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怡利電子工業股份有限公司
E-LEAD ELECTRONIC CO., LTD.

2023 ANNUAL SHAREHOLDERS' MEETING **Handbook**

Meeting Time: 9:00 a.m., 16 June 2023

Place: No. 37, Gongdong 1st Rd., Shengang Shiang,
Changhua County

(The canteen of Chuan-Hsin Factory)

Virtual conferencing platform:

Taiwan Depository & Clearing Corporation

(<https://www.stockvote.com.tw/evote/index.html>)

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E-LEAD ELECTRONIC CO., LTD.

Procedure for the 2023 Annual Meeting of
Shareholders

I. Call the Meeting to Order

II. Chairperson Remarks

III. Management Presentation
(Company Reports)

IV. Proposals

V. Discussion

VI. Elections

VII. Questions and Motions

VIII. Adjournment

E-LEAD ELECTRONIC CO., LTD.

Agenda of 2023 Annual Meeting of Shareholders

Type of Meeting: Physical Shareholders' Meeting with
the Assistance of Video Conferencing

Time and Date: 9:00 a.m., 16 June 2023 (Friday)

Place: No. 37, Gongdong 1st Rd., Shengang Shiang, Changhua County
(The canteen of Chuan-Hsin Factory)

I. Call the Meeting to Order

II. Chairperson Remarks

III. Management Presentations (Reports on Company Affairs)

I. 2022 Business Report and 2023 Business Plans.

II. 2022 Employee Compensation and Director Remuneration
Distribution Report.

III. Audit Committee's Review Report on the 2022 Financial
Statements.

IV. Proposals

I. Adoption of the 2022 Business Report and Financial
Statements.

II. Adoption of the Proposal for Distribution of 2022 Profits.

V. Discussion

I. Amendment to the Company's Corporate Charter (Articles of

Incorporation)

II. Amendment to the “Operational Procedures for Loaning of
Company Funds and Endorsements and Guarantees”

VI. Elections: Election of the Board of Directors

VII. Questions and Motions

VIII. Adjournment

III. Management Presentations (Reports on Company Affairs)

I. 2022 Business Report and 2023 Business Plans.

Dear shareholders:

Despite the multiple factors such as the Russia-Ukraine conflict and inflation that affected the global economy last year, E-LEAD continued to advance towards its established transformation goals and made progress. The operational efficiency continued to grow, and the HUD series products maintained a leading market position in the Chinese market. According to a report by a research and consulting firm on intelligent automobiles, E-LEAD ranked second in terms of market share of AR HUD pre-installation suppliers for passenger cars in the Chinese market in 2022, only behind LG. The ADAS and INFOTAINMENT product lines also experienced significant growth in the Southeast Asian market. We will continue to strive and implement the discipline of executing the plan.

Looking ahead to this year, although various regions around the world have gradually lifted pandemic restrictions, the first quarter was still affected by inflation and the sluggish economic situation in many countries, which in turn affected the sales volume of automobiles in different countries. The performance of E-LEAD also experienced a slowdown. However, as new projects begin to ship, the performance is expected to gradually recover and regain growth momentum. We will continue to strive to enhance operational efficiency.

- I. Company Structure: Maintaining the expansion of production capacity, optimizing cost structures, enhancing teamwork, and cultivating talent as the main objectives.
- II. Product Line: The company is actively pursuing projects related to 3D AR HUD and expanding its overseas market for optical products for eye protection.
- III. Business Model: Continuously expanding the product range and customer base, and leveraging the existing OE Tier 1 advantages and unique product technology advantages to enter into cross-industry alliances, and enter the two-wheeler market, especially the electric motorcycle and heavy motorcycle market, to expand business benefits.

The above three aspects of planning aim to continuously translate E-LEAD's current

technological and automotive OE system advantages into a larger business scale and profitability.

I. 2022 Business Performance

(I) Operating Revenue: The Company's consolidated net operating revenue for 2022 was nearly NT\$ 3.57 billion which represents an increase of 44% compared to 2021.

(II) Operating Expense: The Company's consolidated operating expenses for 2022 were nearly NT\$ 641 million which represent an increase of 31% compared to 2021.

(III) Profit or Loss: The Company's consolidated net profit for the current period in 2022 was nearly NT\$ 346 million which represents an increase of 259% compared to 2021.

(IV) Analysis of Receipts, Expenditures and Profitability

Unit: in NT\$ thousand (Unless Specified Otherwise)

Analytical Items	2022	2021
	Consolidated	Consolidated
Net Operating Revenue	3,565,754	2,475,727
Operating Cost	(2,615,293)	(1,815,985)
Gross profit	950,461	659,742
Operating Expense	(641,917)	(488,358)
Operating Income	308,544	171,384
Non-Operating Income and Expenses	179,093	(7,461)
Income Before Tax	487,637	163,923
Income Tax Expense	(141,066)	(67,403)
Net Income	346,571	96,520
Other Comprehensive Income (Net of Tax) for the Current Period	35,509	(41,239)
Total Comprehensive Income	382,080	55,281
Basic Earnings per Share (NT\$)	2.88	0.81
Return on Assets (%)	10.37	3.58
Return on Equity (%)	20.13	7.06
Net Profit Margin (%)	9.72	3.90

(V) Achievements in Research and Development Projects and Product Development

1. 3D AR HUD with Improved Display Quality
2. Dynamic 3D Distortion Correction Technology

3. Motorcycle Instrument Panel with Heads-Up Display
4. 3D AR HUD Integrated with VPA Technology
5. Wide-Angle Projectair Telescope

II. Outline of the Business Plan for 2023

(I) Business Policy and Production and Marketing Policy

1. Strengthening the Work Plan Evaluation System
2. Continuous Optimization of the Cost Structure of all Products, including HUD.
3. Continuously and Actively Striving for 3D AR HUD Development Projects with Automotive Manufacturers
4. Expanding the Overseas Market for the Optical Eye-Protection Product, Projectair.
5. Establishing Upstream and Downstream Alliances and Cross-Industry Partnerships

(II) Research and development projects and product development plan

1. 3D AR HUD Size Reduction Technology
2. 2.5D AR HUD with Stereoscopic Visual Assistance
3. Thin and Compact Design for VPA
4. Thin and Compact Design for 3D AR HUD
5. Dashboard Display Technology on the Windshield.

III. The Company's Future Development Strategy, and the Effect of External Competition, the Legal Environment, and the Overall Business Environment

As our business model is focused on serving car manufacturers' OE needs, we are inevitably facing fierce competition from international giants. To meet future challenges, we have established a Tier 1 supplier structure and will leverage our technological and cost advantages to pursue breakthrough innovations.

We will adhere to our established goals and plans and thoroughly push for their implementation. We hope that our shareholders can continue to support and encourage us. Thank you.

II. 2022 Employee Compensation and Director Remuneration Distribution Report

Description: According to Article 27 of the Company's articles of Incorporation, if the company has a surplus in a given year, it must allocate employee compensation not less than 1% and director remuneration not exceeding 5%. However, if the company has accumulated losses, the amount necessary for offsetting such losses must be reserved in advance. For the year 2022, the amounts allocated for employee compensation and director remuneration are NT\$9,247,137 and NT\$4,623,569, respectively.

III. Audit Committee's Review Report on the 2022 Financial Statements:

E-LEAD ELECTRONIC CO., LTD.

Audit Committee's Review Report

The Company has prepared the 2022 Business Report, Consolidated Financial Statements, Parent Only Financial Statements, and Proposal for Distribution of Profits, which have been reviewed by the Audit Committee and resolved and approved by the Board of Directors. The CPA firm of Ernst & Young, represented by CPAs Tzu Ping Huang and Wen Pi Yen, was retained to audit the Consolidated Financial Statements and Parent Only Financial Statements and has issued an audit report relating to the Consolidated Financial Statements and Parent Only Financial Statements with unqualified opinion. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report for your review.

Sincerely,

For the 2023 Annual Meeting of Shareholders

E-LEAD ELECTRONIC CO., LTD.

Audit Committee

Convener:



15 March 2023

IV. Proposals

1: (Proposed by the Board)

Proposal: Adoption of the 2022 Business Report and Financial Statements

Explanation: 1. The Company's 2022 Business Report, Consolidated Financial Statements and Parent Only Financial Statements have been completed. The Consolidated Financial Statements and Parent Only Financial Statements have been audited by independent auditors, Tzu-Ping Huang and Wen-Pi Yen of Ernst & Young, Taiwan.

2. Please refer to (P6-P8) for the Business Report; and refer to Appendix 1 (P15-P37) for the Financial Statements.

Resolution:

2: (Proposed by the Board)

Proposal: Adoption of the Proposal for Distribution of 2022 Profits.

Explanation: 1. The net profit after tax for 2022 is NT\$346,571 thousand. A profit distribution table is prepared in accordance with the Company's Articles of Incorporation.

2. The 2022 proposed cash dividend per share for shareholders is NT\$0.7. The dividend is calculated based on the distribution ratio and rounded down to the nearest integer for amounts less than NT\$ 1. Any fractional amounts resulting from the calculation are to be recorded as other income in the Company's profit distribution table, as shown in Attachment 2 (P.38).

3. Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, ex-rights date, and other

relevant issues.

