Stock Code: 5236

Sunplus Innovation Technology Inc.

2026 Annual General Shareholders Meeting

Agenda Handbook

Meeting Date: May 29, 2026 (Friday)
Meeting Time: 9:00 a.m.
Meeting Venue: Room 202, No. 2, Zhanye 1st Rd., Hsinchu Science Park (The Allied Association for Science Park Industries)

* This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

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Sunplus Innovation Technology Inc.

2026 Annual Shareholders' Meeting Agenda

I. **Method of Convening:** Physical Shareholders' Meeting

II. **Time:** 9:00 a.m., Friday, May 29, 2026

III. **Location:** Room 202, No. 2, Zhanye 1st Rd., Hsinchu Science Park (The Allied Association for Science Park Industries)

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(1) Election of the 9th Board of Directors (Including Independent Directors).

VIII. **Other Items**

(1) Release of Non-Competition Restrictions on Newly Elected Directors (Including Independent Directors).

IX. **Extemporary Motions**

X. **Adjournment**

Report Items

1. The 2025 Business Report is submitted for review.

Description: For the 2025 Business Report, please refer to Attachment 1 of this handbook (see page 10).

2. The Audit Committee's Review Report is submitted for review.

Description: For the Audit Committee's Review Report, please refer to Attachment 2 of this handbook (see page 11).

3. Report on the 2025 distribution of employees' and directors' compensation is submitted for review.

Description:

(1) According to Article 31-1 of the Articles of Incorporation, if the Company sustains profit for the year, it shall allocate no less than 1% as employees' compensation (of which no less than 10% shall be distributed to grassroots employees) and no more than 1.5% as directors' compensation.

(2) The Company's profit for 2025 (i.e., pre-tax profit before deducting employees' and directors' compensation) was NT$613,993,283. The proposed 1% allocation for employees' compensation is NT$6,139,933 (of which 10%, amounting to NT$613,994, is for grassroots employees) and 1.5% for directors' compensation is NT$9,209,899. Both will be distributed in cash, in compliance with the Articles of Incorporation.

4. Report on the 2025 cash dividend distribution is submitted for review.

Description:

(1) According to Article 32 of the Articles of Incorporation, the Board of Directors is authorized to resolve that all or part of the dividends and bonuses be distributed in cash and report such to the shareholders' meeting.

(2) Pursuant to the resolution of the 21st meeting of the 8th Board of Directors on February 26, 2026, a cash dividend of NT$7.72 per share will be distributed, totaling NT$463,231,174. Cash dividends will be distributed and rounded down to the nearest NT dollar. Fractional amounts will be aggregated and recognized as other income of the Company.

(3) The Board of Directors authorized the Chairman to determine the ex-dividend date, distribution date, and other relevant matters for the cash dividend. If the dividend payout ratio is subsequently affected by changes in the share capital resulting in a change in the number of outstanding shares, the Chairman is authorized to handle the matter with full discretion.

5. Report on cash distribution from capital surplus is submitted for review.

Description:

(1) According to Article 32 of the Articles of Incorporation, the Board of Directors is authorized to resolve that all or part of the capital surplus be distributed in cash and report such to the shareholders' meeting.

(2) Pursuant to the resolution of the 21st meeting of the 8th Board of Directors on February 26, 2026, the Company will distribute cash to shareholders from the capital surplus derived from the premium on ordinary shares, amounting to NT$76,805,169. Based on the shareholding recorded in the shareholders' roster on the ex-dividend date for the cash distribution from capital surplus, a cash distribution of NT$1.28 per share will be distributed. The cash distribution will be rounded down to the nearest NT dollar. Fractional amounts will be aggregated and recognized as other income of the Company.

(3) The Board of Directors authorized the Chairman to determine the ex-dividend date and distribution date for this cash distribution. If the distribution ratio is subsequently affected by changes in the share capital resulting in a change in the number of outstanding shares, the Chairman is authorized to handle the matter with full discretion.

Ratification Items

1. Ratification of the 2025 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Description:

(1) The Company's 2025 Business Report and Financial Statements were approved by the Audit Committee and the Board of Directors on February 26, 2026. The Financial Statements were audited by Deloitte & Touche.

(2) For the 2025 Business Report, Independent Auditors' Report, and Financial Statements, please refer to Attachment 1 (see page 10) and Attachment 3 (see pages 12 to 21) of this handbook.

Resolution:

2. Ratification of the 2025 Earnings Distribution.

(Proposed by the Board of Directors)

Description:

(1) The Company's beginning unappropriated retained earnings were NT$8,325. Due to the recognition of actuarial losses in retained earnings, which decreased by NT$270,748, the adjusted beginning accumulated deficit was NT$262,423. After setting aside the legal reserve of NT$51,490,858 as required by law, the cash dividend distributed from 2025 earnings is NT$463,231,174. The remaining unappropriated retained earnings of NT$194,868 will be retained for future distribution.

(2) For the 2025 Earnings Distribution Table, please refer to Attachment 4 (see page 22) of this handbook.

Resolution:

Election Items

1. Election of the 9th Board of Directors (Including Independent Directors).

(Proposed by the Board of Directors)

Description:

(1) The 3-year term of the 8th Board of Directors (including independent directors) will expire on June 14, 2026 (term: June 15, 2023, to June 14, 2026). It is proposed to elect the 9th Board of Directors (including independent directors) at the 2026 Annual Shareholders' Meeting.

(2) According to the Articles of Incorporation, 7 directors (including 3 independent directors) will be elected to the 9th Board of Directors for a 3-year term, from May 29, 2026, to May 28, 2029. They are eligible for re-election. The entire 8th Board of Directors (including independent directors) will be discharged upon the assumption of office by the 9th Board of Directors.

(3) According to Article 17 of the Articles of Incorporation, the Company adopts a candidate nomination system for the election of directors. The list of candidates for directors (including independent directors) for this election was approved by the Board of Directors on April 15, 2026. Relevant information is as follows:

Candidate Category	Name	Shareholding	Education and Experience
Director	Representative of Sunplus Technology Co., Ltd.: **Chou-Chieh Huang**	29,890,061	Master's in Electrical Engineering, National Tsing Hua University; Chairman & CEO, Sunplus Technology Co., Ltd.; Chairman, Sunplus Innovation Technology Inc.; Chairman, Sunplus Venture Capital Co., Ltd.; Chairman, Lin Hsu Investment Co., Ltd.; Chairman, Generalplus Technology Inc.; Chairman, Wei Yang Investment Co., Ltd.; Chairman, Sunplus Management Consulting Co., Ltd.; Chairman, Award Glory Ltd.; Chairman, Venturplus Group Inc.; Chairman, Venturplus Mauritius Inc.; Chairman, Venturplus Cayman Inc.; Chairman, Shanghai Sunplus Technology Co., Ltd.; Chairman, Generalplus International (SAMOA) Inc.; Chairman, Generalplus (MAURITIUS) Inc.; Chairman, Lingjia Technology (Shenzhen) Co., Ltd.; Chairman, Sunplus Li Hua Technology (Shenzhen) Co., Ltd.; Chairman, Sunplus Cheng Xin Technology (Chengdu) Co., Ltd.; Chairman, Sunny Fancy Ltd.; Chairman, Giant Rock Inc.; Chairman, Smart Healthcare Accelerator Co., Ltd.; Chairman, Lin Yao Technology (Shenzhen) Co., Ltd.; Executive Director, Shanghai Lin Chuang Jia Yang Technology Co., Ltd.; Executive Director, Shanghai Lin Chuang Jia Hong Technology Co., Ltd.; Chairman & General Manager, Jingxiang Technology Co., Ltd.; Chairman & General Manager, Sunplus Multimedia Co., Ltd.; Director, iCatch Technology, Inc.; Director, Taiwan Association of Information and Communication Standards (TAICS); Director, Zhu Ming Medical Foundation; General Manager, Worldplus Holdings L. L. C.

