



SUNPLUS TECHNOLOGY CO., LTD.
2025 ANNUAL GENERAL SHAREHOLDERS' MEETING

MEETING Handbook
(Translation in English—Original in Chinese)

Date: June 13, 2025

Place: Newton Hall, Science Park Life Hub,
No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City 300, Taiwan
(Hsinchu Science Park Science and Technology Living Hall)

Convening method: Physical shareholders' meeting

Please Read the Following Notice Before Using the Meeting Agenda

Readers are advised that the original version is in Chinese. If there is any conflict between the English version and the Chinese one or any difference in the interpretation of the two versions, the Chinese language report shall prevail.

Except as required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise.

The materials and information provided on this meeting agenda have been issued by Sunplus and are posted solely for informational purposes and is not an offer to buy or sell or a solicitation of an offer to buy or sell any securities issued by us or otherwise.

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Sunplus Technology Co., Ltd.
2025 Annual General Shareholders' Meeting
Meeting Procedure

- I. Call the Meeting to Order
- II. Chairman's Address
- III. Report Items
- IV. Proposals
- V. Discussion Items
- VI. Extemporaneous Motions
- VII. Meeting Adjourned

Sunplus Technology Co., Ltd.
2025 Annual General Shareholders' Meeting
Meeting Agenda

1. Convening method: Physical shareholders' meeting
2. Time: 9:00a.m., June 13, 2025 (Friday)
3. Place: Newton Hall, Science Park Life Hub
No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City 300, Taiwan
(Hsinchu Science Park Science and Technology Living Hall)
4. Chairman: Chou-Chye Huang, Chairman of the Board of Directors
5. Chairman's Address
6. Report Items
 - i. 2024 Business Report.
 - ii. Audit Committee's Review Report.
7. Proposals
 - i. Adoption of the 2024 Business Report and Financial Statements.
 - ii. Adoption of the Proposal for 2024 Deficit Compensation.
8. Discussion Items
 - i. Proposal of Amendments to the Articles of Incorporation.
 - ii. Proposal of Release the non-competition restriction on the Company's Directors and their representatives.
9. Extemporaneous Motions
10. Meeting Adjourned

REPORT ITEMS

(1) 2024 Business Report

Explanatory Notes:

The 2024 Business Report is attached hereto as Attachment 1 (See pages 9 to 10 for details).

(2) Audit Committee's Review Report

Explanatory Notes:

The Audit Committee's Review Report is attached hereto as Attachment 2 (See pages 11 for details).

PROPOSALS

(1) Adoption of the 2024 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Explanatory Notes:

1. Sunplus' 2024 Financial Statements were approved by the Company's audit committee and Board Meeting on March 12, 2025 and audited by independent auditors.
2. The 2024 Business Report, the Independent Auditors' Report and Financial Statements are attached hereto as Attachment 1 (see pages 9 to 10) and Attachment 3 to 4 (see pages 12 to 32).

Resolution:

(2) Adoption of the Proposal for 2024 Deficit Compensation.

(Proposed by the Board of Directors)

Explanatory Notes:

1. The company's beginning accumulated deficit was NT\$430,396,224. An increase of NT\$27,757,093 in retained earnings was recognized due to the remeasurement of defined benefit plans. A decrease of NT\$3,405,049 in retained earnings resulted from the reclassification of cumulative gains on the disposal of equity instruments measured at fair value through other comprehensive income. After these adjustments, the beginning accumulated deficit was NT\$406,044,180.
2. The company's after-tax net income for the year 2024 was fully used to offset accumulated losses; therefore, no dividends are available for distribution this year.
3. Please refer to Attachment 5 of this manual for the 2024 Deficit Compensation Statement (see page 33).

Resolution:

DISCUSSION ITEMS

(1) Proposal of Amendments to the Articles of Incorporation for approval.

(Proposed by the Board of Directors)

Explanatory Notes:

To align with the company's operational needs and recent regulatory amendments, the Company's Articles of Incorporation have been revised. For a comparison of the original and revised versions, please refer to Attachment 6 of this manual (see pages 34 to 36). The proposed amendments are hereby submitted to the shareholders' meeting for approval.

Resolution:

(2) Proposal of Release the non-competition restriction on the Company's Directors and their representatives for approval.

(Proposed by the Board of Directors)

Explanatory Notes:

1. According to Article 209 of the Company Act, if a director engages in business activities within the scope of the Company's operations for themselves or on behalf of others, they shall explain the material aspects of such activities to the shareholders' meeting and obtain its approval.
2. In consideration of business needs, the Company proposes to release the non-competition restriction for directors who invest in or operate other companies with similar or identical business scopes and serve as directors or managers in those companies. For a list of directors who have taken on new positions in other companies since the last annual shareholders' meeting, please refer to Attachment 7 of this manual (see page 37). This proposal is hereby submitted to the shareholders' meeting for approval.

Resolution:

EXTEMPORARY MOTIONS

MEETING ADJOURNED

BUSINESS REPORT

2024 Business Results

Sunplus consolidated net operating revenue totaled NT\$6,434 million and the gross profit were NT\$3,115 million in 2024. While R&D expense totaled NT\$2,153 million and the G&A expenses were NT\$526 million, marketing expense were NT\$328 million, The net loss was NT\$107 million in 2024. Including total non-operating net income NT\$686 million, Pre-tax net income reached NT\$792 million. Excluding the income tax expense NT\$196 million, after-tax net income of the year totaled NT\$596 million, net income attributable to the owners of the Company were NT\$259 million which the Earnings per Share after tax for 2024 was NT\$0.44.

The consolidated net sales in 2024 Increase 16.23% compared to the same period last year. Gross profit margin is approximately 48%, increase from 46% in the previous year. The Operating Income in 2024 is NT\$107 million compared with the Operating Loss of NT\$247 million in 2023, Benefit increase of 143.08%.

Non-operating revenue increase from NT\$ 161 million in 2023 to NT\$ 686 million in 2024, mainly due to the disposal of equity method company interests in 2024, which will increase by NT\$425 million compared with 2023.

The IFRS Consolidated Statement exposes other comprehensive gains and losses in 2024, Including the difference between the conversion of financial statements of foreign operating institutions, unrealized gains and losses on equity instrument investments measured at fair value through other comprehensive income, determine the number of reassessments of the welfare plan, the shareholding of related enterprises recognized by equity method, the total net after-tax other comprehensive profit and loss in 2024 is -NT\$97 million. The total Comprehensive Income in 2024 was NT\$499 million, the total comprehensive income attributable to owners of the parent is NT\$149 million.

Product Research & Development and Business Plan

Sunplus technology mergers and acquisitions of major individuals, including Sunplus Technology, Generplus Technology, Sunplus Innovation Technology, Jumplux Technology, and mainland subsidiaries.

Sunplus is deeply engaged in automotive chips and intelligent surround sound chips. Automotive chips include intelligent cockpit, Advanced Driver Assistance Systems, In-car sound effects. Intelligent surround sound chips include products such as Soundbar, Gaming Soundbar, Party Speaker, and Speakerphone. In addition to the above two categories and audio-visual entertainment systems, Sunplus also offers intelligent computing chips Plus1 suitable for AIoT applications.

In addition to being used in automobiles, Sunplus also promotes its In-Vehicle Infotainment (IVI) systems for use in two-wheeled vehicle dashboards, expanding the market and value of its automotive product offerings. For SoundBar, besides incorporating Bluetooth wireless transmission into the product line, Sunplus is also actively promoting PC/Gaming Soundbar. The sales growth of these new products will be the main driver of revenue and profit growth for Sunplus.

The intelligent computing chip Plus1 significantly reduces the development threshold for Edge Computing applications. With the development of a 12-nanometer chip with AI capabilities, it will be the optimal solution for small-scale diversified AIoT startups. It also received subsidies from the Ministry of Economic Affairs, which will be used to develop the next-generation 12nm AI chip with enhanced functionalities.

Generalplus's main product lines include consumer ICs, multimedia ICs, and MCUs. In the consumer IC segment, the company has launched an updated 4-bit RISC voice synthesis control IC, offering customers a cost-optimized voice synthesis solution. It continues to enhance its 16-bit voice microcontroller signal processor IC, delivering a high cost-performance voice and music synthesis solution. For multimedia products, Generplus has completed the development of an experimental chip for a next-generation 40nm, 32-bit multimedia SoC with high cost-performance. This chip integrates an ARM9 CPU, image signal processing, an AI accelerator, and high-speed audio/video interfaces. In terms of algorithms, the company has successfully developed deep learning algorithms for applications such as facial aging, dual-person pose estimation, driver status detection, blind spot detection, and rear-end collision detection. For MCUs, Generplus has developed a new generation of 8-bit and 32-bit high cost-performance Flash MCUs, suitable for applications such as brushless DC motor control and wireless charging. In terms of product applications, the company has successfully passed the latest Qi 2.0 certification by the Wireless Power Consortium (WPC), becoming one of the world's first certified providers.

In 2024, 83% of Sunplus Innovation Technology's sales revenue came from built-in cameras related to NB (Notebook) devices, while 17% came from USB external camera devices, dashcams, dashcams, high-speed cameras, IOT, and other related products. Amidst unclear market visibility, the company will continue to improve the efficiency of technology research and development and product development, while continuing to deepen its presence in the AI machine vision field.