4. In the event that the number of outstanding shares is affected by a buyback of shares or conversion in connection with convertible corporate bonds or other factors that may lead to a change in the dividend payout ratio, it is proposed to the Shareholders' Meeting for approval that the Chairman of the Board of Directors be authorized to handle the matter at his discretion.

Resolution:

V. Discussion

1. (Proposed by the Board)

Proposal: Amendment to the Company Corporate Charter (Articles of Incorporation). Please proceed to discuss.

Explanation: Please refer to Attachment 3 (P.39) for comparison table for the Articles of Incorporation

Resolution:

2. (Proposed by the Board)

Proposal: Amendment to the “Operational Procedures for Loaning of Company Funds and Endorsements and Guarantees”. Please proceed to discuss.

Explanation: Please refer to Attachment 4 (P.40) for comparison table for the “Operational Procedures for Loaning of Company Funds and Endorsements and Guarantees”

Resolution:

VI. Election

Proposal: Election of the Board of Directors

Explanation: The current term of office for the directors of the Board will end on 15 June 2023. Accordingly, the company proposes to duly elect new Board members at this year's Annual Meeting of Shareholders. According to Article 195 of the Company Act, the term of office of the current directors will expire upon the completion of the Annual Meeting of Shareholders.

2. According to Article 4, Paragraph 2 of the Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers, where the chairman of the board of directors and the president or person of an equivalent post of a TWSE listed company are the same person, spouses or relations within the first degree of kinship, not less than four independent directors shall be established before 31 December 2023 and there shall be a majority of directors who do not serve concurrently as an employee or officer.

3. The board of directors will consist of 10 members, including 4 independent directors. The selection of candidates will be based on a nomination list, and shareholders will elect the directors from the list of candidates.
4. The directors will take office immediately after the shareholders' meeting. Their three-year term will start from 16 June 2023 and conclude on 15 June 2026.
5. Please refer to Attachment 5 (P.42) for the list of candidates of director and independent director.

Voting Results:

VII. Questions and Motions

VIII. Adjournment

E-LEAD ELECTRONIC CO., LTD.

Declaration Statement

The entities that are required to be included in the consolidated statements of affiliates of E-LEAD ELECTRONIC CO., LTD. as at and for the year ended 31 December 2022 under the “Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No.10 “Consolidated Financial Statements”. Relevant information required to be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Consequently, E-LEAD ELECTRONIC CO., LTD. and its subsidiaries did not prepare a separate set of consolidated financial statements of affiliates.

Truly yours

E-LEAD ELECTRONIC CO., LTD.

Chairman: Hsi-Hsun Chen



15 March 2023

Independent Auditors' Report

To E-LEAD ELECTRONIC CO., LTD.

Opinion

We have audited the accompanying consolidated balance sheets of E-LEAD Electronic Co., Ltd. and its subsidiaries (the “Group”) as of 31 December 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies (together “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2022 and 2021, and their consolidated financial performance and cash flows for the years ended 31 December 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditor(s), 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 2022 consolidated financial statements of the Group. 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.

Allowance for losses on accounts receivable

As of 31 December 2022, the carrying amounts of accounts receivable and allowance for losses were NT\$782,874 thousand and NT\$36,835 thousand, respectively, and the net accounts receivable accounted for 19% of total assets, which was significant to the Group. As the allowance for losses is measured by the expected amount of credit losses over the life of the asset, the assumptions used in the measurement involve significant management judgement. We therefore determined this a key audit matter.

Our audit procedures include, but are not limited to, obtaining an understanding of, and testing the effectiveness of, the internal control system established by management over the collection of accounts receivable; Analyzing changes in accounts receivable and changes in turnover rates over the period and testing the collection of accounts receivable after the period to assess recoverability; Review the breakdown of accounts receivable at the end of the period and recalculate the reasonableness of the allowance for losses on accounts receivable based on the classification of individual credit groups and the expected loss rate as assessed by management. We have also considered the appropriateness of the disclosure of accounts receivable in Notes 5 and 6 to the consolidated financial statements

Evaluation of allowance for losses on decline in value of inventories and obsolescence of inventories

As of 31 December 2022, the net inventory of the Group was NT\$1,170,536 thousand, representing 30% of total assets. Due to the uncertainty of the rapid changes in product technology and market demand, the allowance for losses on decline in value and obsolescence of inventories involve significant management judgment, we therefore determined this a key audit matter.

Our audit procedures include, but are not limited to, obtaining an understanding of, and testing the effectiveness of, management's internal control over inventory, including obtaining an understanding of the reasonableness of management's policy for the allowance for losses on decline in value and obsolescence of inventories; assessing management's inventory planning, selecting significant inventory locations and conducting physical observations of inventory counts to confirm the quantity and condition of inventories; testing the adequacy of the allowance for losses on decline in value of inventories. This includes testing the reasonableness of the net realizable value of inventories by reviewing a sample of evidence

relating to the purchase and sale of inventories, obtaining a sample of inventory ageing schedules to test the correctness of the ageing calculations and recalculating the reasonableness of the allowance for losses on obsolescence of inventories. We also considered the appropriateness of the disclosures in Notes 5 and 6 to the consolidated financial statements.

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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by 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 the ability to continue as a going concern of the Group, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Group.

Auditor's 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 auditor's 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 the internal control of the Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Group. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the 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 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Other

E-LEAD Electronic Co., Ltd. has prepared its Parent Only Financial Statements for the years ended 31 December 2022 and 2021, and we have issued an audit report with an unqualified opinion for reference purposes.

/s/Huang, Tzu Ping

/s/Yen, Wen Pi

Ernst & Young, Taiwan

15 March 2023

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations 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 accepted and applied in the Republic of China.

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Consolidated Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

For the years ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Assets			31 December 2022		31 December 2021	
Code	Accounting Items	Notes	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4,6.1	\$468,730	12	\$365,012	11
1110	Financial assets at fair value through profit or loss - current	4,6.2	8,878	-	6,846	-
1150	Notes receivable, net	4	60,905	2	23,470	1
1170	Accounts receivable, net	4,6.3,7	746,039	19	624,105	20
1200	Other receivables	4,7	66,766	2	28,225	1
130x	Inventories	4,6.4	1,170,536	30	787,499	25
1410	Prepayments		57,078	1	34,814	1
1470	Other current assets	4,8	9,029	-	28,013	1
11xx	Total current assets		2,587,961	66	1,897,984	60
	Non-current assets					
1517	Financial assets at fair value through other comprehensive income - non-current	4,6.5	1,988	-	3,809	-
1550	Investments accounted for using the equity method	4,6.6	6,381	-	6,721	-
1600	Property, plant and equipment	4,6.7,8	1,062,867	27	925,391	29
1755	Right-of-use assets	4,6.17,7,8	11,930	-	13,604	-
1780	Intangible assets	4	36,997	1	45,976	1
1840	Deferred tax assets	4,6.21	167,586	4	211,143	7
1900	Other non-current assets	4,6.8	73,350	2	78,616	3
15xx	Total non-current assets		1,361,099	34	1,285,260	40
1xxx	Total assets		\$3,949,060	100	\$3,183,244	100

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Consolidated Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (CONTINUED)

For the years ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity			31 December 2022		31 December 2021	
Code	Accounting Items	Notes	Amount	%	Amount	%
	Current liabilities					
2100	Short-term loans	4,6.9	\$565,250	14	\$503,936	16
2130	Contract liabilities - current	6.15	10,156	-	9,450	-
2150	Notes payable		-	-	13,571	1
2170	Accounts payable	7	412,737	11	573,466	18
2200	Other payables	6.10,7	228,097	6	201,686	6
2230	Current income tax liabilities	4,6.21	6,851	-	9,147	-
2320	Current portion of long-term loans	6.12	-	-	144,000	5
2399	Other current liabilities	4,6.17,7	6,156	-	4,941	-
21xx	Total current liabilities		1,229,247	31	1,460,197	46
	Non-current liabilities					
2530	Bonds Payable	6.11	288,098	7	-	-
2540	Long-term loans	6.12	210,400	6	157,083	5
2570	Deferred tax liabilities	4,6.21	88,661	2	38,875	1
2640	Net defined benefit obligation - non-current	4,6.13	80,433	2	76,490	2
2670	Other non-current liabilities	4,6.17,7	3,252	-	55,945	2
25xx	Total non-current liabilities		670,844	17	328,393	10
2xxx	Total liabilities		1,900,091	48	1,788,590	56
31xx	Equity attributable to owners of the parent company	4,6.14				
3100	Capital					
3110	Common stock		1,227,985	31	1,187,985	37
3200	Additional Paid-in Capital		449,022	11	216,787	7
3300	Retained earnings					
3310	Legal reserve		208,936	5	208,936	6
3320	Special reserve		19,536	1	19,536	1
3350	Unappropriated retained earnings (accumulated deficit)		183,446	5	(160,737)	(5)
	Subtotal		411,918	11	67,735	2
3400	Other equity					
3410	Exchange differences on translation of foreign operations		(36,344)	(1)	(76,062)	(2)
3420	Unrealized gains or losses measured at fair value through other comprehensive income		(3,612)	-	(1,791)	-
	Subtotal		(39,956)	(1)	(77,853)	(2)
3xxx	Total equity		2,048,969	52	1,394,654	44
	Total liabilities and equity		\$3,949,060	100	\$3,183,244	100

