

**Stock Code: 2497**

**Website for information declaration: [mops.twse.com.tw/mops/#/web/home](https://mops.twse.com.tw/mops/#/web/home)**

**Company website: [www.e-lead.com](http://www.e-lead.com)**



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

# **2025 FIRST SPECIAL SHAREHOLDERS' MEETING**

## **Handbook**

Meeting Time: 9:00 a.m., 30 December 2025

Location: No. 37, Gongdong 1st Rd., Xidi Vil., Shengang Township,  
Changhua County, Taiwan (R.O.C.) (The canteen of Chuansing  
Factory)

Meeting Format: Physical Shareholders' Meeting

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# E-LEAD ELECTRONIC CO., LTD.

## Procedure for the 2025 First Special Shareholders' Meeting

- I. Call the Meeting to Order
- II. Chairperson's Remarks
- III. Management Reports
- IV. Proposals
- V. Discussions
- VI. Extraordinary Motions
- VII. Adjournment

# E-LEAD ELECTRONIC CO., LTD.

## Agenda of 2025 First Special Shareholders' Meeting

### Meeting Format: Physical Shareholders' Meeting

Time and Date: 9:00 a.m., 30 December 2025 (Tuesday)

Location: No. 37, Gongdong 1st Rd., Xidi Vil., Shengang Township,  
Changhua County, Taiwan (R.O.C.) (The canteen of Chuansing  
Factory)

I. Call the Meeting to Order

II. Chairperson's Remarks

III. Management Reports:

Report on the execution of the company's share repurchase  
program.

IV. Proposals: None.

V. Discussions

1. Amendment to certain provisions of the "Procedures for  
Acquisition or Disposal of Assets."

2. Amendment to certain provisions of the "Procedures for  
Lending Funds and Making Endorsements/Guarantees."

3. Proposal for a private placement of common shares through  
cash capital increase.

VI. Extraordinary Motions

VII. Adjournment

### III. Management Reports

#### 1. Report on the execution of the company's share repurchase program.

Explanation: For relevant information and the execution status of the Company's share repurchases, please refer to the table below:

Item	Description
Date of the Board of Directors' resolution	11 August 2025
Purpose of the share repurchase	To maintain the Company's credibility and protect shareholders' equity.
Method of the repurchase	Repurchase through the centralized securities exchange market.
Scheduled period for the repurchase	12 August 2025 to 09 October 2025
Repurchase price range (NTD)	NTD 29.12 to 60.08 per share; repurchase will continue even if the market price falls below the minimum of the above price range.
Actual period of the current repurchase	12 August 2025 to 09 October 2025
No. of shares actually repurchased (shares)	4,712,000
Total monetary amount of shares actually repurchased (NTD)	230,461,543
Current average repurchase price per share	NTD 48.91
Cumulative number of the Company's own shares held (shares)	4,712,000
Cumulative number of the Company's own shares as a percentage of the total issued shares (%)	3.84%
Reason for non-completion of the current share repurchase	To protect shareholders' interests and maintain market stability, the Company adopted a phased repurchase strategy based on stock price movements and trading volume conditions. Therefore, the repurchase was not fully executed.

#### IV. Proposals: None.

#### V. Discussions

##### 1. (Proposed by the Board)

Proposal: Amendment to certain provisions of the "Procedures for Acquisition or Disposal of Assets."

Explanation: To enhance investment flexibility, an amendment is planned to certain provisions of the Procedures for Acquisition or Disposal of Assets. The comparison table of the proposed amendments to the Procedures for Acquisition or Disposal of Assets is attached as Attachment 1 ( P.9).

Resolution:

##### 2. (Proposed by the Board)

Proposal: Amendment to certain provisions of the "Procedures for Lending Funds and Making Endorsements/Guarantees."

Explanation: A. To enhance the efficiency of the Group's fund utilization, an amendment is planned to certain provisions of the Procedures for Lending Funds and Making Endorsements/Guarantees. The comparison table of the proposed amendments to the Procedures for Lending Funds and Making Endorsements/Guarantees is Attachment 2 ( P.11).

B. Explanation of the necessity and reasonableness for the Company and its subsidiaries to set the aggregate amount of endorsements/guarantees exceeding fifty percent (50%) of the Company's net worth: In response to rapid changes in the international economy and to enhance the efficiency of the Group's overall capital utilization, the Company and its subsidiaries consider it necessary to make effective use of the Group's funds. As endorsements/guarantees constitute contingent liabilities requiring proper risk control, the provision is amended to stipulate that the total

aggregate amount of endorsements/guarantees the Company may provide shall not exceed one time (1×) of the Company's net worth.