Subsidiaries in China include Shanghai Sunplus, Shanghai Beyond, Shanghai Joyhom, Sunplus Prof-tek Technology (Shenzhen), Sunmedia, CQPlus1 (Chongqing), and Sunplus-EHUE. Mainly to support the Company's mainland customers in the Company's engineering services and business promotion.

Impacts of External Competition, Regulatory Policies, and Macroeconomic Environment

Looking back at 2024, the global economy gradually recovered, but due to the U.S.-China trade war and geopolitical tensions, market demand fluctuated significantly. In the face of these changes, Sunplus not only provided customers with more cost-effective products and actively reduced inventory to successfully turn losses into profits, but also continued to invest in technology and product development, accelerating the pace of new product and application development to stay competitive and build long-term advantages.

Looking ahead to 2025, uncertainties and challenges remain, such as the tariff policies of the new U.S. administration and whether China's economy can rebound. The bottleneck for industry growth is no longer wafer or packaging and testing capacity, but rather the demand driven by economic growth. The company will closely monitor changes in the global economic environment and actively develop new products to meet market demand.

Future Company Development Strategy

Sunplus Technology and all entities within the group will continue to deepen their core competencies in various fields, develop new products, and actively invest in advanced technologies to enhance product value and explore new products and markets. By adjusting and optimizing product lines and investments, observing market trends, and actively expanding into new markets, we aim to improve performance both within and outside our core business, thereby accumulating new growth momentum. To reward our shareholders for their long-term support.

Chairman:

Manager:

Accountant:

AUDIT COMMITTEE'S REVIEW REPORT

Sunplus' Board has prepared and submitted the 2024 business report, Financial statements and Resolution for Deficit Compensation, etc. The CPAs of Deloitte & Touche were retained to audit those financial statements and have submitted the audit report. The above-mentioned business report, financial statement and Resolution for Deficit Compensation have been reviewed by this audit committee. According to Article 14-4 of Securities and Exchange Act and Article 219 of the Company Act, the Committee hereby submits this report.

Please check

Sincerely

To Sunplus Technology 2025 Annual General Shareholders' Meeting

Chairman of the Audit Committee: Tse-Jen Huang

March 12, 2025

SUNPLUS TECHNOLOGY COMPANY LIMITED

**Financial Statements for the
Years Ended December 31, 2024 and 2023 and
Independent Auditors' Report**

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Sunplus Technology Company Limited

Opinion

We have audited the accompanying financial statements of Sunplus Technology Company Limited, which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Sunplus Technology Company Limited as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in Sunplus Technology Company Limited's financial statements for the year ended December 31, 2024 is as follows:

Occurrence of Revenue from Specific Customers

Sunplus Technology Company Limited's revenue increased in 2024, customers whose revenue has grown significantly and significant amount carry a higher risk related to the occurrence of sales revenue. Therefore, we considered the occurrence of revenue as a key audit matter. For detailed disclosure of revenue, refer to Notes 4 and 21 to the accompanying consolidated financial statements.

Our audit procedures performed in respect of the above key audit matter included the following:

1. We obtained an understanding of the related internal control and operating procedures in Sunplus Technology Company Limited's sales transaction cycle, and we evaluated and confirmed the operating effectiveness of the related internal control and operating procedures.
2. We selected samples from the sales details, and we examined customers' original orders, sales electronic orders, delivery orders, logistics receipt documents or export declaration, and sales invoices for any abnormalities and confirmed that sales revenue did occur.

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

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

In preparing the financial statements, management is responsible for assessing Sunplus Technology Company Limited'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 Sunplus Technology Company Limited or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including members of the audit committee) are responsible for overseeing Sunplus Technology Company Limited's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within Sunplus Technology Company Limited to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Tung-Hui Yeh and Ya-Yun Chang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 12, 2025

Notice to Readers

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

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

SUNPLUS TECHNOLOGY COMPANY LIMITED

BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

	2024		2023	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 883,904	9	\$ 444,895	4
Financial assets at fair value through profit or loss (FVTPL) - current (Notes 4 and 7)	98,357	1	35,087	-
Trade receivables, net (Notes 4, 5, 9, 21 and 29)	214,365	2	148,866	2
Other receivables (Notes 4 and 29)	11,135	-	56,327	1
Inventories (Notes 4 and 10)	429,744	4	598,840	6
Other financial assets - current (Notes 4, 15 and 25)	75,917	1	-	-
Other current assets (Notes 4 and 15)	<u>38,537</u>	<u>-</u>	<u>43,124</u>	<u>-</u>
Total current assets	<u>1,751,959</u>	<u>17</u>	<u>1,327,139</u>	<u>13</u>
NON-CURRENT ASSETS				
Financial assets at FVTPL - non-current (Notes 4 and 7)	529,655	5	658,569	6
Financial assets at fair value through other comprehensive income (FVTOCI) - non-current (Notes 4 and 8)	74,521	1	91,766	1
Investments accounted for using the equity method (Notes 4 and 11)	7,097,246	67	7,198,582	70
Property, plant and equipment (Notes 4, 12 and 30)	668,069	6	680,224	7
Right-of-use assets (Notes 4 and 13)	150,021	1	156,686	2
Intangible assets (Notes 4 and 14)	157,163	2	133,241	1
Deferred tax assets (Notes 4 and 23)	2,485	-	2,485	-
Net defined benefit assets - non-current (Notes 4 and 19)	68,223	1	40,513	-
Other financial assets- non-current (Notes 4, 15 and 30)	10,500	-	10,500	-
Other non-current assets (Notes 4 and 15)	<u>9,037</u>	<u>-</u>	<u>9,037</u>	<u>-</u>
Total non-current assets	<u>8,766,920</u>	<u>83</u>	<u>8,981,603</u>	<u>87</u>
TOTAL	<u>\$ 10,518,879</u>	<u>100</u>	<u>\$ 10,308,742</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current (Note 21)	\$ 23,996	-	\$ 8,439	-
Accounts payable (Note 17)	120,116	1	63,452	1
Lease liabilities - current (Notes 4 and 13)	5,106	-	5,316	-
Current portion of long-term bank borrowings (Note 16)	231,250	2	270,295	3
Other current liabilities (Notes 18 and 29)	<u>404,570</u>	<u>4</u>	<u>351,780</u>	<u>3</u>
Total current liabilities	<u>785,038</u>	<u>7</u>	<u>699,282</u>	<u>7</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 16)	931,250	9	929,705	9
Lease liabilities - non-current (Notes 4 and 13)	154,655	2	159,761	2
Guarantee deposits (Note 29)	<u>38,755</u>	<u>-</u>	<u>34,775</u>	<u>-</u>
Total non-current liabilities	<u>1,124,660</u>	<u>11</u>	<u>1,124,241</u>	<u>11</u>
Total liabilities	<u>1,909,698</u>	<u>18</u>	<u>1,823,523</u>	<u>18</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4 and 20)				
Share capital				
Ordinary shares	<u>5,919,949</u>	<u>56</u>	<u>5,919,949</u>	<u>57</u>
Capital surplus	<u>1,148,828</u>	<u>11</u>	<u>1,160,931</u>	<u>11</u>
Retained earnings				
Legal reserve	1,898,136	18	1,898,136	19
Special reserve	124,159	1	180,682	2
Accumulated deficit	<u>(147,075)</u>	<u>(1)</u>	<u>(486,919)</u>	<u>(5)</u>
Total retained earnings	<u>1,875,220</u>	<u>18</u>	<u>1,591,899</u>	<u>16</u>
Other equity	<u>(271,415)</u>	<u>(2)</u>	<u>(124,159)</u>	<u>(1)</u>
Treasury shares	<u>(63,401)</u>	<u>(1)</u>	<u>(63,401)</u>	<u>(1)</u>
Total equity	<u>8,609,181</u>	<u>82</u>	<u>8,485,219</u>	<u>82</u>
TOTAL	<u>\$ 10,518,879</u>	<u>100</u>	<u>\$ 10,308,742</u>	<u>100</u>

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

SUNPLUS TECHNOLOGY COMPANY LIMITED

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

	2024		2023	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 4, 21 and 29)	\$ 1,633,620	100	\$ 1,132,485	100
OPERATING COSTS (Notes 10, 22 and 29)	<u>856,520</u>	<u>52</u>	<u>826,378</u>	<u>73</u>
GROSS PROFIT	<u>777,100</u>	<u>48</u>	<u>306,107</u>	<u>27</u>
OPERATING EXPENSES (Notes 22 and 29)				
Selling and marketing expenses	74,372	4	86,356	8
General and administrative expenses	190,819	12	182,195	16
Research and development expenses	<u>1,177,622</u>	<u>72</u>	<u>1,065,224</u>	<u>94</u>
Total operating expenses	<u>1,442,813</u>	<u>88</u>	<u>1,333,775</u>	<u>118</u>
LOSS FROM OPERATIONS	<u>(665,713)</u>	<u>(41)</u>	<u>(1,027,668)</u>	<u>(91)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 11, 22, 25 and 29)				
Interest income	7,735	1	4,591	1
Other income	134,719	8	55,336	5
Other gains and losses	156,859	10	147,616	13
Finance costs	(30,469)	(2)	(30,260)	(3)
Share of profit or loss of subsidiaries and associates	<u>655,839</u>	<u>40</u>	<u>340,625</u>	<u>30</u>
Total non-operating income and expenses	<u>924,683</u>	<u>57</u>	<u>517,908</u>	<u>46</u>
PROFIT (LOSS) BEFORE INCOME TAX	258,970	16	(509,760)	(45)
INCOME TAX EXPENSE (Notes 4 and 23)	<u>1</u>	<u>-</u>	<u>8</u>	<u>-</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>258,969</u>	<u>16</u>	<u>(509,768)</u>	<u>(45)</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss (Notes 4, 19 and 20):				
Remeasurement of defined benefit plans	25,392	2	4,200	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(185,245)	(11)	61,279	5
Share of other comprehensive (loss) income of subsidiaries and associates accounted for using equity method	(25,531)	(2)	50,547	5