Candidate Category	Name	Shareholding	Education and Experience
Director	Representative of Sunplus Technology Co., Ltd.: **Chi-Ying Chiu**	29,890,061	Master of Laws, National Chengchi University; Supervisor, Sunplus Innovation Technology Inc.; Director, Radiant Innovation Inc.; Director, Sunplus Innovation Technology Inc.; Managing Partner, An Ching International Law Firm; Independent Director, Daya Medicals Co., Ltd.; Independent Director, Silergy Corp.; Supervisor, Beijing Sunplus Yi Hui Technology Co., Ltd.
Director	**Chih-Hao Kung**	2,546,701	Master's in Electronics Engineering, National Chiao Tung University; General Manager of Control & Peripheral Business Unit, Sunplus Technology Co., Ltd.; General Manager, Sunplus Innovation Technology Inc.; Director, Sunplus Innovation Technology Inc.
Director	**Hung-Wen Huang**	0	Bachelor's in Accounting, Soochow University; Practicing CPA, Deloitte & Touche; Independent Director, Mirle Automation Corp.; Director, Sunplus Innovation Technology Inc.
Independent Director	**Chao-Ting Chen**	0	Master's in Management, National Central University; Independent Director & Remuneration Committee Member, Jiade Corp.; Independent Director & Remuneration Committee Member, Sunplus Innovation Technology Inc.; Practicing CPA, Shengxin Joint Accounting Firm; Independent Director & Remuneration Committee Member, Yue Fung Technology Co., Ltd.; Director, Xi Le Jian Management Consulting Co., Ltd.

Candidate Category	Name	Shareholding	Education and Experience
Independent Director	**Ting-Hung Wang**	0	Bachelor of Laws, National Taiwan University; Lawyer, Qing Yang Law Firm; Lawyer, Zhong Cheng International Law Firm; Legal Advisor, UVAT Technology Co., Ltd.; Medical Review Committee Member, Health Bureau of Taichung City Government; Independent Director & Remuneration Committee Member, Sunplus Innovation Technology Inc.; Partner Lawyer, Chong Fa Law Firm; Legal Advisor, Taichung Dental Association; Legal Advisor, TRETEC Taiwan Co., Ltd.; Independent Director & Remuneration Committee Member, Radiant Innovation Inc.
Independent Director	**Chia-Ying Hsieh**	0	Master's in Business Administration, National Taiwan University; Independent Director & Remuneration Committee Member, Lotes Co., Ltd.; Independent Director & Remuneration Committee Member, Tyntek Corporation; Executive Director, Total Fortune Capital; Independent Director & Remuneration Committee Member, Sunplus Innovation Technology Inc.; Director, Lotes Co., Ltd.; Director, Leltek Inc.; Director, QSAN Technology Inc.; Director, Liang Xun Technology Co., Ltd.

(4) For the Procedures for Election of Directors, please refer to Appendix 4 (see page 33) of this handbook.

(5) Please proceed with the election.

Election Results:

Other Items

1. Release of non-competition restrictions on newly elected directors (including independent directors). (Proposed by the Board of Directors)

Description:

(1) According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

(2) Due to business needs, the Company's directors may invest in or operate other companies with the same or similar business scope as the Company and serve as directors or managers. It is proposed to release the non-competition restrictions on the newly elected directors of the 9th Board. For relevant information, please refer to Attachment 5 (see page 23). Submitted for approval.

Resolution:

Extemporary Motions

Adjournment

2025 Business Report

In 2025, operating revenue was NT$1,999,748 thousand (a 10% growth compared to 2024), and the gross profit margin was 58% (a 2% decrease compared to 2024). Net income after tax in 2025 was NT$515,179 thousand. Research and development expenses amounted to NT$393,794 thousand (20% of revenue), while total management and sales expenses were NT$199,243 thousand (10% of revenue).

Regarding organizational structure and manpower allocation: R&D personnel (including system developers from the Product Development Division, Engineering Development Division, and Marketing Service Division, as well as test program and product engineers from the Engineering and Manufacturing Division) accounted for 67%. Sales personnel (from the Marketing Service Division, responsible for sales and after-sales service) accounted for 10%. Production personnel (from the Engineering and Manufacturing Division, managing outsourced production and warehousing) accounted for 4%. Management personnel (including the General Manager's Office and Administration Division) accounted for 19%.

In 2025, 80% of sales revenue came from NB-related built-in cameras, and 20% from USB external cameras, automotive rearview cameras, document cameras, and IoT-related applications. In 2026, the global economy enters a critical period of geopolitical restructuring and tariff challenges. As supply chain de-risking becomes the norm, the Company will benefit from the massive replacement wave, with AI PC penetration expected to surpass 50%, transforming challenges into growth momentum. In an economic landscape of "internal and external warmth," we will further enhance R&D efficiency, ensure our leadership position in the NB image sensor field, and accelerate the large-scale implementation of AI machine vision in vertical domains.

In terms of product marketing, the Company has a sound structure among its top ten customers, contributing significantly to revenue in 2025. Driven by the demand for decentralized supply chains due to US-China trade friction, the Company will actively support customers' global deployments while securing our existing markets in Taiwan, Hong Kong, and China. In addition to continuing remote imaging and smart NB cameras, market applications will deepen imaging devices equipped with AI automation and edge computing functions to meet the large-scale needs of corporate digital transformation.

In terms of production, the Company continues to deepen its long-term strategic partnership with leading wafer foundries in Taiwan. Against the backdrop of steady expansion in the mature process market, we are committed to enhancing the technical value and gross margin of our products by combining highly integrated IC design with stable manufacturing processes. Simultaneously, we are strengthening our quality supervision systems with outsourced packaging and testing houses, demonstrating excellent cost resilience and delivery reliability amid tariff challenges.

Looking ahead, the "Thermal Sensing Vision Chip," into which the Company has poured its R&D efforts, has entered a critical application phase. This technology can provide temperature rise early warnings for industrial equipment regardless of lighting conditions, accurately meeting the urgent global demand for Industrial Safety automation and ESG disaster reduction. At the same time, in response to increasingly strict data privacy regulations in the future, the chip can provide "de-identified" smart monitoring, building a precise, private, and indispensable safety net for home security and smart living.