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Consolidated Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Code	Accounting Items	Notes	2022		2021	
			Amount	%	Amount	%
4000	Revenues	4,6,15,7	\$3,565,754	100	\$2,475,727	100
5000	Operating costs	6,18,7	(2,615,293)	(73)	(1,815,985)	(73)
5900	Gross profit		950,461	27	659,742	27
	Operating expenses	6,18,7				
6100	Sales and marketing expenses		(142,465)	(4)	(144,769)	(6)
6200	General and administrative expenses		(199,107)	(6)	(149,759)	(6)
6300	Research and development expenses		(290,428)	(8)	(239,530)	(10)
6450	Expected credit (loss) gain	4,6,16	(9,917)	-	45,700	2
6000	Subtotal		(641,917)	(18)	(488,358)	(20)
6900	Operating profit		308,544	9	171,384	7
	Non-operating income and expenses	6,19,7				
7100	Interest income		1,383	-	1,036	-
7010	Other income		116,834	3	22,176	1
7020	Other gains or losses		88,839	3	(18,125)	(1)
7050	Finance costs		(29,230)	(1)	(14,480)	-
7060	Share of profits or losses of associates and joint ventures recognized under the equity method	6,6	1,267	-	1,932	-
7000	Subtotal		179,093	5	(7,461)	-
7900	Income before tax		487,637	14	163,923	7
7950	Income tax expense	4,6,21	(141,066)	(4)	(67,403)	(3)
8200	Net income		346,571	10	96,520	4
8300	Other comprehensive income	6,20				
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements on defined benefit plans		(2,985)	-	\$2,130	-
8316	Unrealized gain or loss on equity instruments measured at fair value through other comprehensive income		(1,821)	-	6,727	-
8349	Income tax related to items that will not be reclassified subsequently	6,21	597	-	(426)	-
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign operations		49,647	1	(62,088)	(2)
8399	Income tax related to items that may be reclassified subsequently	6,21	(9,929)	-	12,418	-
8300	Total other comprehensive income, net of tax		35,509	1	(41,239)	(2)
8500	Total comprehensive income		\$382,080	11	\$55,281	2
8600	Net income attributable to:					
8610	Owner of parent		\$346,571		\$96,520	
8620	Non-controlling interests		-		-	
			\$346,571		\$96,520	
8700	Comprehensive income attributable to:					
8710	Owner of parent		\$382,080		\$55,281	
8720	Non-controlling interests		-		-	
			\$382,080		\$55,281	
	Earnings per share (NTD)	6,22				
9750	Basic earnings per share		\$2.88		\$0.81	
9850	Diluted earnings per share		\$2.85		\$0.81	

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Consolidated Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	Items	Equity attributable to owners of the parent company							Total Equity
			Additional paid-in capital	Retained earnings			Other equity		
				Common stock	Legal reserve	Special reserve	Unappropriated retained earnings (accumulated deficit)	Exchange differences on translation of foreign operations	
Code		3110	3200	3310	3320	3350	3410	3420	3XXX
A1	Balance as at 1 January 2021	\$1,187,985	\$216,787	\$208,936	\$19,536	\$(257,029)	\$(26,392)	\$(10,450)	\$1,339,373
D1	Net income for 2021					96,520			96,520
D3	Other comprehensive income for 2021					1,704	(49,670)	6,727	(41,239)
D5	Total comprehensive income for 2021	-	-	-	-	98,224	(49,670)	6,727	55,281
Q1	Disposal of equity instruments at fair value through other comprehensive income					(1,932)		1,932	-
Z1	Balance as at 31 December 2021	\$1,187,985	\$216,787	\$208,936	\$19,536	\$(160,737)	\$(76,062)	\$(1,791)	\$1,394,654
A1	Balance as at 1 January 2022	\$1,187,985	\$216,787	\$208,936	\$19,536	\$(160,737)	\$(76,062)	\$(1,791)	\$1,394,654
C5	Equity components arising from the issuance of convertible bonds - arising from share options		26,931						26,931
D1	Net income for 2022					346,571			346,571
D3	Other comprehensive income for 2022					(2,388)	39,718	(1,821)	35,509
D5	Total comprehensive income for 2022	-	-	-	-	344,183	39,718	(1,821)	382,080
E1	Capital increase by cash	40,000	205,304						245,304
Z1	Balance as at 31 December 2022	\$1,227,985	\$449,022	\$208,936	\$19,536	\$183,446	\$(36,344)	\$(3,612)	\$2,048,969

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Consolidated Financial Statements Originally Issued in Chinese

E-LEAD ELECTRONIC CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Code	Item	2022	2021
AAAA	Cash flows from operating activities:		
A00010	Net profit before tax from continuing operation	\$487,637	\$163,923
A10000	Net income before tax for the period	487,637	163,923
A20000	Adjustment for:		
A20010	Income and expense items :		
A20100	Depreciation	121,105	110,683
A20200	Amortization	21,715	16,345
A20300	Expected credit loss (income)	9,917	(45,700)
A20400	Losses (gains) on financial assets and liabilities at fair value through profit or loss	1,783	(4,207)
A20900	Interest expense	29,230	14,480
A21200	Interest income	(1,383)	(1,036)
A22300	Share of profit of subsidiaries, associates and joint ventures under the equity method	(1,267)	(1,932)
A22500	(Gain) loss on disposal of property, plant and equipment	(4,609)	359
A22800	Loss on disposal of intangible assets	124	-
A23000	Gain on disposal of non-current assets held for sale	(70,339)	-
A31130	(Increase) decrease in notes receivable	(37,435)	90,869
A31150	Increase in accounts receivable	(131,851)	(305,965)
A31180	Increase in other receivable	(38,541)	(16,081)
A31200	Increase in inventories	(383,037)	(352,689)
A31230	Increase in prepayments	(25,074)	(17,831)
A31240	(Increase) decrease in other current assets	(8,720)	2,785
A32125	Increase in contract liabilities	706	7,603
A32130	(Decrease) increase in notes payable	(13,571)	13,422
A32150	(Decrease) increase in accounts payable	(160,729)	227,259
A32180	Increase in other payable	20,808	58,694
A32230	Increase (decrease) in other current liabilities	1,668	(46)
A32240	Increase in net defined benefit obligation	795	571
A33000	Cash used in operations	(181,068)	(38,494)
A33100	Interest received	1,383	1,036
A33200	Dividends received	1,607	-
A33300	Interest paid	(25,714)	(14,562)
A33500	Income tax paid	(59,627)	(20,936)
AAAA	Net cash used in operating activities	(263,419)	(72,956)
	(Continued)		

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

E-LEAD ELECTRONIC CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

For the years ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Code	Item	2022	2021
	(Continued)		
BBBB	Cash flows from investing activities:		
B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(3,944)
B00020	Disposal of financial assets at fair value through other comprehensive income	-	23,948
B00100	Acquisition of financial assets at fair value through profit or loss	(3,113)	-
B02600	Disposal of non-current assets held for sale	97,770	-
B02700	Acquisition of property, plant and equipment	(246,602)	(148,055)
B02800	Disposal of property, plant and equipment	14,208	336
B04500	Acquisition of intangible assets	(12,369)	(33,381)
B06700	Increase in other non-current assets	(14,967)	(52,777)
B06800	Decrease in other non-current assets	21,440	177,938
BBBB	Net cash used in investing activities	(143,633)	(35,935)
CCCC	Cash flows from financing activities:		
C00100	Increase in short-term loans	1,587,212	724,958
C00200	Decrease in short-term loans	(1,529,047)	(701,483)
C01200	Issuance of corporate bonds	314,901	-
C01600	Acquisition of long-term loans	210,400	5,000
C01700	Repayment of long-term loans	(301,083)	(87,167)
C03100	Increase (decrease) in refundable deposits	6	(3)
C04020	Repayment of leasehold principal	(2,342)	(2,679)
C04400	Decrease in other non-current liabilities	(51,619)	(273)
C04600	Capital increase by cash	240,000	-
C04800	Stock options exercised by employees	5,304	-
CCCC	Net cash provided by (used in) financing activities	473,732	(61,647)
DDDD	Effect of exchange rate changes on cash and cash equivalents	37,038	(45,697)
EEEE	Increase (decrease) in cash and cash equivalents	103,718	(216,235)
E00100	Cash and cash equivalents at beginning of period	365,012	581,247
E00200	Cash and cash equivalents at end of period	\$468,730	\$365,012

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

Independent Auditors' Report

To E-LEAD Electronic Co., Ltd.

Opinion

We have audited the accompanying parent only balance sheets of E-LEAD Electronic Co., Ltd. (the “Company”) as of 31 December 2022 and 2021, and the related parent only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2022 and 2021, and notes to the parent only financial statements, including the summary of significant accounting policies (together “the Parent Only financial statements”).