(Continued)

SUNPLUS TECHNOLOGY COMPANY LIMITED

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

	2024		2023	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss (Notes 4 and 20):				
Exchange differences on translation of the financial statements of foreign operations	\$ -	-	\$ 12,510	1
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	<u>75,454</u>	<u>4</u>	<u>(39,826)</u>	<u>(3)</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(109,930)</u>	<u>(7)</u>	<u>88,710</u>	<u>8</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ 149,039</u>	<u>9</u>	<u>\$ (421,058)</u>	<u>(37)</u>
EARNINGS (LOSS) PER SHARE (Note 24)				
Basic earnings per share	<u>\$ 0.44</u>		<u>\$ (0.84)</u>	
Diluted earnings per share	<u>\$ 0.44</u>		<u>\$ (0.84)</u>	

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

(Concluded)

SUNPLUS TECHNOLOGY COMPANY LIMITED

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

	Share Capital Issued and Outstanding		Capital Surplus	Retained Earnings		Unappropriated Earnings (Accumulated Deficit)	Other Equity		Treasury Shares	Total Equity
	Share (Thousands)	Amount		Legal Reserve	Special Reserve		Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Losses) on Financial Assets		
BALANCE AT JANUARY 1, 2023	591,995	\$ 5,919,949	\$ 1,197,373	\$ 1,870,234	\$ 239,203	\$ 279,413	\$ (136,477)	\$ (44,206)	\$ (63,401)	\$ 9,262,088
Appropriation of the 2022 earnings										
Legal reserve	-	-	-	27,902	-	(27,902)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(309,613)	-	-	-	(309,613)
Reversal of special reserve	-	-	-	-	(58,521)	58,521	-	-	-	-
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	21,249	-	-	-	-	-	-	21,249
Issuance of share dividends from capital surplus	-	-	(45,584)	-	-	-	-	-	-	(45,584)
Proceeds from disposal of subsidiaries	-	-	-	-	-	-	(26,377)	-	-	(26,377)
Changes in percentage of ownership interests in subsidiaries	-	-	(14,244)	-	-	-	-	-	-	(14,244)
Net loss for the year ended December 31, 2023	-	-	-	-	-	(493,147)	-	-	-	(493,147)
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	-	5,809	(27,316)	110,217	-	88,710
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	(487,338)	(27,316)	110,217	-	(404,437)
Adjustments to capital surplus for the Company cash dividends received by subsidiaries	-	-	2,137	-	-	-	-	-	-	2,137
BALANCE AT DECEMBER 31, 2023	591,995	5,919,949	1,160,931	1,898,136	180,682	(486,919)	(190,170)	66,011	(63,401)	8,485,219
Appropriation of the 2023 earnings										
Reversal of special reserve	-	-	-	-	(56,523)	56,523	-	-	-	-
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	(43,427)	-	-	-	-	-	-	(43,427)
Proceeds from disposal of subsidiaries	-	-	-	-	-	-	(1,102)	-	-	(1,102)
Proceeds from disposal of associates	-	-	1,264	-	-	-	10,887	(23,039)	-	(10,888)
Difference between consideration and carrying amount of the subsidiaries during actual disposal or acquisition	-	-	32,258	-	-	-	83	197	-	32,538
Changes in percentage of ownership interests in subsidiaries	-	-	(2,198)	-	-	-	-	-	-	(2,198)
Net profit for the year ended December 31, 2024	-	-	-	-	-	258,969	-	-	-	258,969
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	27,757	75,454	(213,141)	-	(109,930)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	286,726	75,454	(213,141)	-	149,039
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(3,405)	-	3,405	-	-
BALANCE AT DECEMBER 31, 2024	591,995	\$ 5,919,949	\$ 1,148,828	\$ 1,898,136	\$ 124,159	\$ (147,075)	\$ (104,848)	\$ (166,567)	\$ (63,401)	\$ 8,609,181

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

SUNPLUS TECHNOLOGY COMPANY LIMITED

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ 258,970	\$ (493,139)
Adjustments for:		
Depreciation expense	165,680	193,706
Amortization expense	90,411	83,842
Net loss (gain) on the fair value change of financial assets at FVTPL	11,832	(94,023)
Financial costs	30,469	30,260
Interest income	(7,735)	(4,591)
Dividends income	-	(2,853)
Share of profit of subsidiaries and associates	(655,839)	(357,246)
Gain on disposal of subsidiaries	-	(19,485)
Gain on disposal of associates	(123,888)	-
Impairment loss recognized on financial assets	-	6,009
Unrealized gain on the transactions with subsidiaries and associates	(1,289)	(1,388)
Net (gain) loss on foreign currency exchange	(2,285)	3,655
Changes in operating assets and liabilities:		
Trade receivables	(61,217)	32,391
Other receivables	(5,389)	53,427
Inventories	169,096	378,779
Other current assets	(1,219)	9,068
Net defined benefit assets	(27,710)	(8,520)
Contract liabilities	15,557	(5,588)
Accounts payables	55,931	(107,937)
Other current liabilities	5,697	33,554
Net defined benefit liabilities	25,392	4,200
Cash used in operations	(57,536)	(265,879)
Interest received	7,768	4,521
Dividends received	429,508	466,218
Interest paid	(31,299)	(28,876)
Income tax paid	(1)	(8)
Net cash generated from operating activities	348,440	175,976
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at FVTOCI	(168,000)	(15,290)
Purchase of financial assets at FVTPL	(18,682)	(284,553)
Proceeds from the disposal of financial assets at FVTPL	79,090	164,845
Acquisition of investments accounted for using equity method	(3,508)	(398,518)
Proceeds from disposal of associates	386,141	-
Net cash inflow on disposal of subsidiaries	-	531,454
Payments for property, plant and equipment	(143,780)	(126,154)
Decrease in refundable deposits	-	58
Payments for intangible assets	(65,389)	(42,095)
Other financial assets	(75,917)	45,453

(Continued)

SUNPLUS TECHNOLOGY COMPANY LIMITED

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

	2024	2023
Proceeds from return of capital of financial assets at FVTPL	\$ 2,208	\$ -
Refund of shares through capital reduction of financial assets at FVTPL	<u>95,000</u>	<u>120,000</u>
Net cash generated from (used in) investing activities	<u>87,163</u>	<u>(4,800)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	850,000	200,000
Repayments of long-term borrowings	(887,500)	-
Proceeds from guarantee deposits received	1,900	2,579
Refund of guarantee deposits received	-	(14,619)
Repayment of the principal portion of lease liabilities	(5,316)	(5,169)
Cash dividends paid	-	(355,197)
Disposal of equity in subsidiaries	<u>41,397</u>	<u>-</u>
Net cash generated from (used in) financing activities	<u>481</u>	<u>(172,406)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>2,925</u>	<u>(541)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	439,009	(1,771)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>444,895</u>	<u>446,666</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 883,904</u>	<u>\$ 444,895</u>

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

(Concluded)

SUNPLUS TECHNOLOGY COMPANY LIMITED AND SUBSIDIARIES

**Consolidated Financial Statements for the
Years Ended December 31, 2024 and 2023 and
Independent Auditors' Report**

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The Company required to be included in the consolidated financial statements of affiliates in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” for the year ended December 31, 2024 are all the same as the companies required to be included in the consolidated financial statements of parent and subsidiary companies as provided in International Financial Reporting Standard No. 10 “Consolidated Financial Statements”. 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. Hence, we do not prepare a separate set of consolidated financial statements of affiliates.

Very truly yours,

Sunplus Technology Company Limited

By

CHOU-CHYE HUANG
Chairman

March 12, 2025

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Sunplus Technology Company Limited

Opinion

We have audited the accompanying consolidated financial statements of Sunplus Technology Company Limited and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Sunplus Technology Company Limited and its subsidiaries as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in Sunplus Technology Company Limited and its subsidiaries' consolidated financial statements for the year ended December 31, 2024 is as follows:

Occurrence of Revenue from Specific Customers

Sunplus Technology Company Limited and its subsidiaries' revenue increased in 2024, customers whose revenue has grown significantly and significant amount carry a higher risk related to the occurrence of sales revenue. Therefore, we considered the occurrence of revenue as a key audit matter. For detailed disclosure of revenue, refer to Notes 4 and 25 to the accompanying consolidated financial statements.