Chairman:

General Manager:

Accounting Manager:

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements, and Earnings Distribution proposal. The Financial Statements have been audited by Deloitte & Touche, which issued an audit report. The aforementioned Business Report, Financial Statements, and Earnings Distribution proposal have been reviewed and determined to be correct and accurate by the Audit Committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Submitted for review,

To:

2026 Annual Shareholders' Meeting of Sunplus Innovation Technology Inc.

Convener of the Audit Committee: **Chao-Ting Chen**

Date: February 26, 2026

Attachment 3

INDEPENDENT AUDITORS' REPORT
The Board of Directors and Shareholders
Sunplus Innovation Technology Inc.

Opinion

We have audited the accompanying financial statements of Sunplus Innovation Technology Inc., which comprise the balance sheets as of December 31, 2025 and 2024, 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 Innovation Technology Inc. as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the 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 Financial Statements section of our report. We are independent of Sunplus Innovation Technology Inc. in accordance with The Code 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, 2025. 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 Innovation Technology Inc.'s financial statements for the year ended December 31, 2025 is stated as follows:

<u>Occurrence of Revenue from Specific Customers</u>

The main source of revenue of Sunplus Innovation Technology Inc. is the sales of integrated circuit chip and recognized net sales of NT$ 1,999,748 thousand for the year ended December 31, 2025. For detailed disclosure of revenue, refer to Notes 4、19 and 28 of the accompanying financial statements.

Sunplus Innovation Technology Inc.'s overall operating revenue for 2025 increased by 10% compared to 2024. Accordingly, sales revenue from specific customers with significant sales growth and material transaction amounts was identified as a potential source of fraud risk. Consequently, the occurrence of such sales revenue has been determined to be a key audit matter.

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

1. We obtained an understanding of and tested the internal control systems and operating procedures of Sunplus Innovation Technology Inc.'s sales transaction cycle, to evaluate and confirm the operating effectiveness of the related internal controls.

2. Sampled and reviewed the authenticity of background information for specific customers with significant sales growth and material transaction amounts, and evaluated the reasonableness of their credit terms.

3. Sampled and examined whether original customer orders and electronic sales orders were appropriately approved.

4. Selected samples from the sales revenue ledger and examined supporting documents, including orders, delivery notes, logistics receipts or export declarations, and sales invoices; furthermore, checked for any abnormalities in the sales and collection counterparties to confirm the occurrence of revenue.

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 the IFRS, IAS, IFRIC, and 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 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 Innovation Technology Inc.'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 Innovation Technology Inc. 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 Innovation Technology Inc.'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 Innovation Technology Inc.'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 Innovation Technology Inc.'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 Innovation Technology Inc. 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.

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, 2025, 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 Yen-Chun Chen and Tung-Hui Yeh.

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Deloitte & Touche
Taipei, Taiwan
Republic of China
February 26, 2026

SUNPLUS INNOVATION TECHNOLOGY INC.
BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	2025		2024	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Notes 4, 6 and 24)	$ 2,049,608	66	$ 2,076,248	67
Financial assets at fair value through profit or loss (FVTPL) - current (Notes 4, 7 and 24)	496,183	16	411,776	14
Accounts receivable (Notes 4, 8, 20 and 24)	287,850	9	329,047	11
Other receivables (Notes 4 and 8)	6,445	-	6,752	-
Inventories (Notes 4, 5 and 9)	195,225	6	186,230	6
Other current assets (Note 13)	8,376	-	8,249	-
Total current assets	3,043,687	97	3,018,302	98
NON-CURRENT ASSETS				
Property, plant and equipment (Notes 4 and 10)	7,868	-	11,254	-
Right-of-use assets (Notes 4 and 11)	16,322	1	21,982	1
Intangible assets (Notes 4 and 12)	16,485	1	22,485	1
Deferred tax assets (Notes 4 and 21)	9,063	-	9,022	-
Refundable deposits(Notes 4,13 and 24)	1,226	-	1226	-
Prepayments for Investments(Notes 13 and 25)	27,000	-	-	-
Total non-current assets	77,964	3	65,969	2
Total assets	$ 3,121,651	100	$ 3,084,271	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Accounts payable (Note 14and 24)	$ 65,656	2	$ 90,679	3
Accrued compensation to employees and compensation to directors (Note 20)	15,350	1	14,485	-
Other accounts payable (Note 15,24 and 25)	222,876	7	233,392	8
Current income tax liabilities(Note 4 and 21)	81,067	3	59,299	2
Lease liabilities - current (Notes 4 and 11)	5,663	-	5,537	-
Other current liabilities(Note 15 and 19)	40,501	1	47,243	2
Total current liabilities	431,113	14	450,635	15
NON-CURRENT LIABILITIES				
Provisions - non-current(Notes 4 and 16)	889	-	889	-
Lease liabilities – non-current (Notes 4 and 11)	11,022	-	16,685	-
Net defined benefit liabilities - non-current (Notes 4 and 17)	1,294	-	886	-
Guarantee deposits (Note 24)	16,344	1	17,151	1
Total non-current liabilities	29,549	1	35,611	1
Total liabilities	460,662	15	486,246	16
EQUITY (Notes 4,18 and 22)				
Share capital				
Common stock	600,040	19	584,436	19
Capital surplus	1,252,276	40	1,285,881	42
Retained earnings				
Legal reserve	293,756	9	245,556	8
Special reserve	61,143	2	61,143	2
Unappropriated earnings	514,917	17	482,152	15
Other equity				
Other equity－Others	(61,143)	(2)	(61,143)	(2)
Total equity	2,660,989	85	2,598,025	84
TOTAL liabilities and equity	$ 3,121,651	100	$ 3,084,271	100

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

SUNPLUS INNOVATION TECHNOLOGY INC.
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	**%**	**Amount**	**%**
OPERATING REVENUE (Notes 4, 19 and 28)	$ 1,999,748	100	$ 1,817,927	100
OPERATING COSTS (Notes 9, 20 and 25)	843,983	42	731,298	40
GROSS PROFIT	1,155,765	58	1,086,629	60
OPERATING EXPENSES (Notes 12,17,20 and 25)				
Selling and marketing expenses	90,620	5	89,290	5
General and administrative expenses	108,623	5	106,422	6
Research and development expenses	393,794	20	371,090	20
Total operating expenses	593,037	30	566,802	31
INCOME FROM OPERATIONS	562,728	28	519,827	29
NON-OPERATING INCOME AND EXPENSES (Notes 11 and 20)				
Interest income	31,605	2	29,680	2
Other income	6,950	-	6,343	-
Other gains and losses,net	(1,782)	-	10,283	-
Finance costs	(858)	-	(1,215)	-
Total non-operating income and expenses	35,915	2	45,091	2
PROFIT BEFORE INCOME TAX	598,643	30	564,918	31
INCOME TAX EXPENSE (Notes 4 and 21)	83,464	4	82,851	4
NET INCOME	515,179	26	482,067	27