In our opinion, the parent only financial statements referred to above present fairly, in all material respects, the financial position of the Company as of 31 December 2022 and 2021, and its financial performance and cash flows for the years ended 31 December 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China; Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditors, 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 2022 parent only financial statements. These matters were addressed in the context of our audit of the parent only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Allowance for losses on accounts receivable

As of 31 December 2022, the carrying amounts of accounts receivable and allowance for losses were NT\$796,786 thousand and NT\$488 thousand, respectively, and the net accounts receivable accounted for 24% of total assets, which was significant to the Company. As the allowance for losses is measured by the expected amount of credit losses over the life of the asset, the assumptions used in the measurement involve significant management judgement. We therefore determined this a key audit matter.

Our audit procedures include, but are not limited to, obtaining an understanding of, and testing the effectiveness of, the internal control system established by management over the collection of accounts receivable; Analyzing changes in accounts receivable and changes in turnover rates over the period and testing the collection of accounts receivable after the period to assess recoverability; Review the breakdown of accounts receivable at the end of the period and recalculate the reasonableness of the allowance for losses on accounts receivable based on the classification of individual credit groups and the expected loss rate as assessed by management. We have also considered the appropriateness of the disclosure of accounts receivable in Notes 5 and 6 to the parent only financial statements

Evaluation of allowance for losses on decline in value of inventories and obsolescence of inventories

As of 31 December 2022, the net inventory of the Company was NT\$214,347 thousand, representing 7% of total assets. Due to the uncertainty of the rapid changes in product technology and market demand, the allowance for losses on decline in value and obsolescence of inventories involve significant management judgment, we therefore determined this a key audit matter.

Our audit procedures include, but are not limited to, obtaining an understanding of, and testing the effectiveness of, management's internal control over inventory, including obtaining an understanding of the reasonableness of management's policy for the allowance for losses on decline in value and obsolescence of inventories; assessing management's inventory planning, selecting significant inventory locations and conducting physical observations of inventory counts to confirm the quantity and condition of inventories; testing the adequacy of the allowance for losses on decline in value of inventories. This includes testing the reasonableness of the net realizable value of inventories by reviewing a sample of evidence relating to the purchase and sale of inventories, obtaining a sample of inventory ageing schedules to test the correctness of the ageing calculations and recalculating the reasonableness of the allowance for losses on obsolescence of inventories. We also considered the appropriateness of the disclosures in Notes 5 and 6 to the individual financial statements.

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

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

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

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

Auditor's Responsibilities for the Audit of the Parent Only Financial Statements

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

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

We also:

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent only financial statements, including the accompanying notes, and whether the parent only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent only 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 2022 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

/s/Huang, Tzu Ping

/s/Yen, Wen Pi

Ernst & Young, Taiwan

15 March 2023

Notice to Readers

The accompanying parent only financial statements are intended only to present the financial position, results of operations 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 parent only financial statements are those generally accepted and applied in the Republic of China.

Accordingly, the accompanying parent only financial statements and report of independent auditors are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

E-LEAD ELECTRONIC CO., LTD.

PARENT COMPANY ONLY BALANCE SHEETS

For the years ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Code	Assets		31 December 2022		31 December 2021	
	Accounting Items	Notes	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4,6.1	\$226,562	7	\$193,788	8
1110	Financial assets at fair value through profit or loss - current	4,6.2	3,621	-	-	-
1150	Notes receivable, net	4	231	-	209	-
1170	Accounts receivable, net	4,6.3	271,464	8	132,451	5
1180	Accounts receivable - related parties, net	4,6.3,7	524,834	16	214,244	8
1200	Other receivables	4	7,532	-	8,807	-
1210	Other receivables - related parties	4,7	166,685	5	97,467	4
130x	Inventories	4,6.4	214,347	7	210,411	8
1410	Prepayments		68,839	2	17,810	1
1470	Other current assets		3,491	-	354	-
11xx	Total current assets		1,487,606	45	875,541	34
	Non-current assets					
1550	Investments accounted for using the equity method	4,6.5	1,002,201	30	845,651	33
1600	Property, plant and equipment	4,6.6,8	674,005	20	644,623	25
1755	Right-of-use assets	4,6.16,7	3,341	-	4,956	-
1780	Intangible assets	4	15,239	1	19,913	1
1840	Deferred tax assets	4,6.20	87,317	3	137,171	6
1900	Other non-current assets	4,6.7	20,281	1	22,625	1
15xx	Total non-current assets		1,802,384	55	1,674,939	66
1xxx	Total assets		\$3,289,990	100	\$2,550,480	100

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
For the years ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

Code	Liabilities and Equity		31 December 2022		31 December 2021	
	Accounting Items	Notes	Amount	%	Amount	%
	Current liabilities					
2100	Short-term loans	4.6.8	\$180,000	6	\$310,000	12
2130	Contract liabilities - current	6.14	9,302	-	7,701	-
2170	Accounts payable		205,443	6	246,812	10
2180	Accounts payable - related parties	7	15,752	1	48,350	2
2200	Other payables	6.9.7	160,362	5	121,858	5
2320	Current portion of long-term loans	6.11	-	-	144,000	5
2399	Other current liabilities	4.6.16.7	3,342	-	3,359	-
21xx	Total current liabilities		574,201	18	882,080	34
	Non-current liabilities					
2531	Bonds Payable	6.10	288,098	9	-	-
2540	Long-term loans	6.11	210,400	6	157,083	6
2570	Deferred tax liabilities	4.6.19	88,661	3	38,875	2
2640	Net defined benefit obligation - non-current	4.6.12	77,346	2	74,343	3
2670	Other non-current liabilities	4.6.16.7	2,315	-	3,445	-
25xx	Total non-current liabilities		666,820	20	273,746	11
2xxx	Total liabilities		1,241,021	38	1,155,826	45
	Equity	4.6.13				
3100	Capital					
3110	Common stock		1,227,985	37	1,187,985	47
3200	Additional Paid-in Capital		449,022	14	216,787	8
	Retained earnings					
3310	Legal reserve		208,936	6	208,936	8
3320	Special reserve		19,536	1	19,536	1
3350	Unappropriated retained earnings (accumulated deficit)		183,446	5	(160,737)	(6)
3300	Subtotal		411,918	12	67,735	3
3400	Other equity components					
3410	Exchange differences on translation of foreign operations		(36,344)	(1)	(76,062)	(3)
3420	Unrealized gains or losses measured at fair value through other comprehensive income		(3,612)	-	(1,791)	-
	Subtotal		(39,956)	(1)	(77,853)	(3)
3xxx	Total equity		2,048,969	62	1,394,654	55
2x3x	Total liabilities and equity		\$3,289,990	100	\$2,550,480	100

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Code	Accounting Items	Notes	2022		2021	
			Amount	%	Amount	%
4000	Revenues	4.6.14,7	\$2,173,273	100	\$1,345,846	100
5000	Operating costs	6.17,7	(1,499,099)	(69)	(1,038,852)	(77)
5900	Gross profit		674,174	31	306,994	23
5910	Add: Realized gain or loss from sales		37,585	2	23,538	2
5920	Less: Unrealized gain or loss from sales		(146,731)	(7)	(37,585)	(3)
5950	Gross profit, net		565,028	26	292,947	22
	Operating expenses	6.17,7				
6100	Sales and marketing expenses		(43,357)	(2)	(35,992)	(3)
6200	General and administrative expenses		(146,384)	(7)	(103,645)	(8)
6300	Research and development expenses		(252,654)	(11)	(205,328)	(15)
6450	Expected credit (loss) gain	4.6.15	(450)	-	8	-
6000	Subtotal		(442,845)	(20)	(344,957)	(26)
6900	Operating profit (loss)		122,183	6	(52,010)	(4)
7000	Non-operating income and expenses	6.18,7				
7100	Interest income		2,183	-	2,772	-
7010	Other income		75,211	3	34,192	3
7020	Other gains or losses		36,913	2	(24,346)	(2)
7050	Finance costs		(11,621)	(1)	(7,308)	(1)
7070	Share of profits or losses of subsidiaries, associates and joint ventures accounted for under the equity method	6.5	230,234	11	184,461	14
7000	Subtotal		332,920	15	189,771	14
7900	Income before tax		455,103	21	137,761	10
7950	Income tax expense	4.6.20	(108,532)	(5)	(41,241)	(3)
8200	Net income		346,571	16	96,520	7
	Other comprehensive income	6.19				
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements on defined benefit plans		(2,985)	-	2,130	-
8316	Unrealized gain or loss on equity instruments measured at fair value through other comprehensive income		(1,821)	-	6,727	1
8349	Income tax related to items that will not be reclassified subsequently	6.20	597	-	(426)	-
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign operations		49,647	2	(62,088)	(5)
8399	Income tax related to items that may be reclassified subsequently	6.20	(9,929)	-	12,418	1
8300	Total other comprehensive income, net of tax		35,509	2	(41,239)	(3)
8500	Total comprehensive income		\$382,080	18	\$55,281	4
	Earnings per share (NTD)	6.21				
9750	Basic earnings per share		\$2.88		\$0.81	
9850	Diluted earnings per share		\$2.85		\$0.81	