Our audit procedures performed in respect of the above key audit matter included the following:

1. We obtained an understanding of the related internal control and operating procedures in Sunplus Technology Company Limited and its subsidiaries' sales transaction cycle, and we evaluated and confirmed the operating effectiveness of the related internal control and operating procedures.
2. We selected samples from the sales details, and we examined customers' original orders, Sales via electronic orders or sales via manual order forms, delivery orders, logistics receipt documents or export declaration, and sales invoices for any abnormalities and confirmed that sales revenue did occur.

Other Matter

We have also audited the accompanying financial statements of Sunplus Technology Company Limited as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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

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

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

Those charged with governance, including the audit committee, are responsible for overseeing Sunplus Technology Company Limited and its subsidiaries' financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Sunplus Technology Company Limited and its subsidiaries' internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Tung-Hui Yeh and Ya-Yun Chang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 12, 2025

Notice to Readers

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

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

SUNPLUS TECHNOLOGY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 4,919,087	34	\$ 4,091,218	29
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	1,081,478	8	1,062,950	8
Trade receivables, net (Notes 4, 5, 11, 25 and 35)	946,597	7	805,983	6
Other receivables (Notes 4, 11 and 35)	37,895	-	70,972	1
Inventories (Notes 4 and 12)	1,220,895	8	1,366,297	10
Other financial assets - current (Notes 4 and 19)	153,476	1	29,077	-
Other current assets (Notes 4, 19 and 35)	<u>83,524</u>	<u>1</u>	<u>69,217</u>	<u>-</u>
Total current assets	<u>8,442,952</u>	<u>59</u>	<u>7,495,714</u>	<u>54</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	1,519,152	11	1,693,706	12
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	422,728	3	379,853	3
Financial assets at amortized cost - non-current (Notes 4, 9 and 10)	50,258	-	-	-
Investments accounted for using the equity method (Notes 4 and 14)	440,318	3	898,833	7
Property, plant and equipment (Notes 4, 15 and 36)	1,790,783	13	1,811,640	13
Right-of-use assets (Notes 4 and 16)	205,807	1	189,690	1
Investment properties (Notes 4 and 17)	759,166	5	805,213	6
Intangible assets (Notes 4 and 18)	231,150	2	199,006	1
Deferred tax assets (Notes 4 and 27)	42,546	-	57,897	-
Net defined benefit assets - non-current (Notes 4 and 23)	68,223	-	40,513	-
Other financial assets - non-current (Notes 4, 19 and 36)	243,669	2	242,831	2
Other non-current assets (Notes 4 and 19)	<u>118,973</u>	<u>1</u>	<u>141,135</u>	<u>1</u>
Total non-current assets	<u>5,892,773</u>	<u>41</u>	<u>6,460,317</u>	<u>46</u>
TOTAL	<u>\$ 14,335,725</u>	<u>100</u>	<u>\$ 13,956,031</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 20)	\$ 75,078	-	\$ 27,635	-
Contract liabilities - current (Note 25)	48,318	-	29,544	-
Accounts payable (Note 21)	381,779	3	331,737	2
Current tax liabilities (Notes 4 and 27)	126,378	1	154,794	1
Lease liabilities - current (Notes 4 and 16)	13,251	-	7,425	-
Deferred revenue - current (Notes 4, 22 and 30)	1,635	-	1,885	-
Current portion of long-term bank borrowings (Note 20)	231,250	2	270,295	2
Other current liabilities (Note 22)	<u>969,788</u>	<u>7</u>	<u>891,419</u>	<u>7</u>
Total current liabilities	<u>1,847,477</u>	<u>13</u>	<u>1,714,734</u>	<u>12</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 20)	931,250	7	929,705	7
Lease liabilities - non-current (Notes 4 and 16)	204,463	1	192,545	2
Deferred revenue - non-current (Notes 4, 22 and 30)	52,192	-	52,012	-
Net defined benefit liabilities - non-current (Notes 4 and 23)	13,899	-	18,414	-
Guarantee deposits (Note 35)	255,434	2	248,452	2
Other liabilities (Note 22)	<u>888</u>	<u>-</u>	<u>888</u>	<u>-</u>
Total non-current liabilities	<u>1,458,126</u>	<u>10</u>	<u>1,442,016</u>	<u>11</u>
Total liabilities	<u>3,305,603</u>	<u>23</u>	<u>3,156,750</u>	<u>23</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4, 24 and 32)				
Share capital				
Ordinary shares	<u>5,919,949</u>	<u>41</u>	<u>5,919,949</u>	<u>43</u>
Capital surplus	<u>1,148,828</u>	<u>8</u>	<u>1,160,931</u>	<u>8</u>
Retained earnings				
Legal reserve	1,898,136	13	1,898,136	14
Special reserve	124,159	1	180,682	1
Accumulated deficit	<u>(147,075)</u>	<u>(1)</u>	<u>(486,919)</u>	<u>(4)</u>
Total retained earnings	<u>1,875,220</u>	<u>13</u>	<u>1,591,899</u>	<u>11</u>
Other equity	<u>(271,415)</u>	<u>(2)</u>	<u>(124,159)</u>	<u>(1)</u>
Treasury shares	<u>(63,401)</u>	<u>-</u>	<u>(63,401)</u>	<u>-</u>
Total equity attributable to owners of the Company	8,609,181	60	8,485,219	61
NON-CONTROLLING INTERESTS (Notes 4, 13, 24 and 32)	<u>2,420,941</u>	<u>17</u>	<u>2,314,062</u>	<u>16</u>
Total equity	<u>11,030,122</u>	<u>77</u>	<u>10,799,281</u>	<u>77</u>
TOTAL	<u>\$ 14,335,725</u>	<u>100</u>	<u>\$ 13,956,031</u>	<u>100</u>

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

SUNPLUS TECHNOLOGY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	2024		2023	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 4, 25 and 35)	\$ 6,434,086	100	\$ 5,535,421	100
OPERATING COSTS (Notes 12 and 26)	<u>3,319,165</u>	<u>52</u>	<u>3,011,176</u>	<u>54</u>
GROSS PROFIT	<u>3,114,921</u>	<u>48</u>	<u>2,524,245</u>	<u>46</u>
OPERATING EXPENSES (Notes 26 and 35)				
Selling and marketing expenses	328,215	5	218,384	4
General and administrative expenses	526,417	8	512,457	9
Research and development expenses	<u>2,153,360</u>	<u>34</u>	<u>2,040,283</u>	<u>37</u>
Total operating expenses	<u>3,007,992</u>	<u>47</u>	<u>2,771,124</u>	<u>50</u>
OTHER OPERATING INCOME AND EXPENSES	<u>(381)</u>	<u>-</u>	<u>(475)</u>	<u>-</u>
PROFIT (LOSS) FROM OPERATIONS	<u>106,548</u>	<u>1</u>	<u>(247,354)</u>	<u>(5)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 14, 26, 30 and 35)				
Interest income	69,593	1	59,068	1
Other income	201,298	3	119,955	2
Other gains and losses	488,423	8	132,548	3
Finance costs	(47,265)	(1)	(41,142)	(1)
Share of profit or loss of associates	<u>(26,213)</u>	<u>-</u>	<u>(109,245)</u>	<u>(2)</u>
Total non-operating income and expenses	<u>685,836</u>	<u>11</u>	<u>161,184</u>	<u>3</u>
PROFIT (LOSS) BEFORE INCOME TAX	792,384	12	(86,170)	(2)
INCOME TAX EXPENSE (Notes 4 and 27)	<u>196,176</u>	<u>3</u>	<u>135,103</u>	<u>2</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>596,208</u>	<u>9</u>	<u>(221,273)</u>	<u>(4)</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss (Notes 4 and 24):				
Remeasurement of defined benefit plans	30,105	-	4,215	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(204,884)	(3)	98,531	2

(Continued)

SUNPLUS TECHNOLOGY COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	2024		2023	
	Amount	%	Amount	%
Share of the other comprehensive (loss) income of associates accounted for using the equity method	\$ (8,138)	-	\$ 17,355	-
Items that may be reclassified subsequently to profit or loss (Notes 4 and 24):				
Exchange differences on translation of the financial statements of foreign operations	80,145	2	(30,016)	-
Share of other comprehensive income (loss) of associates accounted for using the equity method	<u>5,460</u>	<u>-</u>	<u>(2,420)</u>	<u>-</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(97,312)</u>	<u>(1)</u>	<u>87,665</u>	<u>2</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ 498,896</u>	<u>8</u>	<u>\$ (133,608)</u>	<u>(2)</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 258,969	4	\$ (493,147)	(9)
Non-controlling interests	<u>337,239</u>	<u>5</u>	<u>271,874</u>	<u>5</u>
	<u>\$ 596,208</u>	<u>9</u>	<u>\$ (221,273)</u>	<u>(4)</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 149,039	2	\$ (404,437)	(7)
Non-controlling interests	<u>349,857</u>	<u>6</u>	<u>270,829</u>	<u>5</u>
	<u>\$ 498,896</u>	<u>8</u>	<u>\$ (133,608)</u>	<u>(2)</u>
EARNINGS (LOSS) PER SHARE (Note 28)				
Basic	<u>\$ 0.44</u>		<u>\$ (0.84)</u>	
Diluted	<u>\$ 0.44</u>		<u>\$ (0.84)</u>	