(Continued)

SUNPLUS INNOVATION TECHNOLOGY INC.
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss: (Notes 4 and 18)				
Remeasurement of defined benefit obligation	($ 271)	-	($ 70)	-
Other comprehensive income for the year, net of income tax	(271)	-	(70)	-
TOTAL COMPREHENSIVE INCOME	$ 514,908	26	$ 481,997	27
EARNINGS PER SHARE (Note 22)				
Basic earnings per share	$ 8.59		$ 8.03	
Diluted earnings per share	$ 8.58		$ 8.03	

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

SUNPLUS INNOVATION TECHNOLOGY INC.
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	Share Capital Issued and Outstanding			Retained Earnings			Other Equity	
	Share (Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Gain (Loss) on Financial Assets at FairValue Through Other Comprehensive Income	Total Equity
BALANCE AT JANUARY 1, 2024	58,443	$ 584,436	$ 1,300,492	$ 203,065	$ 73,369	$ 424,914	($ 61,143)	$ 2,525,133
Appropriation of the 2023 earnings								
Legal reserve	-	-	-	42,491	-	(42,491)	-	-
Special reserve	-	-	-	-	(12,226)	12,226	-	-
Cash dividends to shareholders	-	-	-	-	-	(394,494)	-	(394,494)
Cash dividends distributed from capital surplus	-	-	(14,611)	-	-	-	-	(14,611)
Net income for the year ended December 31, 2024	-	-	-	-	-	482,067	-	482,067
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	(70)	-	(70)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	481,997	-	481,997
BALANCE AT DECEMBER 31, 2024	58,443	584,436	1,285,881	245,556	61,143	482,152	(61,143)	2,598,025
Appropriation of the 2024 earnings								
Legal reserve	-	-	-	48,200	-	(48,200)	-	-
Cash dividends to shareholders	-	-	-	-	-	(418,339)	-	(418,339)
Stock dividends to shareholders	1,561	15,604	-	-	-	(15,604)	-	-
Cash dividends distributed from capital surplus	-	-	(33,605)	-	-	-	-	(33,605)
Net income for the year ended December 31, 2025	-	-	-	-	-	515,179	-	515,179
Other comprehensive income (loss) for the year ended December 31, 2025, net of income tax	-	-	-	-	-	(271)	-	(271)
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	514,908	-	514,908
BALANCE AT DECEMBER 31, 2025	60,004	$ 600,040	$ 1,252,276	$ 293,756	$ 61,143	$ 514,917	($ 61,143)	$ 2,660,989

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

SUNPLUS INNOVATION TECHNOLOGY INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	$ 598,643	$ 564,918
Adjustments for:		
Depreciation expense	10,528	10,930
Amortization expense	12,225	8,027
Net gain on fair value change of financial assets at FVTPL	(6,956)	(7,194)
Financial costs	858	1,215
Interest income	(31,605)	(29,680)
Loss (gain) on foreign exchange, net	(950)	(5,962)
Intangible assets transfer expenses	-	773
Changes in operating assets and liabilities:		
Accounts receivable	44,656	(40,587)
Other receivable	253	(5,447)
Inventories	(8,995)	(28,754)
Other current assets	(127)	(1,752)
Contract liabilities	(5,993)	2,521
Accounts payables	(25,556)	26,216
Other accounts payables	(10,927)	19,509
Other current liabilities	(1,342)	(7,436)
Net defined benefit liabilities - non-current	137	119
Accrued compensation to employees and compensation to directors	865	1,533
Cash generated from operations	575,714	508,949
Interest received	31,659	29,699
Interest paid	(858)	(1,215)
Income tax paid	(61,737)	(70,906)
Net cash generated from operating activities	544,778	466,527

(Continued)

SUNPLUS INNOVATION TECHNOLOGY INC.

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at FVTPL	($ 440,000)	($ 180,000)
Proceeds from the sale of financial assets at FVTPL	362,549	319,362
Decrease in prepayments for investments	(27,000)	-
Acquisition of property, plant and equipment	(1,383)	(3,782)
Decrease in refundable deposits	-	(183)
Acquisition of intangible assets	(6,225)	(12,545)
Net cash generated from (used in) investing activities	(112,059)	122,852
CASH FLOWS FROM FINANCING ACTIVITIES		
Refund of guarantee deposits received	(94)	-
Repayment of the principal portion of lease liabilities	(5,537)	(5,429)
Cash dividends	(451,944)	(409,105)
Net cash used in financing activities	(457,575)	(414,534)
Effect of the changes in exchange rate on cash and cash equivalents	(1,784)	3,726
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(26,640)	178,571
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	2,076,248	1,897,677
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 2,049,608	$ 2,076,248

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

Attachment 4

Sunplus Innovation Technology Inc.

Earnings Distribution Table

Fiscal Year 2025

Unit: NT$

Item	Amount
Undistributed earnings at the beginning of 2025	8,325
Actuarial gains/losses recognized in retained earnings	(270,748)
Adjusted accumulated deficit at the beginning of the period	(262,423)
Net income after tax for 2025	515,179,323
Appropriation of legal reserve	(51,490,858)
Earnings available for distribution for this period	**463,426,042**
Distribution Items:	
Shareholder dividends - Common stock cash dividends (NT$7.72 per share)	(463,231,174)
Undistributed earnings at the end of the period	**194,868**

Chairman: Manager: Accounting Supervisor:

Attachment 5

Sunplus Innovation Technology Inc.

List of Newly Appointed Directors for Removal of Non-Compete Restrictions

Title	Concurrent Company	Concurrent Position
Director: Huang, Chou- Chye (Representative of Sunplus Technology Co., Ltd.)	Sunplus Technology Co., Ltd.	Chairman and CEO
	VENTUREPLUS GROUP INC.	Chairman
	VENTUREPLUS MAURITIUS INC.	Chairman
	VENTUREPLUS CAYMAN INC.	Chairman
	Sunplus Technology (Shanghai) Co., Ltd.	Chairman
	Sunplus Venture Capital Co., Ltd.	Chairman
	Sunplus Investment Co., Ltd.	Chairman
	Wei-Yang Investment Co., Ltd.	Chairman
	Sunplus Management Consulting Co., Ltd.	Chairman
	GENERALPLUS INTERNATIONAL (SAMOA) INC.	Chairman
	GENERALPLUS (MAURITIUS) INC.	Chairman
	Lingjia Technology (Shenzhen) Co., Ltd.	Chairman
	Sunplus mMobile Inc.	Chairman and General Manager
	Sunplus Prof-tek Technology (Shenzhen) Co., Ltd.	Chairman
	Sunplus Core Technology (Chengdu) Co., Ltd.	Chairman
	Generalplus Technology Inc.	Chairman
	Jing-Xiang Technology Co., Ltd.	Chairman and General Manager