Resolution:

### 3. (Proposed by the Board)

Proposal: Proposal for a private placement of common shares through cash capital increase.

Explanation: A. To replenish working capital, repay bank loans, or meet other funding needs for the Company's future development, it is proposed to proceed with a cash capital increase by issuing common shares through private placement in accordance with Article 43-6 of the Securities and Exchange Act, at appropriate times depending on market conditions and the Company's funding needs. This proposal is submitted to the special shareholders' meeting to authorize the Board of Directors to handle the private placement once within one year from the date of the special shareholders' meeting resolution approving this private placement, depending on the actual fundraising circumstances.

B. Principles for the Board of Directors to handle the private placement of common shares:

- a. Number of privately placed shares: Not exceeding 20,000,000 shares.
- b. Par value per share: NTD10.
- c. Total private placement amount: Limited to common shares not exceeding 20,000,000 shares. The total private placement amount will depend on the actual private placement circumstances and is proposed to be fully authorized to the Board of Directors by the special shareholders' meeting.
- d. Pricing basis of private placement and its reasonableness: The pricing of this private placement shall not be lower than the higher of the following two calculated base prices: the simple arithmetic average of the closing prices of common shares for one, three, or

five business days prior to the pricing date (whichever is chosen) after deducting the ex-right and ex-dividend for free share distribution and cash dividends, and adding back the ex-right for capital reduction; or the simple arithmetic average of the closing prices of common shares for 30 business days prior to the pricing date after deducting the ex-right and ex-dividend for free share distribution and cash dividends, and adding back the ex-right for capital reduction. The actual pricing date and actual private placement price shall be determined by the Board of Directors based on the situation of engaging specific subscribers in the future, within the scope of not being lower than the percentage resolved by the special shareholders' meeting.

e. Method of selecting specific persons:

- i. The recipients of this private placement shall be limited to persons within the scope of the provisions of Article 43-6 of the Securities and Exchange Act.
- ii. The selection method for specific subscribers is submitted to the shareholders' meeting for approval to authorize the Board of Directors to prioritize those who can directly or indirectly contribute to the Company's future operations, and select from various specific persons who meet the regulations of the competent authority. No specific subscribers have been identified yet.

f. If the subscriber is a strategic investor:

- i. Selection method and purpose: Under the premise of not causing any significant changes to the Company's future control, select individuals or legal entities that will help the Company improve technology, develop products, or strengthen customer relationships, among other benefits.
- ii. Necessity and anticipated benefits: To enhance the Company's competitiveness and operational performance by leveraging their advantages in experience, technology, and knowledge.



- g. Reasons for conducting the private placement:
- i. Reasons for not conducting a public offering: For multiple purposes such as replenishing working capital and meeting the Company's long-term development needs, and considering the swift and straightforward nature of private placements, which better meets the Company's needs, the Company opts for a private placement of securities instead of a public offering. The implementation of this plan is expected to enhance the Company's competitiveness and improve operational efficiency, also providing positive benefits to shareholders' equity.
  - ii. Use of private placement funds and expected benefits: It is planned to proceed with the private placement once within one year from the date of the special shareholders' meeting resolution approving this private placement. The proceeds from the private placement will be used to replenish the Company's working capital and repay bank loans. Expected benefits: Strengthening the Company's financial structure, enhancing operational efficiency and overall competitiveness, which will have a positive impact on shareholders' equity.
- h. If the private placement leads to a potential change in control after introducing investors: A securities underwriter will be consulted to provide an evaluation opinion on the necessity and reasonableness of the private placement, and if necessary, it will be stated in the convocation notice.
- i. Rights and obligations of these new shares privately placed: Same as the Company's existing common shares. However, in accordance with Article 43-8 of the Securities and Exchange Act, the common shares from this private placement, except under specific circumstances, may not be freely transferred until three years after their delivery date or book-entry date. After three years from the delivery date of the privately placed common shares, a filing will be made for supplementary

public issuance and listing for trading in accordance with relevant laws and regulations.

j. Other matters:

- i. For this private placement of securities, it is proposed that the special shareholders' meeting authorize the Board of Directors to handle all related matters within one year from the date of the special shareholders' meeting resolution.
  - ii. For matters related to this private placement, if there are amendments to relevant laws and regulations, or if changes are required to adapt to objective circumstances, it is proposed that the shareholders' meeting authorize the Board of Directors to revise them based on prevailing market conditions.
  - iii. This proposal has been approved by the Board of Directors and will be submitted to the special shareholders' meeting for resolution in accordance with the law.
- k. For matters required to be explained regarding the Company's private placement of securities proposal, in accordance with Article 43-6 of the Securities and Exchange Act, please refer to the Market Observation Post System (website: <http://mops.twse.com.tw/>) and the Company's website (website: <https://www.e-lead.com.tw/>).