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

Code	Item	Common stock 3100	Additional paid-in capital 3200	Retained earnings			Other equity components		Total Equity 3XXX
				Legal reserve 3310	Special reserve 3320	Unappropriated retained earnings (accumulated deficit) 3350	Exchange differences on translation of foreign operations 3410	Unrealized gains (losses) on equity instruments measured at fair value through other comprehensive income 3420	
A1	Balance as at 1 January 2021	\$1,187,985	\$216,787	\$208,936	\$19,536	\$(257,029)	\$(26,392)	\$(10,450)	\$1,339,373
D1	Net income for 2021					96,520			96,520
D3	Other comprehensive income for 2021					1,704	(49,670)	6,727	(41,239)
D5	Total comprehensive income for 2021	-	-	-	-	98,224	(49,670)	6,727	55,281
Q1	Disposal of equity instruments at fair value through other comprehensive income					(1,932)		1,932	-
Z1	Balance as at 31 December 2021	<u>\$1,187,985</u>	<u>\$216,787</u>	<u>\$208,936</u>	<u>\$19,536</u>	<u>\$(160,737)</u>	<u>\$(76,062)</u>	<u>\$(1,791)</u>	<u>\$1,394,654</u>
A1	Balance as at 31 December 2021	\$1,187,985	\$216,787	\$208,936	\$19,536	\$(160,737)	\$(76,062)	\$(1,791)	\$1,394,654
C5	Equity components arising from the issuance of convertible bonds - arising from share options		26,931						26,931
D1	Net income for 2022					346,571			346,571
D3	Other comprehensive income for 2022					(2,388)	39,718	(1,821)	35,509
D5	Total comprehensive income for 2022	-	-	-	-	344,183	39,718	(1,821)	382,080
E1	Capital increase by cash	40,000	205,304						245,304
Z1	Balance as at 31 December 2022	<u>\$1,227,985</u>	<u>\$449,022</u>	<u>\$208,936</u>	<u>\$19,536</u>	<u>\$183,446</u>	<u>\$(36,344)</u>	<u>\$(3,612)</u>	<u>\$2,048,969</u>

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
E-LEAD ELECTRONIC CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the years ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

Code	Item	2022	2021
AAAA	Cash flows from operating activities:		
A00010	Net profit before tax from continuing operation	\$455,103	\$137,761
A10000	Net income before tax for the period	455,103	137,761
A20000	Adjustment for:		
A20010	Income and expense items :		
A20100	Depreciation	51,753	53,278
A20200	Amortization	13,139	9,110
A20300	Expected credit loss (income)	450	(8)
A20400	Losses (gains) on financial assets and liabilities at fair value through profit or loss	79	(3,728)
A20900	Interest expense	11,621	7,308
A21200	Interest income	(2,183)	(2,772)
A22400	Share of profit of subsidiaries, associates and joint ventures under the equity method	(230,234)	(184,461)
A22500	Gain on disposal of property, plant and equipment	(1,924)	(2,289)
A22800	Loss on disposal of intangible assets	123	-
A23900	Unrealized gain from sales	109,146	14,047
A29900	Other items	10,757	4,574
A30000	Changes in assets/liabilities relating to operating activities:		
A31130	(Increase) decrease in notes receivable	(22)	1,005
A31150	Increase in accounts receivable	(139,463)	(41,596)
A31160	Increase in accounts receivable - related parties	(310,590)	(76,995)
A31180	Decrease (increase) in other receivable	1,275	(1,707)
A31190	Increase in other receivables - related parties	(1,780)	(3,245)
A31200	Increase in inventories	(3,936)	(90,498)
A31230	Increase in prepayments	(53,839)	(11,963)
A31240	(Increase) decrease in other current assets	(3,182)	2,785
A32125	Increase in contract liabilities	1,601	5,865
A32150	(Decrease) increase in accounts payable	(41,369)	81,437
A32160	(Decrease) increase in accounts payable - related parties	(32,598)	17,797
A32180	Increase in other payable	37,278	23,723
A32230	Increase (decrease) in other current liabilities	471	(475)
A32240	Increase (decrease) in net defined benefit obligation	18	(16)
A33000	Cash used in operations	(128,306)	(61,063)
A33100	Interest received	2,160	3,028
A33200	Dividends received	1,607	-
A33300	Interest paid	(9,323)	(7,299)
A33500	Income tax paid	(18,179)	(10,990)
AAAA	Net cash used in operating activities	(152,041)	(76,324)

(Continued)

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

E-LEAD ELECTRONIC CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Code	Item	2022	2021
	(Continued)		
BBBB	Cash flows from investing activities:		
B00020	Disposal of financial assets at fair value through other comprehensive income	-	23,948
B00100	Acquisition of financial assets at fair value through profit or loss	(3,070)	-
B01900	Disposal of investments accounted for under the equity method	-	901
B02700	Acquisition of property, plant and equipment	(82,914)	(49,636)
B02800	Disposal of property, plant and equipment	6,619	7,127
B04300	(Increase) decrease in other receivable - related parties	(67,415)	31,360
B04500	Acquisition of intangible assets	(8,588)	(12,397)
B06700	Increase in other non-current assets	(800)	(18,446)
B06800	Decrease in other non-current assets	3,144	166,889
BBBB	Net cash (used in) provided by investing activities	(153,024)	149,746
CCCC	Cash flows from financing activities:		
C00100	Increase in short-term loans	590,000	420,000
C00200	Decrease in short-term loans	(720,000)	(499,000)
C01200	Issuance of corporate bonds	314,901	-
C01600	Acquisition of long-term loans	210,400	5,000
C01700	Repayment of long-term loans	(301,083)	(87,167)
C04020	Repayment of leasehold principal	(1,683)	(2,058)
C04600	Capital increase by cash	240,000	-
C04800	Stock options exercised by employees	5,304	-
CCCC	Net cash provided by (used in) financing activities	337,839	(163,225)
EEEE	Increase (decrease) in cash and cash equivalents	32,774	(89,803)
E00100	Cash and cash equivalents at beginning of period	193,788	283,591
E00200	Cash and cash equivalents at end of period	\$226,562	\$193,788

(The accompanying notes are an integral part of the parent company only financial statements)

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

Attachment 2

E-LEAD ELECTRONIC CO., LTD. Profit Distribution Schedule 2022

Item	Unit: NTS Amount
Accumulated loss at beginning of period	(160,736,592)
Add (Less): Other comprehensive income or loss for 2022 - remeasurement on defined benefit plans	(2,388,167)
Net profit after tax for 2022	346,571,660
Appropriated item:	
Appropriated to legal reserve	(18,344,690)
Appropriated to special reserve	(20,419,890)
Distributable retained earnings	144,682,321
Distributable items:	
Dividend to shareholders - Cash dividends (NT\$0.7 per share)	(85,958,924)
Unappropriated retained earnings	<u>58,723,397</u>

Note: The dividend is calculated based on the distribution ratio and rounded down to the nearest integer for amounts less than NTS 1. Any fractional amounts resulting from the calculation are to be recorded as other income

Chairman: Hsi-Hsun Chen

Manager: Hsi-Hsun Chen

Accounting Supervisor: Pi-Huan Chen

Attachment 3

E-LEAD ELECTRONIC CO., LTD.

Comparison Table for the Articles of Incorporation

Before the Revision	After the Revision	Explanation
<p>Article 27-1: If the Company has a surplus after the annual final accounts, the Company shall, in addition to paying income tax, first make up for the deficit of previous years and then set aside 10% of the remaining amount as a legal reserve and set aside or reverse a special reserve in accordance with the law, and the Board of Directors shall prepare a proposal for the distribution of the remaining amount together with the accumulated undistributed earnings at the beginning of the period and submit it to the shareholders' meeting for resolution on the distribution of dividends to shareholders.</p> <p><u>The total amount of dividends distributed annually shall be no less than 10% of the distributable profits for the current year. However, if the accumulated distributable profits are less than 10% of the paid-in capital, no dividends may be distributed. Additionally, the proportion of cash dividends distributed shall be no less than 10% of the total shareholder dividends.</u></p>	<p>Article 27-1: If the Company has a surplus after the annual final accounts, the Company shall, in addition to paying income tax, first make up for the deficit of previous years and then set aside 10% of the remaining amount as a legal reserve and set aside or reverse a special reserve in accordance with the law, and the Board of Directors shall prepare a proposal for the distribution of the remaining amount together with the accumulated undistributed earnings at the beginning of the period and submit it to the shareholders' meeting for resolution on the distribution of dividends to shareholders.</p> <p>The Company's dividend distribution is in line with the current year's earnings and is based on the principle of dividend stability and the Company's long-term development plan. Which is not less than 50% of the distributable earnings after tax for the year.</p>	Revision of profit distribution ratio
<p>Article 29: The Articles of Incorporation were established on 4 June 1983.....<u>The 25th amendment was made on 16 June 2023.</u></p>	<p>The Articles of Incorporation were established on 4 June 1983.....The 24th amendment was made on 15 June 2022.</p>	Added revision date

Attachment 4

E-LEAD ELECTRONIC CO., LTD.