Title	Concurrent Company	Concurrent Position
Director: Huang, Chou- Chye (Representative of Sunplus Technology Co., Ltd.)	AWARD GLORY LTD.	Chairman
	SUNNY FANCY LTD.	Chairman
	iCatch Technology, Inc.	Director
	Giant Rock Inc.	Chairman
	Worldplus Holdings L. L. C	General Manager
	i-Reach Health Accelerator Co., Ltd.	Chairman
	Sunplus IT (Shenzhen) Co., Ltd.	Chairman
	Shanghai Sunplus IT Jia-Yang Technology Co., Ltd. Shanghai Sunplus IT Jia-Hong Technology Co., Ltd.	Executive Director Executive Director
Director: Chiu, Chi-Ying (Representative of Sunplus Technology Co., Ltd.)	Beijing Sunplus Yihui Technology Co., Ltd.	Supervisor
	Delta Asia International Corporation	Independent Director
	Silergy Corp.	Independent Director
Independent Director: Chen, Chao-Ting	Xi Le Jian Management Consulting Co., Ltd.	Director
	Yuefeng Technology Co., Ltd.	Independent Director and Remuneration Committee Member

Title	Concurrent Company	Concurrent Position
Independent Director: Wang, Ting-Hung	TRETEC Taiwan Co., Ltd.	Legal Consultant
	Radiant Innovation Inc.	Independent Director and Remuneration Committee Member
Independent Director: Hsieh, Chia-Ying	Lotes Co., Ltd.	Director
	LELTEK INC	Director
	QSAN Technology Inc.	Director
	Brightek Optoelectronic Co., Ltd.	Director

Sunplus Innovation Technology Inc.

Director Shareholding Status

1. The Company's paid-in capital is NT$600,040,380, with a total of 60,004,038 issued shares.
2. According to Article 26 of the Securities and Exchange Act, the minimum total number of shares to be held by all directors of the Company is 4,800,323 shares. As the Company has established an Audit Committee, the statutory shareholding requirements for supervisors do not apply.
3. As of the book closure date for this shareholders' meeting (March 31, 2026), the shares held by individual directors and all directors as recorded in the shareholders' register are as follows, all of which meet the statutory standards:

Title	Name	Shares Held (Shares)
Director	Sunplus Technology Co., Ltd. Representative: Huang, Chou-Chye	29,890,061
Director	Sunplus Technology Co., Ltd. Representative: Chiu, Chi-Ying	
Director	Kung, Chih-Hao	2,546,701
Director	Huang, Hung-Wen	0
Independent Director	Chen, Chao-Ting	0
Independent Director	Wang, Ting-Hung	0
Independent Director	Hsieh, Chia-Ying	0
Total Shares Held by All Directors		**32,436,762**

Note: The shareholding of independent directors is not included in the calculation of the total shareholding of all directors.

Sunplus Innovation Technology Inc.

Rules of Procedure for Shareholders' Meetings

Article 1: Except as otherwise provided by the Company Act or other relevant laws or the Articles of Incorporation, the shareholders' meetings of the Company shall be conducted in accordance with these Rules.

Article 2: The term "shareholders" as used in these Rules refers to the shareholders themselves and the proxies entrusted by shareholders to attend.

If a proxy entrusted by a shareholder to attend is a legal person, such legal person may only appoint one person to attend the shareholders' meeting. After a proxy form is delivered to the Company, if a shareholder intends to attend the shareholders' meeting via video conference, the shareholder shall notify the Company in writing to revoke the proxy at least two days before the meeting. If the revocation is made after the deadline, the voting rights exercised by the proxy shall prevail.

Article 3: Attending shareholders shall wear attendance badges and submit sign-in cards in lieu of signing in. A sign-in card submitted to the Company shall be deemed as the shareholder or proxy specified on the card attending in person, and the Company shall not be responsible for identification.

Virtual shareholders' meetings shall accept check-in on the virtual meeting platform thirty minutes before the meeting starts. Shareholders who complete the check-in shall be deemed to have attended the shareholders' meeting in person.

The number of shares present shall be calculated based on the attendance register or the sign-in cards submitted, the shares checked in via the virtual meeting platform, plus the number of shares exercising voting rights in writing or by electronic means.

If a shareholders' meeting is held via video conference, shareholders who wish to attend via video conference shall register with the Company at least two days before the meeting. The Company shall upload the meeting manual, annual report, and other relevant information to the virtual meeting platform at least thirty minutes before the meeting starts and continue to disclose them until the end of the meeting.

Article 3-1: When the Company convenes a virtual shareholders' meeting, the meeting notice shall state the following:

1. The methods for shareholders to participate in the virtual meeting and exercise their rights.
2. Handling methods in case the virtual meeting platform or the method of participation via video conference encounters obstacles due to natural disasters, incidents, or other force majeure events, which shall at least include the following:
    i. The time for the postponed or resumed meeting if the obstacles cannot be removed, and the date if a postponed or resumed meeting is necessary.
    ii. Shareholders who did not register to participate in the original shareholders' meeting via video conference shall not participate in the postponed or resumed meeting.
    iii. When a hybrid shareholders' meeting is convened, if the video conference cannot continue, and the total number of shares present reaches the statutory quorum for the shareholders' meeting after deducting the shares participating via video conference, the shareholders' meeting shall continue. For shareholders participating via video conference, their number of shares shall be counted toward the total number of shares present, and they shall be deemed to have abstained from voting on all proposals at that shareholders' meeting.
    iv. Handling methods in the event that the results of all proposals have been announced but extraordinary motions have not yet been conducted.
3. Provision of appropriate alternative measures for shareholders who have difficulty participating in a shareholders' meeting via video conference.

Article 4: Attendance and voting at shareholders' meetings shall be calculated based on the number of shares.

When a legal person is entrusted to attend a shareholders' meeting, such legal person may only appoint one person to attend as a representative.

When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one representative may speak on any single proposal. The exercise of its voting rights shall still be calculated based on the total number of shares held by it.

When the Company convenes a virtual shareholders' meeting, shareholders participating via video conference shall vote on various proposals through the virtual meeting platform and must complete the voting before the Chairman announces the end of voting; those who fail to do so shall be deemed to have abstained.

When the Company convenes a hybrid shareholders' meeting, a shareholder who has registered to attend via video conference but wishes to attend the physical meeting in person instead shall revoke the registration at least two days before the meeting; otherwise, the shareholder may only attend via video conference. If a shareholder exercises voting rights in writing or by electronic means and does not revoke the intention, and also participates in the shareholders' meeting via video conference, the shareholder may not exercise voting rights on the original proposals, propose amendments to the original proposals, or exercise voting rights on amendments to the original proposals, except for extraordinary motions.

Article 5: The shareholders' meeting shall be held at the Company's premises or a location convenient for shareholders to attend and suitable for holding such a meeting. The meeting shall start no earlier than 9:00 a.m. and no later than 3:00 p.m.

However, the restrictions on the meeting location in the preceding paragraph shall not apply when a virtual shareholders' meeting is convened.

Article 6: The shareholders' meeting shall be convened by the Board of Directors and chaired by the Chairman. If the Chairman is on leave or unable to exercise his/her powers for any reason, the Chairman shall designate a director to act as the chair; if no such designation is made, the directors shall elect one person from among themselves to chair the meeting.

