by filing a written proposal the subjects for discussions and the reasons, request the chairman to convene a meeting of the Board of Directors. If the chairman of the Board of Directors fails to convene a Board meeting within 15 days after the filing of the request, the majority or more of the directors may convene a meeting of Board of Directors on their own. Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 20 The chairman of the Board of Directors shall preside the meeting of the Board of Directors. In case the chairman of the Board of Directors is on leave or cannot exercise his or her power and authority for any cause, the chairman of the Board of Directors shall designate one of the directors to act on his or her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors. Each director shall attend the meeting of the Board of Directors in person; if attendance in person is not possible, they may, appoint another director to attend as their proxy. A proxy under preceding paragraph may accept a proxy from one person only.

Article 21 The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice for the convention of Board of Directors' meeting of the Company may be made in writing, e-mail or facsimile method to inform all Directors.

Article 22 (Deleted).

Article 23 The Company shall have one president and several vice presidents and the appointment and discharge of the president shall be decided by a resolution to be adopted by a majority vote of the directors. The appointment and dismissal of vice presidents shall be proposed by the president and decided by a resolution to be adopted by a majority vote of the directors.

Article 24 The president shall manage the Company in accordance with resolutions adopted by the Board of Directors.

Chapter 5 Accounting

Article 25 The fiscal year for the Company shall be from January 1 to December 31. Annual closing of books shall be made at the close of each fiscal year.

Article 26 Pursuant to Article 228 of the Company Act, at the close of each fiscal year, the Board of Directors shall prepare the following statements and records and shall forward the same to the Audit Committee not later than the 30th day prior to the meeting date of a general meeting of shareholders and submit the Audit Committee's examination report to the shareholders' meeting for ratification.

I. Business Report.

II. Financial statements.

III. Earnings distribution or loss make-up proposal.

Article 26-1 If the Company has a profit for a fiscal year, 6% of the profit shall be appropriated as the remuneration of employees, and no more than 2% of the profit shall be appropriated as the remuneration of directors. However, where the Company still has accumulated losses, amount shall be reserved for making up the accumulated loss first.

The remuneration to employees may be in the form of stock or cash and the recipients may include the employees of companies controlled by or affiliated to the Company meeting certain criteria that are to be set by the Board of Directors.

The proposal for distribution of remunerations of employees and directors shall be approved through the resolution of a board of directors' meeting attended by more than two-thirds of the directors and the consents of a majority of attending directors, and shall also be reported to the shareholders' meeting.

Article 27 When the Company has surplus earnings after the final account of a fiscal year, amount shall be appropriated to pay profit-seeking business taxes, make up accumulated losses, and set aside 10% as the legal reserve; however, when the legal reserve has reached the total paid-in capital, such restriction shall not be applied. In addition, special reserve is appropriated or reversed according to the regulatory requirements or shareholders' meeting resolution. For the remaining balance plus the accumulated undistributed earnings of previous year, limited to 5%~70%, the board of directors shall reach a resolution on the distribution proposal for submitting to the shareholders' meeting for approval on the distribution of shareholders' bonuses.

Article 27-1 The industrial environment of the Company changes and the corporate's

lifecycle is under the stable growth stage. Based on the consideration of the Company's future capital demand and long-term financial planning and seeking the maximum interest for shareholders, the Company's dividend policy will be made based on the future capital expense budget and capital demand status of the Company, in order to determine the share dividend and cash dividend distribution ratios. The Company's dividend policy complies with the aforementioned principles for the distribution; however, when there is distribution of cash dividends, the total of the cash dividend distribution shall be between 10% and 100% of the total dividends.

The Company may propose the earnings distribution or loss make-up at the close of each half fiscal year in accordance with the Company Act. While distributing earnings, the Company shall estimate and reserve the taxes and dues to be paid, the losses to be covered and the legal reserve to be set aside. If such earnings are distributed in the form of cash, it shall be approved by a meeting of the Board of Directors; if in the form of new shares to be issued by the Company, the issuance shall be approved by a resolution adopted by the shareholders meeting in accordance with relevant laws and regulations.

Article 27-2 The Company authorizes the distributable dividends and bonuses in whole or in part may be paid in cash in accordance with Paragraph 5, Article 240 of the Company Act, and the legal reserve and capital reserve in whole or in part be paid in cash in accordance with Article 241 of the same Act after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors. Such a resolution shall be subsequently reported in a shareholders' meeting.

Article 28 Only the shareholders recorded in the Company's register of shareholders within 5 days prior to the record date of dividends and bonuses are entitled to dividends distribution.

Article 29 The Company's organizational charters and operational regulations are adopted separately.

Article 30 Any matters not specified in this Article of Incorporation shall be handled in accordance with the provisions of the Company Act.

Article 31 The original Articles of Incorporation was established on April 3, 1991.

The first amendment was made on October 23, 1991. The second amendment was made on April 24, 1994. The third amendment was made on April 20, 1996. The fourth amendment was made on April 19, 1997. The fifth amendment was made on April 25, 1998. The sixth amendment was made on May 26, 1999.

The seventh amendment was made on May 17, 2000. The eighth amendment was made on May 17, 2000. The ninth amendment was made on May 4, 2001. The tenth amendment was made on June 6, 2002. The eleventh amendment was made on June 3, 2003. The twelfth amendment was made on June 15, 2004. The thirteenth amendment was made on June 14, 2005. The fourteenth amendment was made on June 14, 2006. The fifteenth amendment was made on June 13, 2007. The sixteenth amendment was made on June 13, 2008. The seventeenth amendment was made on June 9, 2010. The eighteenth amendment was made on June 10, 2011. The nineteenth amendment was made on June 12, 2012. The twentieth amendment was made on June 13, 2013. The twenty first amendment was made on June 12, 2014. The twenty second amendment was made on June 15, 2016. The twenty third amendment was made on June 7, 2017. The twenty fourth amendment was made on April 12, 2019. The twenty fifth amendment was made on June 15, 2023. The Articles of Incorporation shall come into effect upon the amendment and approval by the shareholders' meeting.

Appendix 3: Number of shares held by all directors

Avision Inc.

Number of shares held by all directors and minimum number of shares to be held

- I. The number of shares of the current directors of the Company are as follows:
1. The Company has paid-in capital of NT\$2,132,210,840 and issued 213,221,084 shares of common stock.
 2. The minimum number of shares required to be held by all directors under Article 26 of the Securities and Exchange Act is 12,000,000 shares.
 3. The number of shares held by all directors of the Company has reached the statutory percentage standard.
 4. The Company has an audit committee, so there is no statutory shareholding for supervisors.
- II. The number of shares held by all directors as of the date of cessation of transfer at the regular shareholders' meeting held on April 18, 2023 is as follows:

As of April 18, 2023

Title	Name	As of the date on which the shareholders' meeting ceases to transfer the property	
		Number of shares held as recorded in the register of shareholders	Holding ratio (%)
Chairman	Sheng Shao-Lan	14,117,300	6.62
Director	Chen Yen-Cheng	860,493	0.40
Director	Wu Yung-Chuan	39	0.00
Independent Director	Liang Chiang-Wei	-	0.00
Independent Director	Wen Mu-Jung	-	0.00
Independent Director	Chen Kuang	-	0.00
Independent Director	Tsung Jui-Yao	-	0.00
Total		14,977,832	7.02



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