Resolution:

## VI. Extraordinary Motions

## VII. Adjournment

## Attachment 1

### E-LEAD ELECTRONIC CO., LTD. Comparison Table of Amendments to the “Procedures for Acquisition or Disposal of Assets”

After the Amendment	Before the Amendment	Explanation
2.1 Basis: These Procedures are amended in accordance with Ruling No. <u>1140383333</u> issued by the Financial Supervisory Commission (FSC) on <u>July 24, 2025</u> .	2.1 Basis: These Procedures are amended in accordance with Ruling No. 1110380465 issued by the Financial Supervisory Commission (FSC) on January 28, 2022.	Amended Provision Content
6.1.4 The calculation of transaction amounts referred to in the preceding 6.1 to 6.1.3 shall be done in accordance with 6.9.1.7....	6.1.4 The calculation of transaction amounts referred to in the preceding 6.1 to 6.1.3 shall be done in accordance with 6.9.1.8....	Amendment Relevant Number
6.3.2.2 Limits on the acquisition of individual marketable securities: shall not exceed the net worth of the most recent financial statements; provided that a group holding company shall not be subject to this restriction.	6.3.2.2 Limits on the acquisition of individual marketable securities: shall not exceed 50% of the net worth of the most recent financial statements; provided that a group holding company shall not be subject to this restriction.	Amended Provision Content
<u>6.9.1.4.2 Deleted.</u>	6.9.1.4.2 For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.	Provision not applicable. Deleted.
<u>Deleted.</u>	6.9.1.5 Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount is less than NT\$500 million; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.	Provision not applicable. Deleted.

After the Amendment	Before the Amendment	Explanation
6.9.1.6 Where an asset transaction other than any of those referred to in the preceding 6.9.1.1 to 6.9.1.5... 6.9.1.6.1 Trading of domestic government bonds... 6.9.1.6.2 Trading of bonds under repurchase...	6.9.1.7 Where an asset transaction other than any of those referred to in the preceding 6.9.1.1 to 6.9.1.6... 6.9.1.7.1 Trading of domestic government bonds... 6.9.1.7.2 Trading of bonds under repurchase...	Amendment Provision Number
6.9.1.7 The amount of transactions 6.9.1.1 to 6.9.1.5 above... 6.9.1.7.1 The amount of any individual transaction. 6.9.1.7.2 The cumulative transaction amount... 6.9.1.7.3 The cumulative transaction amount... 6.9.1.7.4 The cumulative transaction amount...	6.9.1.8 The amount of transactions 6.9.1.1 to 6.9.1.6 above... 6.9.1.8.1 The amount of any individual transaction. 6.9.1.8.2 The cumulative transaction amount... 6.9.1.8.3 The cumulative transaction amount... 6.9.1.8.4 The cumulative transaction amount...	Amendment Provision Number
6.9.1.8 "Within the preceding year" as used in the preceding paragraph 6.9.1.7... 6.9.1.8.1 shall compile monthly... 6.9.1.8.2 by regulations... 6.9.1.8.3 The Company...	6.9.1.9 "Within the preceding year" as used in the preceding paragraph 6.9.1.8... 6.9.1.9.1 shall compile monthly... 6.9.1.9.2 by regulations... 6.9.1.9.3 The Company...	Amendment Provision Number
6.9.2 The Company has already publicly announced and reported in accordance with the preceding article 6.9.1 to 6.9.1.8.3...	6.9.2 The Company has already publicly announced and reported in accordance with the preceding article 6.9.1 to 6.9.1.9.3...	Amendment Relevant Number
6.10.1 ...in the preceding paragraph 6.10 in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under 6.9.1. 6.10.2 In the case of a company whose shares have no par value or a par value other than NT\$10 for the calculation of transaction amounts of 20 percent of paid-in capital, 10 percent of equity attributable to owners of the parent shall be substituted; for the calculation of transaction amounts of 5 percent of paid-in capital, 2.5 percent of equity attributable to owners of the parent shall be substituted.	6.10.1 ...in the preceding paragraph 6.10 in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under 6.9.1.6. 6.10.2 In the case of a company whose shares have no par value or a par value other than NT\$10, for calculations based on 20 percent of paid-in capital, 10 percent of equity attributable to owners of the parent shall be substituted; for calculations based on paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.	Amendment Relevant Number  Amended Provision Content