The change of the meeting method shall be resolved by the Board and shall be made no later than before the meeting notice is sent. If the meeting is convened by a person with the right to convene other than the Board, such person shall serve as the chair.

Article 7: At the appointed meeting time, the Chairman shall call the meeting to order. However, if shareholders representing more than half of the total issued shares are not present, the Chairman may announce a postponement of the meeting. The postponement shall be limited to twice, and the total postponed time shall not exceed one hour. If the quorum is still not met after two postponements but shareholders representing more than one-third of the total issued shares are present, a tentative resolution may be adopted in accordance with Paragraph 1, Article 175 of the Company Act.

Article 8: If the shareholders' meeting is convened by the Board of Directors, the agenda shall be determined by the Board. Relevant proposals (including extraordinary motions and amendments to original proposals) shall be voted on a case-by-case basis. The meeting shall proceed in accordance with the scheduled agenda and shall not be changed unless resolved by the shareholders' meeting.

Before the conclusion of the scheduled agenda (including extraordinary motions), the Chairman shall not announce adjournment without a resolution. If the Chairman announces adjournment in violation of the rules, other members of the Board shall quickly assist the attending shareholders in electing a new chair with the consent of a majority of the voting rights present to continue the meeting.

Article 9: If a shareholder proposes to count the number of people present, the Chairman may choose not to accept the proposal. If the statutory quorum is met during the voting on a proposal, the proposal shall still be deemed passed.

Article 10: When an attending shareholder speaks, he/she shall first fill out a speaking slip stating the gist of the speech, the shareholder account number (or attendance badge number), and the shareholder's name. The Chairman shall determine the order of speaking.

Article 11: A shareholder's inquiry regarding the reported items on the agenda shall be made only after all reported items have been read or reported by the Chairman or his/her designee. Each shareholder shall not speak more than twice on the same proposal without the consent of the Chairman, and each speech shall not exceed five minutes.

Article 12: After an attending shareholder speaks, the Chairman may respond in person or designate relevant personnel to respond.

Article 13: Matters that are not proposals shall not be discussed or voted on. During the discussion of a proposal, the Chairman may announce the cessation of discussion. If the Chairman announces that a proposal is to be voted on by ballot, multiple proposals may be voted on at the same time, but they shall be voted on separately.

Article 14: When a proposal is being voted on, if the Chairman consults and no objection is raised, it shall be deemed as passed, and its effect shall be the same as a vote by ballot. If an objection is raised, a vote by ballot shall be taken in accordance with Article 15.

Article 15: Except as otherwise provided by the Company Act or the Articles of Incorporation, a resolution shall be adopted by a majority of the voting rights of the shareholders present.

Article 16: The scrutineers and tellers for voting on proposals shall be designated by the Chairman, but scrutineers must be shareholders. The results of the voting shall be reported on the spot and recorded.

Article 17: The Company may appoint its designated lawyers, accountants, or relevant personnel to attend the shareholders' meeting.

Article 18: The Company shall record the entire process of shareholder check-in, the meeting process, and the voting and counting process continuously by audio or video from the time shareholder check-in is accepted, and such records shall be kept for at least one year.

Article 19: Minutes shall be prepared for the resolutions of the shareholders' meeting, signed or sealed by the Chairman, and distributed to each shareholder within twenty days after the meeting. The production and distribution of minutes may be done electronically.

Article 20: The Chairman may direct marshals or security personnel to help maintain order at the meeting venue. Marshals or security personnel shall wear armbands or identification badges marked "Marshal."

Article 21: During the meeting, the Chairman may set a time for a recess. If a force majeure event occurs, the Chairman may rule to temporarily suspend the meeting and announce the time for resumption depending on the situation.

Article 22: If a virtual shareholders' meeting is convened, if the virtual meeting platform or the method of participation via video conference encounters obstacles for more than thirty minutes before the Chairman announces adjournment, the meeting shall be postponed or resumed within five days.

Article 23: These Rules shall take effect after being approved by the shareholders' meeting, and the same shall apply to any amendments.

Article 24: These Rules were implemented after being approved by the shareholders' meeting on June 9, 2010. The first amendment was approved on August 7, 2020, and the second amendment was approved on June 14, 2022.

Appendix 3

Articles of Incorporation of Sunplus Innovation Technology Inc.

Chapter 1: General Provisions

Article 1: The Company is organized in accordance with the provisions of the Company Act regarding companies limited by shares, and is named Sunplus Innovation Technology Inc. (English name: Sunplus Innovation Technology Inc.).

Article 2: The scope of business of the Company is as follows:

1. CC01080 Electronic Components Manufacturing
2. I501010 Product Design
3. F401010 International Trade
4. I301010 Information Software Services
5. I301020 Data Processing Services

Research, development, manufacture, and sale of the following products:

1. Design, manufacture, testing, and sale of various integrated circuits.
2. Design, manufacture, testing, and sale of various integrated circuit modules.
3. Research, development, and sale of various application software.
4. Research, development, and sale of various silicon intellectual properties.
5. Import and export trade business for the various products mentioned above.

Article 3: The Company's head office is located in the Hsinchu Science Park. If necessary, subject to a resolution of the Board of Directors and approval by the competent authority, the Company may establish branch offices domestically or abroad.

Article 4: Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter 2: Shares

Article 5: The authorized capital of the Company is set at NT$1,000,000,000, divided into 100,000,000 shares, all being common shares, with a par value of NT$10 per share. Within this amount, NT$65,000,000, divided into 6,500,000 shares, is reserved for the exercise of employee stock options.
The Board of Directors is authorized to issue the capital mentioned in the preceding paragraph in installments according to actual needs.

Article 5-1: If the Company intends to issue employee stock options at a subscription price lower than the market price, or intends to transfer repurchased shares of the Company to employees at a price lower than the average actual repurchase price, such action must be approved by at least two-thirds of the voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares.

Article 5-2: When the Company issues restricted employee shares, transfers repurchased treasury shares to employees, or issues new shares for employee subscription, the recipients may include employees of controlling or subordinate companies who meet certain conditions. Such conditions and subscription methods are authorized to be determined by the Board of Directors.

Article 6: The Company's share certificates shall all be registered, signed or sealed by the directors representing the Company, and issued after being duly certified by a bank authorized to act as a certifier for share issuance. The Company may be exempted from printing share certificates for the shares issued, but such shares shall be registered with a centralized securities depository enterprise.

Article 7: Except as otherwise provided by laws and securities regulations, the handling of the Company's stock affairs shall follow the "Regulations Governing the Administration of Shareholder Services of Public Companies." If relevant laws and regulations change, the revised laws and regulations shall apply.

Article 8: Changes in the shareholder register shall be suspended within sixty days prior to the convening of a regular shareholders' meeting, thirty days prior to the convening of an extraordinary shareholders' meeting, or five days prior to the record date fixed by the Company for distribution of dividends, bonuses, or other benefits.