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

(Concluded)

SUNPLUS TECHNOLOGY COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company											
							Other Equity		Treasury Shares	Total	Non-cotrolling Interests	Total Equity
							Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income				
	Share Capital Issued and Outstanding		Retained Earnings		Unappropriated Earnings (Accumulated Deficit)							
	Share (Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve							
BALANCE AT JANUARY 1, 2023	591,995	\$ 5,919,949	\$ 1,197,373	\$ 1,870,234	\$ 239,203	\$ 279,413	\$ (136,477)	\$ (44,206)	\$ (63,401)	\$ 9,262,088	\$ 2,472,840	\$ 11,734,928
Appropriation of 2022 earnings												
Legal reserve	-	-	-	27,902	-	(27,902)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(309,613)	-	-	-	(309,613)	-	(309,613)
Reversal of special reserve	-	-	-	-	(58,521)	58,521	-	-	-	-	-	-
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	21,249	-	-	-	-	-	-	21,249	-	21,249
Issuance of cash dividends from capital surplus	-	-	(45,584)	-	-	-	-	-	-	(45,584)	-	(45,584)
Proceeds from disposal of subsidiaries	-	-	-	-	-	-	(26,377)	-	-	(26,377)	-	(26,377)
Changes in percentage of ownership interest in subsidiaries	-	-	(14,244)	-	-	-	-	-	-	(14,244)	14,244	-
Net profit (loss) for the year ended December 31, 2023	-	-	-	-	-	(493,147)	-	-	-	(493,147)	271,874	(221,273)
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	-	5,809	(27,316)	110,217	-	88,710	(1,045)	87,665
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	(487,338)	(27,316)	110,217	-	(404,437)	270,829	(133,608)
Adjustment of capital surplus for the Company												
Cash dividends received by subsidiaries	-	-	2,137	-	-	-	-	-	-	2,137	-	2,137
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(443,851)	(443,851)
BALANCE AT DECEMBER 31, 2023	591,995	5,919,949	1,160,931	1,898,136	180,682	(486,919)	(190,170)	66,011	(63,401)	8,485,219	2,314,062	10,799,281
Appropriation of 2023 earnings												
Legal reserve	-	-	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	-	(56,523)	56,523	-	-	-	-	-	-
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	(43,427)	-	-	-	-	-	-	(43,427)	-	(43,427)
Proceeds from disposal of subsidiaries	-	-	-	-	-	-	(1,102)	-	-	(1,102)	-	(1,102)
Proceeds from disposal of associates	-	-	1,264	-	-	-	10,887	(23,039)	-	(10,888)	-	(10,888)
Difference between the consideration and carrying amount of subsidiaries during actual disposal or acquisition	-	-	32,258	-	-	-	83	197	-	32,538	-	32,538
Changes in percentage of ownership interest in subsidiaries	-	-	(2,198)	-	-	-	-	-	-	(2,198)	2,198	-
Net profit for the year ended December 31, 2024	-	-	-	-	-	258,969	-	-	-	258,969	337,239	596,208
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	27,757	75,454	(213,141)	-	(109,930)	12,618	(97,312)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	286,726	75,454	(213,141)	-	149,039	349,857	498,896
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(245,176)	(245,176)
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(3,405)	-	3,405	-	-	-	-
BALANCE AT DECEMBER 31, 2024	591,995	\$ 5,919,949	\$ 1,148,828	\$ 1,898,136	\$ 124,159	\$ (147,075)	\$ (104,848)	\$ (166,567)	\$ (63,401)	\$ 8,609,181	\$ 2,420,941	\$ 11,030,122

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

SUNPLUS TECHNOLOGY COMPANY LIMITED AND SUBSIDIARIES

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

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ 792,384	\$ (86,170)
Adjustments for:		
Depreciation expense	344,073	380,370
Amortization expense	124,792	118,821
Net loss (gain) on fair value change of financial assets at FVTPL	11,336	(98,133)
Finance costs	47,265	41,142
Interest income	(69,593)	(59,068)
Dividend income	(39,065)	(35,892)
Compensation costs of share-based payments	-	19,323
Share of loss of associates	26,213	109,245
Loss (gain) on disposal of property, plant and equipment	15	(183)
Loss on disposal of intangible assets	366	658
Gain on disposal of subsidiaries	(978)	(19,485)
Gain on disposal of associates	(424,639)	-
Impairment loss recognized on financial assets	-	6,009
Unrealized gain on transactions with associates	(1,256)	(1,256)
Net (gain) loss on foreign currency exchange	(8,982)	22,982
Intangible assets transferred to expenses	773	-
Changes in operating assets and liabilities:		
Trade receivables	(124,842)	51,409
Other receivables	31,106	66,602
Inventories	145,402	880,359
Other current assets	(36,044)	28,718
Net defined benefits assets - non-current	(27,710)	(8,520)
Contract liabilities	18,774	(23,893)
Accounts payables	46,588	(80,621)
Deferred revenue	(1,932)	(1,906)
Other current liabilities	30,635	(160,832)
Net defined benefits liabilities	25,590	4,352
Cash generated from operations	910,271	1,154,031
Interest received	70,979	54,509
Dividends received	47,294	52,351
Interest paid	(47,670)	(36,908)
Income tax paid	(209,241)	(124,420)
Net cash generated from operating activities	771,633	1,099,563
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(244,490)	(15,290)
Proceeds from the disposal of financial assets at fair value through other comprehensive income	1,904	27,378
Purchase of financial assets at amortized cost	(50,265)	-

(Continued)

SUNPLUS TECHNOLOGY COMPANY LIMITED AND SUBSIDIARIES

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

	2024	2023
Purchase of financial assets at fair value through profit or loss	\$ (1,438,453)	\$ (2,181,488)
Proceeds from the sale of financial assets at fair value through profit or loss	1,495,667	1,727,001
Acquisition of associates	-	(54,043)
Proceeds from disposal of associates	739,315	-
Payments for property, plant and equipment	(185,567)	(187,263)
Proceeds from the disposal of property, plant and equipment	154	366
Increase in refundable deposits	(986)	-
Decrease in refundable deposits	24,965	138
Payments for intangible assets	(108,975)	(86,586)
Other financial assets	(116,219)	2,178
Decrease in other non-current assets	2,183	-
Proceeds from return of capital of financial assets at fair value through profit or loss	95,000	-
Refund of shares through capital reduction of financial assets at fair value through profit or loss	<u>53,256</u>	<u>-</u>
Net cash generated from (used in) investing activities	<u>267,489</u>	<u>(767,609)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	46,235	-
Repayments of short-term borrowings	-	(14,365)
Proceeds from long-term borrowings	850,000	200,000
Repayments of long-term borrowings	(887,500)	-
Proceeds of guarantee deposits received	6,244	36,993
Refund of guarantee deposits received	(12,896)	(60,975)
Repayment of principal portion of lease liabilities	(13,952)	(12,500)
Cash dividends paid	-	(353,060)
Dividends paid to non-controlling interests	(250,978)	(459,643)
Disposal of equity in subsidiaries	41,840	-
Decrease in non-controlling interests	<u>(3,500)</u>	<u>(3,533)</u>
Net cash used in financing activities	<u>(224,507)</u>	<u>(667,083)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES		
	<u>13,254</u>	<u>(1,572)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	827,869	(336,701)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>4,091,218</u>	<u>4,427,919</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 4,919,087</u>	<u>\$ 4,091,218</u>

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

(Concluded)

SUNPLUS TECHNOLOGY CO. LTD
DEFICIT COMPENSATION STATEMENT
YEAR 2024

Unit: New Taiwan Dollar (NTD)

ITEMS	AMOUNT
Beginning accumulated deficit	(430,396,224)
The remeasurement amount of defined benefit plans recognized in retained earnings	27,757,093
The cumulative gain or loss on disposal of equity instruments measured at fair value through other comprehensive income is transferred directly to retained earnings	(3,405,049)
Adjusted beginning accumulated deficit	(406,044,180)
Net income after tax for the year 2024	258,968,715
This period's Deficit yet to be compensated	(147,075,465)
The end-of-period accumulated deficit	(147,075,465)

Chairman:

Manager:

Accountant:

SUNPLUS TECHNOLOGY CO. LTD
Articles of Incorporation – Comparison Table of Amended Provisions