Comparison Table for the “Operational Procedures for Loaning of Company Funds and Endorsements and Guarantees”

Before the Revision	After the Revision	Explanation
6.1.2.2.1 Where a company in which the Company holds <u>100%</u> of the voting shares requires short-term financing facility for business needs.	6.1.2.2.1 Where a company in which the Company holds more than 20% of the voting shares requires short-term financing facility for business needs.	Revision to this article
6.1.3.2 Limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower:	6.1.3.2 Limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower: The aggregate amount of loans shall not exceed 40% of the Company's net worth. The amount of such loans permitted to a single borrower shall not exceed 10% of the Company's net worth.	Revision to this article
6.1.3.2.1 Limit on the Company's financial loans to entities <u>in which it directly and indirectly holds more than 50 % to less than 100% of the voting shares: The amount of such loans permitted to a single borrower shall not exceed 10% of the Company's net worth; the aggregate amount of loans shall not exceed 40% of the lender's net worth.</u>	6.1.3.2.1 The monetary limit of unsecured financing, financing to enterprises in any single industry, and financing to any single group of affiliated enterprises or members of a single corporate group shall not exceed 10% of the net worth on the most current financial statements of the lending company.	Revision to this article
6.1.3.2.2 <u>The limits of Inter-company loans of funds between parent and subsidiaries in which the company holds, directly or indirectly, 100% of the voting shares: The limits on the</u>		Addition to this article

Before the Revision	After the Revision	Explanation
<u>aggregate amount of loans to others and on the amount of such loans permitted to a single borrower shall not exceed 40% of the lender's net worth.</u>		
6.1.3.4 The limits of loans of fund to the public company by any overseas company in which the public company holds, directly or indirectly, 100% of the voting shares shall not exceed <u>40</u> percent of the lender's net worth.	6.1.3.4 The limits of loans of fund to the public company by any overseas company in which the public company holds, directly or indirectly, 100% of the voting shares shall not exceed 20 percent of the lender's net worth.	Revision to this article
6.1.7.2 A public company whose loans of funds reach one of the following levels shall announce and report such event within <u>two days</u> commencing immediately from the date of occurrence:	6.1.7.2 A public company whose loans of funds reach one of the following levels shall announce and report such event commencing immediately from the date of occurrence:	Revision to this article
6.2.2.1.1 <u>The limits of endorsements/guarantees made between companies in which the public company holds, directly or indirectly, 100% of the voting shares: The limits on the aggregate amount of endorsements/guarantees to others and on the amount of such endorsements/guarantees permitted to a single subsidiary shall not exceed 50% of the company's net worth.</u>		Addition to this article

Attachment 5

V. The List of Nominees for the Election of Directors and Independent Directors:

Name	Education	Present position/ Experience	Shareholding
1.Hsi-Tsang Chen	Department of Electronic Engineering, National Taiwan Ocean University Master of Business Administration, Yunlin University of Science and Technology	Present position: 1.Director and Group CEO, (2497) E-LEAD Electronic Co., Ltd. 2.Chairman, E-LEAD Electronic (Thailand) Co., Ltd. 3.Director, E-LEAD Electronic Technology (Jiangsu) Co., Ltd. 4.Independent Director, (8411) Kingcan Holdings Limited 5. Director, OKAY Enterprise Co., Ltd. 6. Chairman, Yi Jia Investment Business Co. Ltd. Experience: 1.Chaorman and General Manager, (2497) E-LEAD Electronic Co., Ltd. 2. Independent Director, (6464) Taiwan Optical Platform Co., Ltd.	10,578,041
2.Hsi-Hsun Chen	Department of Physics, National Taiwan University PhD Program, Department of Computer Science, National Tsing Hua University	Present position: 1.Chairman and General Manager, (2497) E-LEAD Electronic Co., Ltd. 2.Chairman, E-LEAD Electronic Technology (Jiangsu) Co., Ltd. 3.Director, E-LEAD Electronic (Thailand) Co., Ltd. 4.Chairman, E-LEAD Technology Co., Ltd. (B.V.I) 5.Chairman, OKAY Enterprise Co., Ltd. 6.Chairman, Yi Jin Investment Business Co. Ltd. Experience: 1.Vice Chairman and General Manager, (2497) E-LEAD Electronic Co., Ltd.	9,868,149
3.Teng-Kuei Chen	Department of Math, National Taiwan University	Present position: 1. Director, (2497) E-LEAD Electronic Co., Ltd. 2.Supervisor, (2497) E-LEAD Electronic Technology (Jiangsu) Co., Ltd. 3. Chairman, Dickie Duck Enterprises Co., Ltd. Experience: 1.Supervisor, (2497) E-LEAD Electronic Co., Ltd.	1,049,904
4.Yu-Tzu Fu	School of Nursing, China Medical University	Present position: 1.Director, (2497) E-LEAD Electronic Co., Ltd. 2.Deputy Director, Shen Gaang Jomg Shiaw Hospital	693,372

5. Ming-Shou Lin	Master of Accounting, National Chengchi University	<p>Present position:</p> <ol style="list-style-type: none"> 1. Director, (2497) E-LEAD Electronic Co., Ltd. 2. Independent Director, (8411) Kingcan Holdings Limited 3. Independent Director, (6605) DEPO Auto Parts Ind. Co., Ltd. 4. Vice Chairman, Crowe (TW) CPAs Experience: <ol style="list-style-type: none"> 1. Director of Taichung Office, DINKUM & Co., CPAS 2. Director/International Affairs, Crowe (TW) CPAs 3. Supervisor, (2497) E-LEAD Electronic Co., Ltd. 4. Supervisor, (6605) DEPO Auto Parts Ind. Co., Ltd. 5. Supervisor, (8411) Kingcan Holdings Limited 	-
6. Han-Nian Lin	Electrical Engineering, Ph.D., New York University Polytechnic School of Engineering (now known as the NYU Tandon School of Engineering) Bachelor of Science, Department of Electrical Engineering, National Taiwan University	<p>Present position:</p> <ol style="list-style-type: none"> 1. Professor, Department of Communications Engineering, Feng Chia University/ Director, IC EMC Research Center 2. Member, National Standards Technical Committee on Electronic Engineering, Chinese National Standard (CNS), the National Standards of the Republic of China/ Chairperson, EMC Team 3. Member, National Standards Technical Committee on Information and Communications, Chinese National Standard (CNS), the National Standards of the Republic of China/ Chairperson 4. Laboratory Accreditation, Taiwan Accreditation Foundation (TAF)/ Senior Reviewer, Product Certification Body 5. Technical review committee member, Vehicle Safety Certification Center (VSCC) 6. Member, Industry Professional Assessment System (iPAS), Industrial Development Bureau, Ministry of Economic Affairs 7. Member, Member Committee CHINA (SRS), Union Radio-Scientifique Internationale/ International Union of Radio Science (URSI) <p>Experience:</p> <ol style="list-style-type: none"> 1. R&D Division Manager and Director, E-LEAD ELECTRONIC CO., LTD. 2. Researcher, Weber Research Institute, Polytechnic Institute of New York University 3. Assistant Professor and Associate Professor, Electrical Engineering Department/ Institute of Communications, Da-Yeh University 4. Researcher, Taiwan Testing and Certification Center (ETC) 5. Associate Professor, Department of Communications Engineering, Feng Chia University 	2,677

The List of Nominees for the Election of Independent Directors is as follows:

Name	Education	Present position/ Experience	Shareholding
1.Chi-Chung Tsai	Master of Business Administration, Dayeh University Ph.D. in Management, Fuzhou University	Present position: 1.Independent Director, member of Remuneration Committee and member of Audit Committee, (2497) E-LEAD Electronic Co., Ltd. 2.Independent Director, (2358) Ting Sin Co., Ltd. 3.Litigious (or non-litigious) agent ad litem, (2239) Cayman Engley Industrial Co., Ltd. 4.Director, Horng Shyang CPA, Law & Land Administration Agent Offices 5.Land administration agent and Bookkeeper 6.Adjunct Lecturer, National Open College of Continuing Education Affiliated to Taichung University of Science and Technology 7.Lecturer and Assistant Professor, Dayeh University 8.CEO, Hong Xiang International Financial and Economic Consulting Co., Ltd. Experience: 1.Labor mediation committee member, Taiwan Changhua District Court 2.Labor mediation committee member, Taiwan Taichung District Court	-
2.Cheng-Chun Chang	Ph.D., College of Law, Chinese Culture University	Present position: 1.Independent Director, member of Remuneration Committee and member of Audit Committee, (2497) E-LEAD Electronic Co., Ltd. 2.Independent Director and member of Audit Committee, (2484) Siward Crystal Technology Co., Ltd. 3.Supervisor, LINCO Technology Co., Ltd. Experience: 1.Secretary, The Entrepreneur Club 2.Adjunct Lecturer, National Open University 3.Adjunct Lecturer, Ling Tung University 4. Adjunct Assistant Professor, Tunghai University	-
3.Shein-Tung Wu	Master of Computer Science, Utah State University	Present position: 1.Independent Director and member of Remuneration Committee, (2497) E-LEAD Electronic Co., Ltd. 2.Consultant, Market Intelligence & Consulting Institute (MIC) Experience: 1.Project Researcher, ACER Incorporated. 2. Vice Director, Planning & Promotion Division, Cybersecurity Technology Institute and Market	-

		<p>Intelligence & Consulting Institute, Institute for Information Industry</p> <p>3.Senior Director, Market Intelligence & Consulting Institute (MIC)</p> <p>4.Project Leader, “Industry & Technology Intelligence Service- Information and Communications Technology (ICT) software field (ITIS)”, DOIT, Ministry of Economic Affairs</p> <p>5.Member of Council, Asia Pacific Industrial Analysis Association</p> <p>6.Project Leader, “National Construction Project Research on Information and Communication Optoelectronics”, Board of Science and Technology, Executive Yuan</p>	
4. Rong-Lin Jiang	Graduate, Department of International Trade, Tamkang University	<p>Present position:</p> <p>1.Associate General Manager, Sunrise CPA’s Firm</p> <p>2.Director, (6530) Axcen Photonics Corporation, Ltd.</p> <p>Experience:</p> <p>1.Director, E-LEAD ELECTRONIC CO., LTD.</p> <p>2.Supervisor, (6530) Axcen Photonics Corporation, Ltd.</p>	-

Appendix 1

Articles of Incorporation of E-LEAD ELECTRONIC CO., LTD.