Chapter 3: Shareholders' Meeting

Article 9: Shareholders' meetings are of two types: regular meetings and extraordinary meetings. Both shall be convened by the Board of Directors in accordance with the law. Regular meetings shall be convened at least once a year within six months after the close of each fiscal year. Extraordinary meetings shall be convened when necessary in accordance with the law. Notice of a regular meeting shall be given to each shareholder thirty days in advance, and notice of an extraordinary meeting shall be given fifteen days in advance.
When a shareholders' meeting of the Company is held, it may be conducted via video conference or other methods announced by the central competent authority.

Article 10: When the Company convenes a regular shareholders' meeting, shareholders holding one percent or more of the total number of issued shares may submit a written proposal to the Company for discussion at the regular shareholders' meeting, but such proposals are limited to one item. If a proposal exceeds one item, none of them will be included as a proposal. Relevant procedures shall follow the Company Act and relevant regulations.

Article 11: Resolutions of a shareholders' meeting shall, unless otherwise provided by the Company Act, be adopted by a majority of the voting rights exercised by the shareholders present who represent a majority of the total number of issued shares.
When convening a shareholders' meeting, the Company shall, in accordance with Article 177-1 of the Company Act, include electronic means as one of the channels for shareholders to exercise their voting rights. Shareholders exercising voting rights by electronic means are deemed to have attended in person, and relevant matters shall be handled in accordance with laws and regulations.

Article 12: A shareholder who cannot attend a shareholders' meeting may appoint a proxy to attend the meeting by providing a proxy form issued by the Company stating the scope of authorization, in accordance with Article 177 of the Company Act. Such proxy form must be delivered to the Company five days prior to the meeting.
Except as provided by the Company Act, the rules for proxies shall follow the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.

Article 13: Unless otherwise provided by law, each share held by a shareholder of the Company shall have one voting right.

Article 14: The Chairman of the Board shall preside at the shareholders' meetings. In case the Chairman is absent, the Chairman shall designate one director to act on his/her behalf. If no proxy is designated, the directors shall elect one person from among themselves to act as the proxy. For a shareholders' meeting convened by any other person having the convening right, such person shall act as the chair. If there are two or more persons having the convening right, they shall elect one from among themselves to act as the chair.

Article 15: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes. The minutes shall be signed or sealed by the chair of the meeting and shall be distributed to all shareholders within twenty days after the meeting. The distribution of the minutes may be made by means of a public announcement. The required contents of the minutes, and the preservation period for the minutes, attendance registers or sign-in cards, and proxy forms, shall be handled in accordance with Article 183 of the Company Act.

Article 16: After the Company has gone public, if it intends to revoke its public offering, the matter must be resolved by a shareholders' meeting, and this provision shall not be changed during the period of trading on the emerging stock market or after listing (OTC/Emerging stock market).

Chapter 4: Directors and Audit Committee

Article 17: The Company shall have five to nine directors. A candidate nomination system is adopted, and directors shall be elected by the shareholders' meeting from among the list of candidates. The term of office is three years, and they are eligible for re-election. If a corporate shareholder's representative is elected as a director, the corporation may replace the representative at any time, but the replacement shall only serve the remainder of the original term.
Among the aforementioned number of directors, there shall be at least two independent directors, and they shall not be less than one-fifth of the director seats. The acceptance and announcement of candidate nominations and other relevant matters shall be handled in accordance with the Company Act, Securities and Exchange Act, and relevant laws and regulations.
The Company may, within its scope of business execution and under applicable laws, purchase liability insurance for directors during their term of office regarding the compensation liability they shall bear according to law. After purchasing or renewing such liability insurance, the Company shall report the insured amount, coverage scope, premium rate, and other important contents to the most recent Board of Directors meeting.

Article 17-1: The Company establishes an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Committee shall consist of all independent directors and is responsible for executing the powers of supervisors under the Company Act, Securities and Exchange Act, and other relevant regulations.

Article 17-2: For the performance of duties by directors of the Company, regardless of whether the Company makes a profit or incurs a loss, the Company may pay remuneration. The Board of Directors is authorized to determine such remuneration by referring to typical standards in the industry. If the Company has earnings, it shall additionally allocate remuneration in accordance with Article 31-1 of the Articles of Incorporation.

Article 18: When the number of vacancies in the Board of Directors reaches one-third, the Board shall convene an extraordinary shareholders' meeting within sixty days to conduct a by-election.

Article 19: If the term of office of directors expires but an election has not been held in time, except as otherwise provided by the Company Act, the outgoing directors shall continue to execute their duties until the newly elected directors take office.

Article 20: The directors shall organize the Board of Directors. A Chairman shall be elected by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman shall execute all affairs of the Company in accordance with laws, the Articles of Incorporation, and the resolutions of the shareholders' meeting and the Board of Directors.

Article 21: Except as otherwise provided by the Company Act, Board meetings shall be convened by the Chairman. When a Board meeting is held, except as otherwise provided by the Company Act, directors shall attend in person. If a director cannot attend in person, he/she may issue a proxy form listing the scope of authorization regarding the reasons for convening the meeting, to entrust another director to attend the Board meeting as a proxy. A director acting as a proxy for another director to attend a Board meeting may accept the proxy of one person only.

Article 21-1: Notice of a Board of Directors meeting shall be given to each director and supervisor at least seven days in advance. In case of emergency, the Company may convene a Board meeting at any time.
The convening of the Company's Board meetings may be notified via writing, email (E-mail), or fax.

Article 22: If the Chairman is on leave or unable to exercise his/her powers for any reason, the proxy arrangement shall be handled in accordance with Article 208 of the Company Act.

Article 23: Resolutions of the Board of Directors shall be recorded in the minutes. The minutes shall be signed or sealed by the chair and distributed to all directors within twenty days after the meeting. The distribution of minutes may be made electronically. The format of the Board meeting minutes, as well as the preservation period for the minutes, attendance registers of directors, and proxy forms, shall be handled in accordance with Article 27 of the Company Act.

Article 24: The powers of the Board of Directors are as follows:

1. Determination of business policies.
2. Review and approval of budgets.
3. Preparation of financial statements to be reported to the shareholders' meeting.
4. Proposals for amendments to the Articles of Incorporation.
5. Execution of shareholders' meeting resolutions.
6. Review of major contracts.
7. Proposals for earnings distribution or deficit compensation.
8. Proposals for capital increase or decrease.
9. Appointment and dismissal of key officers.
10. Establishment of organizational regulations and business rules.
11. Other powers prescribed by law or resolutions of the shareholders' meeting.

Chapter 5: Managers and Staff

Article 29: The Company may appoint managers. Their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Article 29-1: The Company may, within its scope of business execution and under applicable laws, purchase liability insurance for directors during their term of office regarding the compensation liability they shall bear according to law. After purchasing or renewing such liability insurance, the Company shall report the insured amount, coverage scope, premium rate, and other important contents to the most recent Board of Directors meeting.

Article 30: The Company may hire key staff based on a resolution of the Board of Directors under Article 29 of the Articles of Incorporation.