Articles	Content		Reason for revision
	Before Revision	After Revision	
Chapter 1 General Provisions			
Article 2	<p>The company's business is as follows:</p> <ol style="list-style-type: none">1. The design, manufacture, testing and sales of various integrated circuits.2. Design, manufacture, testing and sales of various integrated circuit modules.3. Research, development and sales of various application software.4. Research, development and sales of various intellectual property assets.5. Various integrated circuit trading and agency services.6. CC01080 Electronics Components Manufacturing.7. I501010 Product Designing.8. F401010 International Trade.9. I301010 Information Software Services.10. I301020 Data Processing Services.	<p>The company's business is as follows:</p> <ol style="list-style-type: none">1. CC01080 Electronics Components Manufacturing.2. I501010 – Product Designing.3. F401010 – International Trade.4. I301010 – Information Software Services.5. I301020 – Data Processing Services.6. CE01010 – General Instrument Manufacturing.7. IG01010 – Biotechnology Services. <p>Research, development, manufacturing, and sales of the following products:</p> <ol style="list-style-type: none">a. Design, manufacturing, testing, and sales of various integrated circuits.b. Design, manufacturing, testing, and sales of various integrated circuit modules.c. Research, development, and sales of various application software.d. Research, development, and sales of various silicon intellectual property (IP).e. Trade and agency services of various integrated circuits.f. High-Sensitivity Biochip Detection Technology Platform and Applications.g. Biochemical and Molecular Biology-related Diagnostic Equipment and Reagents.	<ol style="list-style-type: none">1. Adjust item order and revise wording as appropriate2. Add business items to align with company operational needs.
Chapter 6 Financial Statements			

Articles	Content		Reason for revision
	Before Revision	After Revision	
Article 28-1	<p>If the company is profitable for the year, it shall pay no less than 1 percent for the employee's compensation and no more than 1.5 percent for the director's compensation. However, when the company still has accumulated losses (including the adjustment of undistributed earnings), it should reserve the amount of compensation in advance.</p> <p>The employee compensation in the preceding paragraph can be obtained from stocks or cash, and the object of the employee's payment can include the employees of the subordinate company that meet the conditions set by the board of directors. The preceding directors' remuneration can only be paid in cash.</p> <p>The first two items should be decided by the board of directors and report to the shareholders meeting.</p>	<p>If the company is profitable for the year, it shall pay no less than 1 percent for the employee's compensation (No less than ten percent of the total amount of employee compensation shall be allocated to non-executive employees) and no more than 1.5 percent for the director's compensation. However, when the company still has accumulated losses (including the adjustment of undistributed earnings), it should reserve the amount of compensation in advance.</p> <p>The employee compensation in the preceding paragraph and non-executive employee compensation can be obtained from stocks or cash, and the object of the employee's payment can include the employees of the subordinate company that meet the conditions set by the board of directors. The preceding directors' remuneration can only be paid in cash.</p> <p>The first two items should be decided by the board of directors and report to the shareholders meeting.</p>	<p>In accordance with the amendment to Article 14 of the Securities and Exchange Act, provisions for the distribution of compensation to frontline employees are added.</p>

Articles	Content		Reason for revision
	Before Revision	After Revision	
Article 33	<p>This Charter was established on July 30, 1990.</p> <p>The first revision was made on August 7, 1990.</p> <p>The second revision was made on February 7, 1992.</p> <p>The third amendment was made on June 12, 1993.</p> <p>The fourth revision was made on July 30, 1994.</p> <p>The fifth amendment was made on September 28, 1994.</p> <p>The sixth amendment was made on June 14, 1995.</p> <p>The seventh revision was made on May 25, 1996.</p> <p>The eighth amendment was made on May 31, 1997.</p> <p>The ninth revision was made on November 20, 1997.</p> <p>The tenth revision was made on April 30, 1998.</p> <p>The eleventh revision was made on June 7, 1999.</p> <p>The twelfth revision was made on July 28, 1999.</p> <p>The thirteenth revision was made on May 19, 2000.</p> <p>The 14th revision was made on June 12, 2001.</p> <p>The fifteenth revision was made on May 17, 2002.</p> <p>The 16th revision was made on May 6, 2003.</p> <p>The seventeenth revision was made on June 1, 2004.</p> <p>The 18th revision was made on June 13, 2005.</p> <p>The nineteenth revision was made on June 9, 2006.</p> <p>The 20th revision was made on June 15, 2007.</p> <p>The twenty-first revision was made on June 13, 2008.</p> <p>The twenty-second revision was made on June 10, 2011.</p> <p>The 23rd revision was made on June 18, 2012.</p> <p>The 24th revision was made on June 11, 2014.</p> <p>The 25th revision was made on June 12, 2015.</p> <p>The 26th revision was made on June 13, 2016.</p> <p>The 27th revision was made on June 12, 2020.</p> <p>The 28th revision was made on June 8, 2022.</p>	<p>This Charter was established on July 30, 1990.</p> <p>The first revision was made on August 7, 1990.</p> <p>The second revision was made on February 7, 1992.</p> <p>The third amendment was made on June 12, 1993.</p> <p>The fourth revision was made on July 30, 1994.</p> <p>The fifth amendment was made on September 28, 1994.</p> <p>The sixth amendment was made on June 14, 1995.</p> <p>The seventh revision was made on May 25, 1996.</p> <p>The eighth amendment was made on May 31, 1997.</p> <p>The ninth revision was made on November 20, 1997.</p> <p>The tenth revision was made on April 30, 1998.</p> <p>The eleventh revision was made on June 7, 1999.</p> <p>The twelfth revision was made on July 28, 1999.</p> <p>The thirteenth revision was made on May 19, 2000.</p> <p>The 14th revision was made on June 12, 2001.</p> <p>The fifteenth revision was made on May 17, 2002.</p> <p>The 16th revision was made on May 6, 2003.</p> <p>The seventeenth revision was made on June 1, 2004.</p> <p>The 18th revision was made on June 13, 2005.</p> <p>The nineteenth revision was made on June 9, 2006.</p> <p>The 20th revision was made on June 15, 2007.</p> <p>The twenty-first revision was made on June 13, 2008.</p> <p>The twenty-second revision was made on June 10, 2011.</p> <p>The 23rd revision was made on June 18, 2012.</p> <p>The 24th revision was made on June 11, 2014.</p> <p>The 25th revision was made on June 12, 2015.</p> <p>The 26th revision was made on June 13, 2016.</p> <p>The 27th revision was made on June 12, 2020.</p> <p>The 28th revision was made on June 8, 2022.</p> <p>The 29th revision was made on June 13, 2025.</p>	<p>1.Minor wording revisions.</p> <p>2. Addition of the amendment date in accordance with this revision.</p>

SUNPLUS TECHNOLOGY CO. LTD**List of Release the non-competition Restriction on the Company's Directors and their Representatives**

Director's Name	Serve concurrently in the company	Hold concurrent positions
Chou-Chye Huang	AttoSense Co., Ltd.	Chairman

Articles of Incorporation of Sunplus Technology Co., Ltd.

Chapter 1 General

Article 1: The company is organized in accordance with the provisions of the Company Act and named Sunplus Technology Co., Ltd.

Article 2: The company's business is as follows:

1. The design, manufacture, testing and sales of various integrated circuits.
2. Design, manufacture, testing and sales of various integrated circuit modules.
3. Research, development and sales of various application software.
4. Research, development and sales of various intellectual property assets.
5. Various integrated circuit trading and agency services.
6. CC01080 Electronic Components Manufacturing.
7. I501010 Product Design.
8. F401010 International Trade.
9. I301010 Information Software Services.
10. I301020 Data Processing Services.

Article 3: The company establishes its head office in the Science Park of Hsinchu Science Park. If necessary, it may obtain a branch office at home and abroad after being approved by the board of directors and approved by the competent authority.

Article 4: The announcement method of the company shall be handled in accordance with Article 28 of the company act.

Chapter 2 Shares

Article 5: The company's capital is rated at NT\$120 million and divided into up to 120 million (including 80,000,000 shares warrants, special shares with warrants or corporate bonds with warrants The use of stock options), NT\$ per share, points issued.
When the shares of the company are purchased by the company in accordance with the law, the authorized board of directors shall be authorized by law.

Article 5-1: Delete.

Article 5-2: When Taiwan's Central Depository and Clearing Corporation Limited requests the merger of large-value denomination securities, the company shall cooperate with the request.

Article 6: The shares of the company shall be signed or sealed by the directors representing the Company and issued by a visa issued by a certified agency. The company may not be required to print the shares according to the provisions of Article 162 bis of the company act, but it is necessary to contact the centralized securities company.

Article 7: The Company's stock handling operations shall be handled in accordance with the guidelines for the handling of the company's stocks in the publicly issued stock companies. When the relevant laws and regulations are changed, they shall be executed at any time in accordance with the law after the change.

Article 8: Delete.

Article 9: Delete.

Article 10: Delete.

Article 11: Within 60 days prior to the regular shareholders' meeting, within 30 days prior to the temporary meeting of shareholders, or within five days prior to the company's decision to distribute dividends and bonuses or other benefits, the transfer of shares shall be stopped.