Chapter 1 General Provisions

Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be E-LEAD ELECTRONIC CO., LTD.

Article 2: The Company's business scope includes:

- I. Manufacturing and trading of various transformers, power converters, chargers, DC power supplies, power stabilizers, and emergency power supplies.
- II. Manufacturing and trading of microcomputer application products, microcomputer peripheral equipment, and related products.
- III. Manufacturing, processing, and trading of various automotive electrical accessories, audio equipment, air conditioners, heaters, ovens, and other household appliances.
- IV. Manufacturing, processing, and trading of rewinders, accessories for recording and playback machines, televisions, washing machines, refrigerators, dishwashers, vacuum cleaners, and related products.
- V. Manufacturing, processing, and trading of camera accessories and mobile phone accessories.
- VI. CC01020 Electric Wires and Cables Manufacturing.
- VII. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
- VIII. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing.
- IX. F113070 Wholesale of Telecom Instruments.
- X. F219010 Retail Sale of Electronic Materials.
- XI. F213060 Retail Sale of Telecom Instruments.
- XII. C805050 Industrial Plastic Products Manufacturing.
- XIII. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery.
- XIV. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing.
- XV. CC01060 Wired Communication Equipment and Apparatus Manufacturing.
- XVI. CC01070 Telecommunication Equipment and Apparatus Manufacturing.
- XVII. CC01080 Electronics Components Manufacturing
- XVIII. CD01030 Motor Vehicles and Parts Manufacturing.
- XIX. The trading business of import and export of the aforementioned products.
- XX. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The total amount of investments may exceed forty percent of the amount of the

paid-in capital and the board of directors is authorized to execute such investments.

Article 4: A public company shall comply with the operational procedures for endorsements/guarantees when making endorsements/guarantees for others as necessary for business operations

Article 5: The Company shall have its head office in Changhua County, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 6: Public announcements of the Company shall be made according to the Company Act and relevant laws and regulations.

Chapter 2 Capital Stock

Article 7: The total capital stock of the Company shall be in the amount of NT\$ 2 billion, divided into 200 million shares, at NT\$ 10 each, to be fully issued. The board of directors is authorized to issue the remaining shares in installments. The total number of shares as mentioned above includes 5 million shares reserved for the issuance of employee stock options.

Article 8: The shares issued by the Company may be exempted from printing any share certificate for the shares issued but shall register the issued shares with a centralized securities depository enterprise.

Article 9: All matters related to stock affairs shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” and relevant laws and regulations.

Article 10: Share transfer registration is suspended within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders' Meeting

Article 11: Shareholders' meeting shall be of two kinds which are regular meeting of shareholders and special meeting of shareholders. Regular meeting of shareholders is to be held at least once every year and shall be convened within six months after close of each fiscal year. Special meeting of shareholders is to be held when necessary and can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.

Article 12: A shareholder may appoint a proxy, in accordance with Article 177 of the Company Act, to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. Unless otherwise provided by the Company Act, the procedures for proxy attendance at shareholders' meetings shall be governed by the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” issued by the competent authority.

Article 13: The chairman of the board of directors shall preside the shareholders' meeting. In case the chairman of the board of directors is absent, the chairman of the board of directors shall designate one of the directors. In the absence of such a designation,

the directors shall elect from among themselves an acting chairman of the board of directors. Whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 14: Except in the circumstances otherwise provided for by act, the shareholders of the company shall have one voting power in respect of each share in his/her/its possession.

Article 15: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 16: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The distribution of the minutes of shareholders' meeting may be effected by means of a public notice. The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the company.

The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year.

Chapter 4 Directors and Managers

Article 17: The Company shall have 7 to 11 Directors with the term of three years. A candidate nomination system is adopted for election of the directors of the company. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates. Procedures for accepting nominations of director candidates and related matters such as public announcements shall be carried out in accordance with relevant laws and regulations such as the Company Act and the Securities and Exchange Act. All directors shall be eligible for re-election. The percentage of shareholdings of all the directors is subject to the provisions separately prescribed by the competent authority in charge of securities affairs, such provisions shall prevail.

Among the number of directors to be elected prescribed in the previous paragraph, the number of independent directors shall not be less than three and shall not be less than one-fifth of the total number of directors. The independent and non-independent directors are elected at the same time, but in separately calculated numbers.

Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall be prescribed by the Securities and Exchange Act and relevant laws and regulations.

Article 17-1: The remuneration of directors shall be determined by the board of directors

based on the level of involvement and contribution to the operations of the Company and may be paid at such level as generally adopted by the enterprises of the same industry.

Article 17-2: The Company has established an audit committee in accordance with Article 14-4 of the Securities Exchange Act. The audit committee shall be composed of the entire number of independent directors. Regulations governing exercise by the audit committee and its independent director members of the powers shall be prescribed by the Company Act, the Securities Exchange Act and other applicable laws and regulations.

Article 18: When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a by-election for director at the next following shareholders meeting.

When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholder meeting within 60 days of the occurrence of that fact to hold a by-election for directors.

When an independent director is dismissed for any reason, resulting in a number of directors lower than that required under paragraph 1 or the company's articles of incorporation, a by-election for independent director shall be held at the next following shareholders meeting.

When all independent directors have been dismissed, the company shall convene a special shareholder meeting to hold a by-election within 60 days from the date on which the situation arose.

The term of office for a director or an independent director elected to fill a vacancy shall be limited to the remaining term of the original director or independent director.

Article 19: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Article 20: The directors shall organize the board of directors. The board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors and may also elect in the same manner a vice chairman of the board to execute all matters of the Company in accordance with applicable laws and regulations, the Articles of Incorporation, and resolutions of the shareholders' meeting and the board of directors.

Article 21: The operational guidelines and other important matters of the company shall be determined by the board of directors. Except for the first meeting of each term of the board of directors shall be convened in accordance with Article 203 of the Company Act, the meetings of the board of directors shall be convened by the chairman of the board of directors. In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause,

the procedures for designation shall comply with Article 208 of the Company Act.

Article 22: Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors. In case a director appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only. The use of proxies for attendance at shareholder meetings shall comply with the relevant legal provisions. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 23: In calling a meeting of the board of directors, a notice shall be given to each director no later than 7 days prior to the scheduled meeting date. In the case of emergency, a meeting of the board of directors may be convened at any time. The notice may be effected in writing, e-mail or fax.

Article 24: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the company. The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be effected by means of electronic transmission.

Article 25: A company may have one general manager, several deputy general managers, associate managers, and managers. The appointment, dismissal, and remuneration of such personnel shall comply with Article 29 of the Company Act.

Chapter 5 Accounting

Article 26: At the close of each fiscal year, the Company shall prepare and present the following statements and records to the shareholders' meeting for approval upon the resolution of the Board of Directors:

I. Business Report. II. Financial Statements. III. Surplus Earning Distribution or Loss Off-Setting Proposals.

Article 27: If the Company has made profit in the year, appropriate no less than 1% as employees' compensation, and no more than 5% as remuneration to the Directors and Supervisors. The Company shall appropriate for covering carryforward loss, where applicable.

The profit for the year referred to in the preceding paragraph shall refer to the profit before tax for the year before the distribution of employees' compensation and remuneration to directors.

The Company shall, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation and remuneration to directors

in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Remuneration to the employees may be distributed in cash or stock. Qualification requirements of employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, entitled to receive shares or cash.

Article 27-1: When allocating its surplus profits after having paid all taxes and dues, the company's accumulated losses shall have been covered and the Company shall set aside ten percent of said profits as legal reserve. In addition, special reserves shall be set aside or reversed in accordance with the law. The remaining balance, together with the undistributed earnings at the beginning of the period, shall be formulated into a profit distribution proposal by the board of directors, and submitted to the shareholders' meeting for resolution on the distribution of dividends to shareholders.

The dividend distribution of the Company shall be based on the profit status of the current year and the principle of dividend stability, and in line with the Company's long-term development plan. The dividends distributed shall not be less than 50% of the distributable profit after tax of the current year.

Article 27-2: The Company may, upon the approval of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares, transfer the shares bought back to its employees at a price lower than the actual repurchase price or issue employee stock warrants at a price lower than the market price. However, this shall be done in compliance with relevant laws and regulations and with the approval of the shareholders' meeting.