## Attachment 2

### E-LEAD ELECTRONIC CO., LTD. Comparison Table of Amendments to the “Procedures for Lending Funds and Making Endorsements/Guarantees”

After the Amendment	Before the Amendment	Explanation
3.2.2 Customs duty endorsements/guarantees, meaning endorsements or guarantees provided by the Company itself or on behalf of another company in connection with customs duty matters.	3.2.1.4 Customs duty endorsements/guarantees, meaning endorsements or guarantees provided by the Company itself or on behalf of another company in connection with customs duty matters.	Amendment Provision Number
3.2.3 Other endorsements/guarantees, meaning endorsements or guarantees that cannot be classified under 3.2.1 through 3.2.2 above.	3.2.1.5 Other endorsements/guarantees, meaning endorsements or guarantees that cannot be classified under 3.2.1 through 3.2.2 above.	Amendment Provision Number
3.2.4 Any creation by the Company of a <u>pledge or mortgage on its movable or immovable property as security for the loans of another company shall also be handled in accordance with these Procedures.</u>		Amendment added
6.1.5.2.1 The Company’s fund lending matters shall undergo credit investigation by the Finance Department and joint review by the Legal Department, then presented to the General Manager for approval, and reported to the <u>Audit Committee and</u> the Board of Directors for resolution before proceeding. Authorization for decision-making shall not be delegated to others.	6.1.5.2.1 The Company’s fund lending matters shall undergo credit investigation by the Finance Department and joint review by the Legal Department, then presented to the General Manager for approval, and reported to the Board of Directors for resolution before proceeding. Authorization for decision-making shall not be delegated to others.	Amended Provision Content
6.1.5.2.2 Fund lending between the Company and its subsidiaries, or among subsidiaries, shall be submitted to the <u>Audit Committee and</u> the Board of Directors for resolution in accordance with Section 6.1.5.2.1. The Chairman may be authorized to disburse funds in	6.1.5.2.2 Fund lending between the Company and its subsidiaries, or among subsidiaries, shall be submitted to the Board of Directors for resolution in accordance with Section 6.1.5.2.1. The Chairman may be authorized to disburse funds in installments or allow revolving	Amended Provision Content

After the Amendment	Before the Amendment	Explanation
installments or allow revolving use within a specified amount and a period not exceeding one year as approved by the Board for the same lending entity.	use within a specified amount and a period not exceeding one year as approved by the Board for the same lending entity.	
6.2.1.1 The company with which it does business.	6.2.1.1 The company with which it does business shall not engage in acts of endorsements/guarantees.	Amended Provision Content
6.2.2.1 <u>The total amount of the Company's endorsements/guarantees, and the amount of endorsements/guarantees to a single enterprise, shall not exceed one time the Company's net worth.</u>	6.2.2.1 The total amount of the Company's endorsements/guarantees shall not exceed fifty percent of its net worth; and the amount of endorsements/guarantees to a single enterprise shall not exceed twenty percent of its net worth.	Amended Provision Content
6.2.2.2 <u>Any endorsements/guarantees made by the Company's subsidiaries for others shall be handled in accordance with these operating procedures. The amount of endorsements/guarantees made by a subsidiary for its parent company shall not exceed one time the parent company's net worth.</u>	6.2.2.1.1 The endorsements/guarantees limits for subsidiaries in which the Company directly and indirectly holds 100% of the voting shares are as follows: both the amount for a single subsidiary and the total aggregate amount shall not exceed fifty percent of the Company's net worth.	Amended Provision Content
6.2.2.3 <u>The combined total amount of endorsements/guarantees by the Company and its subsidiaries, as well as the amount of endorsements/guarantees to a single enterprise, shall not exceed one time the parent company's net worth.</u>	6.2.2.2 The total aggregate amount of endorsements/guarantees by the Company and its subsidiaries shall not exceed fifty percent of the Company's net worth; and the amount of endorsements/ guarantees to a single enterprise shall not exceed twenty percent of the Company's net worth.	Amended Provision Content
6.2.2.4 The Company and any other company in which it holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the public company, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the public company holds, directly or indirectly, 100% of the	6.2.2.3 Companies in which the Company directly or indirectly holds 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of such endorsements/guarantees shall not exceed 10% of the Company's net worth. However, this restriction shall not apply to endorsements/guarantees between companies in which the Company directly or indirectly holds 100% of the voting shares.	Amendment Provision Number