Chapter 3 Shareholders' Meeting

- Article 12: There are two types of regular meetings and temporary meetings of shareholders' meetings. The regular meetings are held once a year. They are convened by the board of directors within six months after the end of each fiscal year, and temporary meetings are convened according to law when necessary. The conduct of the shareholders' meeting shall be handled in accordance with the Rules of Procedure of the Shareholders' Meeting of the Company.
- The convening of the general meeting shall be notified to all shareholders 30 days before the regular meeting and 15 days before the temporary meeting.
- When the shareholders' meeting of the company is held, it may be held by video conference or other methods announced by the Ministry of Economic Affairs.
- Article 13: When shareholders are unable to attend the shareholders meeting for any reason. They shall draw up a power of attorney issued by the company, and entrust the agency according to Article 177 of the Corporations Act and the "Regulations on the Power of Attrition of the Public Issuance Companies to Attend Shareholders Meeting" promulgated by the competent authority. People attend.
- Article 14: When the shareholders' meeting is held, the chairman of the board of directors shall be the chairperson. When the chairman of the board of directors is absent, the chairman of the board of directors shall appoint one person to act as the agent.
- Article 15: The shareholders of the company shall have one voting right for each share held except for the case in which the shares as prescribed in Article 179 of the Company Act have no voting rights.
- Article 16: Resolutions of the shareholders' meeting shall, except as otherwise provided by the company act. Be attended by shareholders representing more than half of the total number of shares outstanding, and shall be agreed upon by a majority of the voting rights of shareholders present. When the company convenes a shareholder meeting, Shareholders who elect to exercise their voting rights electronically and exercise voting rights electronically shall be deemed to be present in person, and relevant matters shall be handled in accordance with the provisions of the law.
- Article 17: The resolutions of the shareholders' meeting shall be made into minutes, signed or sealed by the chairman, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The distribution of the above-mentioned minutes shall be handled in accordance with the provisions of the Company Act. The record of the minutes of the minutes of the proceedings, the minutes of the minutes, the attendance book of the attending shareholders, and the power of attorney to attend shall be processed in accordance with Article 183 of the Company Act.

Chapter 4 Directors

- Article 18: The company has 6 to 9 directors, and the election of the directors shall be based on the provisions of Article 192 of the Company Act to adopt the nomination system for candidates. The implementation of related matters is subject to the Company Act and the Securities Exchange Act. The statutory regulations apply. The number of members shall be determined by the board of directors and the shareholder's meeting shall select the names of the candidates for directorship of the company for a term of three years. They shall be eligible for re-election. If a representative of a legal person's shareholder is elected as a director, the legal person may relocate it at any time, but it shall be limited to making up for the original term of office.
- The company may, if permitted by relevant laws and regulations, insure liability insurance for the liability for compensation in accordance with the law for the scope of the business performed by the directors during the term of office. After the company has insured or renewed the liability insurance for the directors, the amount and underwriting of the liability insurance Important contents such as scope and insurance rate, etc., submitted to the latest report of the board of directors.

In the aforementioned number of directors, there are three to five independent directors, and the nomination system for independent directors is adopted. The shareholders' committee selects candidates from the list of independent director candidates. The professional qualifications of the independent directors, shareholding, part-time restrictions, nomination and selection methods, and other matters that should be followed, in accordance with the relevant regulations of the securities regulatory authority

The company sets up an audit committee in accordance with the provisions of Article 14-4 of the Securities Exchange Act. It is composed of all independent directors. The exercise of its powers and related matters is handled in accordance with relevant laws and regulations, and is set by the board of directors.

Article 18-1: When the directors of the company perform the duties of the company, regardless of the company's operating profit or loss, the company may be remunerated, and its remuneration is authorized by the board of directors to negotiate with the normal level of the industry. If the company has a surplus, it shall distribute the remuneration according to Article 29 of the Articles of Association.

Article 19: When the director's shortfall is up to one-third, the board of directors shall convene the shareholders' meeting for a by-election within 60 days to cover the original term of office.

Article 20: When the term of office of a director expires but does not result in a re-election, except as otherwise provided in the Company Act, he/she shall extend his/her duties until the re-election of the directors to take office.

Article 21: Board of Directors The Board of Directors shall have more than two-thirds of the directors present and the consent of more than half of the directors present, elect one chairman of the board of directors and perform all matters relating to the company in accordance with resolutions, articles of association, resolutions of shareholders and the board of directors.

Article 22: The company's operating principles and other important matters are decided by the board of directors. In addition to the first meeting of the board of directors in accordance with the provisions of Article 203 of the Company Act, the board of directors is called by the chairman of the board of directors. When the director is unable to perform his duties, he is appointed by the chairman of the board of directors. If no director is designated, one of the directors will push one person to act on his behalf. In addition, the directors may authorize other directors to represent the board in writing and may exercise their voting rights on all matters raised at the meeting. However, the agent is authorized by one person.

Article 22-1: The convening of the board of directors shall state the cause and inform the directors of the meeting 7 days before the meeting. However, when there is an emergency, it must be called at any time.

Board of Directors' convening notices can be written, e-mailed or faxed.

Article 23: The proceedings of the board of directors shall be made into minutes, signed or sealed by the chairman, and distributed to all directors within 20 days after the meeting. The distribution of the above-mentioned minutes shall be handled in accordance with the provisions of the Company Act. The method of record of the board of directors, the minutes of proceedings, the attendance book of the directors, and the power of attorney's attendance shall be kept for the period of time according to Article 207 of the Company Act.

Article 24: This section is deleted

Chapter 5 Managers and Staff

Article 25: The company has a number of managers, the appointment or dismissal by the board of directors with more than half of the attendance and the majority of the directors agreed to the resolution. Its remuneration is handled in accordance with

the provisions of Article 29 of the Company Act.

Article 25-1: The company may, subject to relevant laws and regulations, obtain resolutions from the board of directors and purchase liability insurance for managers, so as to reduce the risk of managers being accused by shareholders or other related parties in performing their duties according to law.

Article 26: The company may be appointed by the board of directors in accordance with the provisions of Article 25 of the constitution to hire important staff.

Article 27: Delete.

Chapter 6 Final accounts

Article 28: At the end of the fiscal year, the company shall compile the following lists and submit it to the regular shareholders for approval: 1. Business report. 2. The financial statements. 3. The distribution of surplus or loss provision. 4. Other legal orders should be made of the list.

The former statement of accounts is legally announced.

Article 28-1: If the company is profitable for the year, it shall pay no less than 1 percent for the employee's compensation and no more than 1.5 percent for the director's compensation. However, when the company still has accumulated losses (including the adjustment of undistributed earnings), it should reserve the amount of compensation in advance.

The employee compensation in the preceding paragraph can be obtained from stocks or cash, and the object of the employee's payment can include the employees of the subordinate company that meet the conditions set by the board of directors. The preceding directors' remuneration can only be paid in cash.

The first two items should be decided by the board of directors and report to the shareholders meeting.

Article 29: If the company has a surplus after the final accounting, it shall first allocate 10% of the statutory surplus reserve in addition to the legal income from the profit-making business and the loss in previous years, but the statutory surplus reserve has reached the total amount of capital. This is not the limit. In accordance with the law or the competent authority to provide or revoke special surplus reserves, the remaining surplus, together with the accumulated undistributed surplus in the previous period, is the dividend of the shareholders. The board of directors shall allocate a resolution to the shareholders' meeting for resolution after distribution. The ratio of the surplus provided by the Surplus to the cash dividends of the shareholders may be adjusted according to the resolutions of the shareholders meeting, depending on the actual profit and funding conditions of the year. The total shareholder dividends for the annual surplus distribution shall not be less than 10% of the newly added distributable surplus for the year, but may not be distributed if it is less than 1% of the paid-in capital. The aforementioned cash dividends shall not be less than 10% of the total dividends payable to shareholders.

Article 30: The organization procedures and business chapters of the company shall be determined by the board of directors.

Article 31: The company may endorse the external endorsement and may lend funds to others for the needs of the business. Its operating methods are determined by the board of directors according to law.

Article 31-1: When the Company is a limited liability shareholder of its company, its total investment may not be restricted by Article XIII of the Company Act, which is that the total investment may not exceed 40 percent of the paid-in capital.

Article 32: The matters not determined in the Articles of Association shall be handled in accordance with the provisions of the Company Act and other laws and regulations.

Article 33: This Charter was established on July 30, 1990.

The first revision was made on August 7, 1990.

The second revision was made on February 7, 1992.

The third amendment was made on June 12, 1993.
The fourth revision was made on July 30, 1994.
The fifth amendment was made on September 28, 1994.
The sixth amendment was made on June 14, 1995.
The seventh revision was made on May 25, 1996.
The eighth amendment was made on May 31, 1997.
The ninth revision was made on November 20, 1997.
The tenth revision was made on April 30, 1998.
The eleventh revision was made on June 7, 1999.
The twelfth revision was made on July 28, 1999.
The thirteenth revision was made on May 19, 2000.
The 14th revision was made on June 12, 2001.
The fifteenth revision was made on May 17, 2002.
The 16th revision was made on May 6, 2003.
The seventeenth revision was made on June 1, 2004.
The 18th revision was made on June 13, 2005.
The nineteenth revision was made on June 9, 2006.
The 20th revision was made on June 15, 2007.
The twenty-first revision was made on June 13, 2008.
The twenty-second revision was made on June 10, 2011.
The 23rd revision was made on June 18, 2012.
The 24th revision was made on June 11, 2014.
The 25th revision was made on June 12, 2015.
The 26th revision was made on June 13, 2016.
The 27th revision was made on June 12, 2020.
The 28th revision was made on June 8, 2022.

SUNPLUS TECHNOLOGY RULES OF SHAREHOLDERS' MEETING

Article 1 Shareholders' Meeting of the Company, except as otherwise provided in the Act, according to the rules of the line.