Chapter 6 Supplementary Provisions

Article 28: In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 29: The Articles of Incorporation was established on 4 June 1983. The first amendment was made on 31 August 1985. The second amendment was made on 3 October 1987. The third amendment was made on 2 June 1989. The fourth amendment was made on 28 August 1989. The fifth amendment was made on 28 September 1989. The sixth amendment was made on 21 December 1993. The seventh amendment was made on 22 March 1997. The eighth amendment was made on 10 November 1997. The ninth amendment was made on 9 September 1998. The tenth amendment was made on 11 June 1999. The eleventh amendment was made on 8 June 2000. The twelfth amendment was made on 25 August 2000. The thirteenth amendment was made on 10 May 2001. The fourteenth amendment was made on 31 May 2002. The fifteenth amendment was made on 10 June 2003. The sixteenth amendment was made on 13 June 2005. The seventeenth amendment was made on 13 June 2008. The eighteenth amendment was made on 10 June 2009. The nineteenth amendment was made on 9 June 2010. The twentieth amendment was made on 6 June 2012. The twenty-first amendment was made on 8 June 2016. The twenty-second amendment was made on 17 June 2019. The twenty-third amendment was made on 16 June 2020. The twenty-fourth amendment was made on 15 June 2022.

Appendix 2

E-LEAD ELECTRONIC CO., LTD. Rules of Procedure for Shareholder Meetings

1. Purpose:
 - 1.1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
2. Scope:
 - 2.1 The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
3. Nominal definition: (omitted)
4. Authority and responsibility:
 - 4.1. The designated unit responsible for the rules shall be the board of directors.
5. Flowchart: (omitted)
6. Management principles:
 - 6.1 Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.
 - 6.1.1 Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice. The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the company and distributed on-site at the meeting.
 - 6.1.1.1 The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph 6.1.1 available to shareholders for review in the following manner on the date of the shareholders meeting:
 - 6.1.1.1.1 For physical shareholders meetings, to be distributed on-site at the meeting.

- 6.1.1.1.2 For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- 6.1.1.1.3 For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.
- 6.1.2 The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
- 6.1.3 Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.
- 6.1.4 Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.
- 6.1.5 A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.
- 6.1.6 Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.
- 6.1.7 Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.
- 6.1.8 Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall

- explain the reasons for exclusion of any shareholder proposals not included in the agenda.
- 6.2 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
- 6.2.1 A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.
- 6.2.2 After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
- 6.2.3 If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
- 6.3 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
- 6.3.1 The 6.3 restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.
- 6.4 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.
- 6.4.1 The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph 6.4, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.
- 6.4.2 Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- 6.4.3 The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing

- in.
- 6.4.4 The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.
 - 6.4.5 When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
 - 6.4.6 In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.
 - 6.4.7 In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.
 - 6.4.7.1 To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:
 - 6.4.7.1.1 How shareholders attend the virtual meeting and exercise their rights.
 - 6.4.7.1.2 Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - 6.4.7.1.2.1 To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - 6.4.7.1.2.2 Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - 6.4.7.1.2.3 In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - 6.4.7.1.2.4 Actions to be taken if the outcomes of all proposals have been announced and extraordinary motion has not been carried out.
 - 6.4.7.1.3 To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.
 - 6.5 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice

- chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.
- 6.5.1 When a director serves as chair, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.
- 6.5.2 It is advisable that shareholders meetings convened by the board of directors be chaired by the chairman of the board in person and attended by a majority of the directors, at least one independent director in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.
- 6.5.3 If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
- 6.5.4 The Company may appoint its attorneys, CPAs, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.
- 6.6 The recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
- 6.6.1 Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.
- 6.6.2 The information and audio and video recording in the preceding paragraph 6.6.1 shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.
- 6.6.3 In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.
- 6.7 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
- 6.7.1 The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual

- shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.
- 6.7.2 If the quorum is not met after two postponements as referred to in the preceding paragraph 6.7.1, but the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.4.6.
- 6.7.3 When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.
- 6.8 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
- 6.8.1 The provisions of 6.8 apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.
- 6.8.2 The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding paragraphs 6.8 and 6.8.1 (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.
- 6.8.3 The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.
- 6.9 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
- 6.9.1 A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
- 6.9.2 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
- 6.9.3 When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
- 6.9.4 When a juristic person shareholder appoints two or more representatives to

- attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
- 6.9.5 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- 6.9.6 Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Articles 6.9 to 6.9.4 do not apply.
- 6.9.7 As long as questions so raised in accordance with the preceding paragraph 6.9.6 are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.
- 6.10 Voting at a shareholders meeting shall be calculated based the number of shares.
- 6.10.1 With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.
- 6.10.2 When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
- 6.10.3 The number of shares for which voting rights may not be exercised under the preceding paragraph 6.10.2 shall not be calculated as part of the voting rights represented by attending shareholders.
- 6.10.4 With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.
- 6.11 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.
- 6.11.1 When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
- 6.11.2 A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph 6.11.1 shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to

cancel the earlier declaration of intent.

- 6.11.3 After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under Article 6.11.2 shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.
- 6.11.4 Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.
- 6.11.5 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- 6.11.6 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.
- 6.11.7 Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
- 6.11.8 When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.
- 6.11.9 In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.
- 6.11.10 When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6.4.6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.
- 6.11.11 When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the

shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

- 6.12 The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.
- 6.12.1 The ballots for the election referred to in the preceding paragraph 6.12 shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- 6.13 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
- 6.13.1 The Company may distribute the meeting minutes of the preceding paragraph 6.13 by means of a public announcement made through the MOPS.
- 6.13.2 The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.
- 6.13.3 Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in Article 6.13.2, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.
- 6.13.4 When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online
- 6.14 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.
- 6.14.1 During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be

disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

- 6.14.2 If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.
- 6.15 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
 - 6.15.1 The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word “Proctor”.
 - 6.15.2 At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
 - 6.15.3 When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.
- 6.16 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
 - 6.16.1 If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.
 - 6.16.2 A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
- 6.17 In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.
- 6.18 When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.
- 6.19 In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.
 - 6.19.1 In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be

- postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.
- 6.19.2 For a meeting to be postponed or resumed as described in the preceding paragraph 6.19.1, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.
- 6.19.3 For a meeting to be postponed or resumed under Article 6.19.1, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.
- 6.19.4 During a postponed or resumed session of a shareholders meeting held under Article 6.19.1, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.
- 6.19.5 When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in Article 6.19.1, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under Article 6.19.1 is required.
- 6.19.6 Under the circumstances where a meeting should continue as in the preceding paragraph 6.19.5, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
- 6.19.7 When postponing or resuming a meeting according to Article 6.19.1, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
- 6.19.8 For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under Article 6.19.1.
- 6.20 When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.
- 6.21 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 3

Procedures for Election of Directors

I. Purpose:

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies”.

II. Scope:

Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

III. Nominal definition: (omitted)

IV. Authority and responsibility:

The designated unit responsible for the procedures shall be the board of directors.

V. Contents:

- 6.1 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
 - 6.1.1 Basic requirements and values: Gender, age, nationality, and culture.
 - 6.1.2 Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
 - 6.1.3 Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
 - 6.1.3.1 The ability to make judgments about operations.
 - 6.1.3.2 Accounting and financial analysis ability.
 - 6.1.3.3 Business management ability.
 - 6.1.3.4 Crisis management ability.
 - 6.1.3.5 Knowledge of the industry.
 - 6.1.3.6 An international market perspective.
 - 6.1.3.7 Leadership ability.
 - 6.1.3.8 Decision-making ability.
 - 6.1.4 More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
 - 6.1.5 The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.
- 6.2 The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies”.
 - 6.2.1 The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies”, and shall be

conducted in accordance with Article 24 of the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies”.

- 6.3 Elections of both directors and supervisors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The Company shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and supervisors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors will be elected
- 6.3.1 When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company’s articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- 6.3.2 When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- 6.4 The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- 6.5 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- 6.6 The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- 6.7 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- 6.8 If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When

there are multiple representatives, the names of each respective representative shall be entered.

6.9 A ballot is invalid under any of the following circumstances:

6.9.1 The ballot was not prepared by a person with the right to convene.

6.9.2 A blank ballot is placed in the ballot box.

6.9.3 The writing is unclear and indecipherable or has been altered.

6.9.4 The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.

6.9.5 Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.

6.9.6 The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

6.10 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

6.10.1 The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

6.11 The board of directors of the Company shall issue notifications to the persons elected as directors.

6.12 These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Appendix 4

E-LEAD ELECTRONIC CO., LTD.

The shareholding status of all directors

Date for suspension of share transfer : 18 April 2023

Title	Name	Shareholding
Chairman	Hsi-Hsun Chen	9,868,149
Deputy Chairman	Hsi-Yao Chen	7,161,158
Director	Hsi-Tsang Chen	10,578,041
Director	Ming-Shou Lin	-
Director	Teng-Kuei Chen	1,049,904
Director	Yu-Tzu Fu	693,372
Independent Director	Chi-Chung Tsai	-
Independent Director	Cheng-Chun Chang	-
Independent Director	Shein-Tung Wu	-

Note:

- (1) The total number of shares issued by the Company as at the date of 18 April 2023, for the suspension of share transfer is 122,798,463 shares.
- (2) The statutory minimum shareholding requirement for all directors: 8,000,000 shares.
- (3) The Company has established an audit committee; hence, the statutory minimum shareholding requirement for supervisors does not apply.