Chapter 6: Final Accounts

Article 31: At the end of the fiscal year, the Board of Directors shall prepare the following statements and submit them to the regular shareholders' meeting for recognition according to statutory procedures:

(1) Business Report.

(2) Financial Statements.

(3) Proposal for earnings distribution or deficit compensation.

Article 31-1: If the Company has profit for the year, it shall allocate no less than one percent as employee compensation (of which no less than ten percent shall be allocated to entry-level employees) and no more than one point five percent as director remuneration. However, if the Company still has accumulated losses (including adjusted unappropriated retained earnings), it shall reserve the amount to offset the losses beforehand.
The aforementioned employee compensation and entry-level employee compensation may be distributed in shares or in cash. The recipients may include employees of subordinate companies who meet the conditions set by the Board of Directors. The director remuneration in the preceding paragraph may only be paid in cash.
The preceding two paragraphs shall be resolved by the Board of Directors and reported to the shareholders' meeting.

Article 32: After the annual closing of accounts, if there is a surplus, the Company shall first pay profit- seeking enterprise income tax and offset past losses, and then allocate ten percent as a legal reserve, unless the legal reserve has reached the total capital. Next, it shall allocate or reverse a special reserve according to laws or competent authority regulations. The remaining surplus, together with prior accumulated unappropriated earnings, shall be the shareholder dividends. The Board of Directors shall draft a distribution proposal and submit it to the shareholders' meeting for resolution before distribution. However, the total shareholder dividends distributed each year shall not be less than ten percent of the newly added distributable earnings for the year; provided that if it is lower than one percent of the paid-in capital, it may not be distributed. The aforementioned cash dividends shall not be less than ten percent of the total shareholder dividends distributed.
If there are negative items under shareholders' equity accumulated from the previous year or occurring in the current year that the current year's after-tax profit is insufficient to cover, an equal amount of special reserve shall be allocated from the accumulated unappropriated earnings of the previous year and deducted prior to the proposed distribution.
When the Company distributes dividends and bonuses or legal reserve and capital reserve wholly or partially by issuing new shares, it shall be handled in accordance with Article 240 of the Company Act and submitted to the shareholders' meeting for resolution prior to distribution; when distributing in cash, the Board of Directors is authorized to do so with the consent of a majority of the attending directors at a meeting attended by at least two-thirds of the directors, and this shall be reported to the shareholders' meeting.

Article 33: The Company may provide external endorsements and guarantees, and due to business needs, may lend funds to others. The operational procedures for this shall be established by the Board of Directors in accordance with the law.

Article 34: The total amount of reinvestment by the Company is not subject to the restriction under Article 13 of the Company Act that reinvestment shall not exceed forty percent of the paid-in capital.

Article 35: The organizational regulations and operational guidelines of the Company shall be separately prescribed by the Board of Directors.

Article 36: Matters not covered by these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws.

Article 37: These Articles of Incorporation were established on October 13, 2006. The first amendment was made on May 18, 2007. The second amendment on June 4, 2009. The third amendment on November 4, 2009. The fourth amendment on June 9, 2010. The fifth amendment on July 30, 2010. The sixth amendment on June 28, 2012. The seventh amendment on June 13, 2013. The eighth amendment on June 15, 2016. The ninth amendment on June 22, 2020. The tenth amendment on August 7, 2020. The eleventh amendment on July 26, 2021. The twelfth amendment on June 14, 2022. The thirteenth amendment on May 29, 2025.

Sunplus Innovation Technology Inc. Procedures for Election of Directors

Article 1: The election of directors of the Company shall be handled in accordance with these Procedures, unless otherwise provided by the Company Act or the Company's Articles of Incorporation.

Article 2: The election of the Company's directors (including independent directors) shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act.

Article 3: The single-name cumulative voting system shall be adopted for the election of the Company's directors. The attendance card number printed on the ballot shall be used instead of the voter's name. Each share shall have voting rights equal to the number of directors to be elected, which may be concentrated to elect one person or distributed to elect several persons. The election of independent directors and non-independent directors shall be held together, with votes calculated separately, and they shall be elected separately.

Article 4: Ballot boxes for the election of directors shall be provided by the Board of Directors and publicly opened and inspected by the scrutineers before voting commences.

Article 5: For the directors of the Company, based on the quota specified in the Articles of Incorporation, candidates who receive ballots representing the most voting rights, according to the statistical results of the electronic voting platform and physical ballots, shall be elected sequentially as independent directors or non-independent directors. If two or more persons receive the same number of voting rights and the quota is exceeded, the result shall be determined by drawing lots among those with equal votes. For those absent, the chair shall draw lots on their behalf. A person simultaneously elected as a director under the preceding paragraph shall decide on his/her own to serve as a director, and the vacancy shall be filled by the candidate with the next highest number of votes. The qualifications of elected independent directors and non-independent directors must comply with the regulations of the competent authority.

Article 6: Before the election begins, the chair shall appoint a number of scrutineers and tellers to perform relevant duties. The scrutineers must be shareholders.

Article 7: Ballots shall be prepared by the Board of Directors, numbered according to the attendance card number, and state the number of voting rights. Ballots will not be issued to those who exercise voting rights by electronic means.

Article 8: If the candidate is a shareholder, the voter must fill in the candidate's account name and shareholder account number in the "Candidate" column of the ballot. If the candidate is not a shareholder, the candidate's name and ID card number or passport number shall be filled in. However, when the government or a corporate shareholder is a candidate, the name of the government or corporation shall be filled in the candidate's account name column of the ballot, or both the name of the government/corporation and its representative's name may be filled in. If there are multiple representatives, their names shall be filled in separately.

Article 9: A ballot is invalid if any of the following applies:

1. The ballot used is not one prescribed by these Procedures.
2. The ballot placed in the ballot box is blank, illegible, or has been altered.
3. Two or more candidates are filled in on the same ballot.
4. The ballot is not filled out in accordance with the preceding article or contains extra text or graphics.
5. If the candidate is a shareholder, the account name or shareholder account number does not

match the shareholder register; if not a shareholder, the name or ID number does not match upon verification.

6. The candidate's account name is the same as another candidate's and no shareholder account number (or ID number) is provided to distinguish them.

7. The total allocated voting rights exceed the voting rights held by the voter.

8. The ballot is not placed in the ballot box designated by the chair.

Article 10: If the total allocated voting rights are less than the voting rights held by the voter, the missing portion is deemed as an abstention.

Article 11: Upon completion of voting, the ballots shall be counted on the spot, and the results shall be announced on the spot by the chair. The ballots from the aforementioned election shall be sealed and signed by the scrutineers, kept in safe custody, and preserved for at least one year.

Article 12: Notice of election shall be issued to elected directors by the Board of Directors separately.

Article 13: Matters not covered by these Procedures shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 14: These Procedures shall take effect after being approved by the shareholders' meeting, and the same applies to amendments.

Article 15: These Procedures were passed by the shareholders' meeting on June 9, 2010. The first amendment was on June 28, 2012, and the second amendment was on August 7, 2020.