Article 2 The shareholders referred to in these Rules refer to the proxies held by the shareholders themselves and the shareholders entrusted to attend. Shareholders are entrusted to attend the agent as a legal person, the legal person may only appoint one person to attend the shareholders' meeting.

Article 3 Attending shareholders should bring their attendance cards and hand in their attendance cards to sign in. If the sign-in card is handed over to the Company, it is deemed that the shareholders or proxies listed in the sign-in card have attended in person, and the Company is not responsible for identifying it; the video conference of the shareholders' meeting shall be held on the video conference platform of the shareholders' meeting 30 minutes before the start of the meeting. The shareholder who accepts the registration and completes the registration shall be deemed to have attended the shareholders' meeting in person.

Article 4 Attendance and voting of the shareholders' meeting, should be based on the calculation of shares. When a legal person is entrusted to attend the shareholders' meeting, the legal person has to appoint only one representative to attend.

Where a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, only one person can speak on the proposal. The exercise of its voting rights, is still calculated by its holdings of shares.

When the shareholders meeting is convened by videoconference, shareholders who wish to attend by videoconference shall register with the company two days before the shareholders meeting.

Article 5 The place where the shareholders' meeting of the Company will be held, at the place where the Company or the factory location or the Convenience Share is present and suitable for the convening of the Shareholders' Meeting, the meeting should not start before 9 am or later than 3 pm.

When the company holds a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.

Article 6 The shareholders will be convened by the board of directors, its president by the chairman of the board, when chairman on leave or for any reason unable to exercise the powers, by the chairman of the designated director of a proxy, the chairman of the board does not appoint an agent, by the directors assigned to each other a proxy.

The shareholders will be convened by the convenor of the convenor other than the board of directors, the chairman shall be held by the convenor. When the convenor has more than two people, should be designated one by one for each other.

Article 7 Has a meeting time, the Chairman shall declare a meeting, but no shareholders who represent more than half of the total number of issued shares are present, the chairman may announce a postponement of the meeting, the number of delays is limited to two times, the delay time shall not exceed one hour. Delayed two times still insufficient, the chairman must announce to cancel the meeting, and the Company shall also announce the cancellation of the shareholders meeting on the video conferencing platform.

But if more than one third of the total number of issued shares is present at the meeting, it shall also be a fake resolution in accordance with Paragraph 1 of Article 175 of the Company Act, but for the special provisions of the provisions of the Company Act, its resolution made, should be in accordance with the provisions of the Company Act. If the general meeting of shareholders is convened by video conference,

shareholders who wish to attend via video conference shall re-register with the company in accordance with Article 4.

Before the meeting was over, if the number of shares represented by the shareholders is more than half of the total number of issued shares, the chairman will be made a tentative resolution, in accordance with the provisions of Article 174 of the Company Act, and resubmit to the General Assembly for a vote.

Article 8 The shareholders will be convened by the board of directors, the agenda is set by the Board of Directors, the meeting should be based on the scheduled agenda, without the resolution of the shareholders may not be changed.

If the shareholders meeting is convened by a person other than the board of directors who has the right to convene, apply the provisions of the preceding paragraph.

The first two items are scheduled for the agenda (with temporary motion) before the end, not by resolution, the President shall not adjourn the meeting, but if the order is chaotic, or something else, it is difficult for the meeting to proceed normally, the President may adjourn the meeting by resolution.

After the meeting, the shareholders shall not elect the chairman to continue the meeting at the original site or another place. But the chairman violates the rules of procedure, announced the dissolution of the meeting, to vote for more than half of the shareholders to vote for the election of one person as chairman, continue to meet.

Article 9 If any shareholder proposes to count the number of people, the chairman may not accept it. When voting on a proposal, if the required number has been reached, the proposal will still be passed.

Article 10 When attending shareholders are speaking, they must first fill in the gist of the speech, attendance card number and name on the speech slip at the beginning, and the chairman will determine the order of their speeches. The attendees who only made speech slip and did not speak are considered as no speech, and the content of the statement is inconsistent with the speech slip, which is subject to the content of the statement. Shareholders who restrict their authority in the power of attorney or other methods, regardless of whether the company is aware of it or not, shall take the speeches or votes made by the proxy as the standard.

Article 11 Shareholders' inquiries on the matters reported on the Agenda, shall be read or reported by the Chairman or its designated person after all the report has been completed, have to speak. Each person can't speak more than twice, not more than five minutes each time, but by the chairman of the permit, be able to extended for five more minutes, and shall be limited for one extension.

Shareholders' recognition of the agenda, to discuss each of the matters, and the provisional motion, the time and number of statements should be stated in the preceding paragraph.

The shareholders of the provisional agenda for the motion of the non-motion of the consultation to speak, the time and the number of the use of the provisions of the first paragraph.

Shareholders speak in violation of the preceding paragraph or beyond the scope of the subject, the president may stop his statement. When one of the attending shareholders is delivering a speech, the other shareholders are subject to the consent of the president and the shareholders who speak and do not speak to interfere, otherwise the president shall stop the violator.

If the shareholders meeting is convened by video conference, shareholders who participate in the video conference may ask questions in text on the shareholders meeting video conference platform after the chairman announces the meeting and before the meeting is closed. The number of questions for each proposal shall not exceed two times. Limited to 200 characters, the provisions of Article 10 and Items 1 to 5 of this Article are not applicable

Article 12 After the attending shareholders made a speech, the Chairman has to answer in person or appoint the relevant person to reply.

Article 13 For which is not categorized to motions, will not discuss or vote. When discussing the motion, the president has to suspend the discussion, If the chairman announces to vote on a proposal that has been declared to be closed, several proposals may be voted on at the same time, but they shall be voted on

separately.

Article 14 When the motion is voted on, if there is no objection by the president, considered as passed, its effectiveness is the same as the power of voting. When there is an amendment or an alternative to the same motion, by the president and in the same order as the original order, if the case has been passed, other motions are deemed to be rejected, do not have to vote again.

Article 15 Unless otherwise stipulated in the Company Act and the company's articles of incorporation, the voting on the proposal shall be passed with the consent of more than half of the voting rights of the shareholders present.

Article 16 The scrutiny and counting personnel for voting on proposals shall be designated by the chairman, but the scrutiny personnel shall have the identity of shareholders. The voting results shall be reported and recorded.

If the shareholders' meeting is held by video conference, the Company shall immediately disclose the voting results of various proposals and election results on the shareholders' meeting video conference platform in accordance with regulations after the voting ends, and shall continue to disclose at least 15 minutes after the chairman announces the adjournment of the meeting.

Article 17 The Company may appoint a lawyer, accountants or related personnel to attend the shareholders' meeting. The management staff of the shareholders' meeting shall wear a recognition certificate or armband.

Article 18 The company shall make audio or video recordings of the entire process of the shareholders' meeting and keep them for at least one year.

If the shareholders' meeting is held by video conference, the company shall keep records of shareholders' registration, sign-in, check-in, questioning, voting, and company vote counting results, etc., and record and video the entire process of the video conference continuously.

The company shall properly keep the materials and audio and video recordings in the preceding paragraph during the period of existence, and provide the audio and video recordings to the person entrusted to handle the video conferencing affairs for storage.

Article 19 The president has commanded the picketers or security officer to assist in maintaining the order of the venue. When the picketers or security officer is present to assist in maintaining order, should wear "pickets" word armbands or identification cards.

Shareholders should obey the president, the picketers, and the security officer. The chairman, picketer or security personnel may exclude those who obstruct the progress of the shareholders' meeting and refuse to comply after being stopped.

Article 20 While the meeting is in progress, the chairman may announce a break at his discretion.

Article 21 Before the chairman announces the adjournment of the meeting convened by video, due to natural disasters, accidents or other force majeure, the video conference platform or participation in the video conference is blocked for more than 30 minutes, the meeting shall be postponed or continue within five days, which does not apply to Article 182 of the Company Act.

Article 22 Matters not stipulated in these rules shall be handled in accordance with the provisions of the Company Act and other relevant laws and regulations.

Article 23 These rules will come into force after being passed by the shareholders' meeting, so do amendments.

SUNPLUS TECHNOLOGY CO. LTD
SHAREHOLDING OF DIRECTORS AND SUPERVISORS

1. Sunplus' paid-in capital is NT\$5,919,949,190; total issued shares are 591,994,919 shares.
2. According to Article 26 of "Securities and Exchange Act", the amount of shares held by all board directors may not be less than 18,943,837 shares, the company sets up the Audit Committee, so there is no supervisor of the law should be held by the number of shares applicable.
3. As at the closing date of this shareholders' meeting, the number of shares held by individual and all directors is listed in the table below. Has been in line with the provisions of Article 26 of the Securities and Exchange Act.

Title	Name	Shareholding
Director	Chou-Chye Huang	92,737,817
Director	TAIWAN LAF' E CO., LTD	10,000
	Representative: Wen-Hsiung Jan	0
Director	Chih-Chieh Tsai	0
Independent Director	Tse-Jen Huang	0
Independent Director	Rui-Qi Chen	0
Independent Director	Cong-Ling Guo	0
Independent Director	Shu-Jun Huang	0
Total (note1)		92,747,817

Note: Shares held by the independent directors are not counted in the above calculations.