After the Amendment	Before the Amendment	Explanation
<p>voting shares.</p> <p>6.2.2.5 For endorsements/guarantees arising from business dealings, subject to the provisions of the preceding paragraph, the endorsements/guarantees amount shall be commensurate with the higher of the purchase or sales amount during the most recent fiscal year or within one year up to the date of the endorsements/guarantees. Where the business relationship does not involve purchases or sales, both parties must have a signed contract, and the maximum endorsements/guarantees amount shall not exceed the total value of that contract.</p>		Amendment added
<p>6.2.3.1 When a guaranteed company requests endorsements/guarantees, other than group companies, it shall submit an application form explaining the purpose and the amount of the current endorsement, etc., and attach a promissory note for review by the Company's responsible personnel.</p>	<p>6.2.3.1 When a guaranteed company requests endorsements/guarantees, other than subsidiaries, it shall submit an application form explaining the purpose and the amount of the current endorsement, etc., and attach a promissory note for review by the Company's responsible personnel.</p>	Amended Provision Content
<p>6.2.6.1 The Company's endorsements/guarantees matters shall be handled after due diligence by its Finance Department, followed by a legal review, presented to the General Manager for approval, and then reported to and resolved by the Audit Committee and the Board of Directors. When necessary, the Board of Directors may authorize the Chairman to make decisions within a specified limit, in accordance with the provisions of QS-G02 'Delegation of Authority Regulations,' with such decisions to be subsequently reported to the Board for ratification.</p> <p>6.2.6.2 Pursuant to Article 6.2.1.4, before providing endorsements/guarantees for others, such matters shall be reported to and approved by the Audit Committee</p>	<p>6.2.6.1 The Company's endorsements/guarantees matters shall be handled after due diligence by its Finance Department, followed by a legal review, presented to the General Manager for approval, and then reported to and resolved by the Board of Directors. When necessary, the Board of Directors may authorize the Chairman to make decisions within a specified limit, in accordance with the provisions of QS-G02 'Delegation of Authority Regulations,' with such decisions to be subsequently reported to the Board for ratification.</p> <p>6.2.6.2 Pursuant to Article 6.2.1.4, before providing endorsements/guarantees for others, such matters shall be reported to and approved by the Board of Directors</p>	<p>Amended Provision Content</p> <p>Amended Provision Content</p>

After the Amendment	Before the Amendment	Explanation
<p><u>and the Board of Directors before proceeding. However, this requirement shall not apply to endorsements/guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares.</u></p> <p><u>6.2.6.3 When the Company finds it necessary to exceed the limits set forth in Article 6.2.2 for its endorsements/guarantees due to business needs, it shall obtain the approval of the Board of Directors. More than half of the directors shall personally guarantee any potential losses arising from the Company exceeding the limits, and these operating procedures shall be amended and reported to the shareholders' meeting for ratification. If the shareholders' meeting disagrees, a plan shall be formulated to eliminate the excess portion within a specified period.</u></p>	<p>before proceeding. However, this requirement shall not apply to endorsements/guarantees between companies in which the Company directly and indirectly holds 100% of the voting shares.</p>	<p>Amendment added</p>



## Appendix 1

### **E-LEAD ELECTRONIC CO., LTD.**

#### **Articles of Incorporation**

##### 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:

1. Manufacturing and trading of various transformers, power converters, chargers, DC power supplies, power stabilizers, and emergency power supplies.
2. Manufacturing and trading of microcomputer application products, microcomputer peripheral equipment, and related products.
3. Manufacturing, processing, and trading of various automotive electrical accessories, audio equipment, air conditioners, heaters, ovens, and other household appliances.
4. Manufacturing, processing, and trading of rewinders, accessories for recording and playback machines, televisions, washing machines, refrigerators, dishwashers, vacuum cleaners, and related products.
5. Manufacturing, processing, and trading of camera accessories and mobile phone accessories.
6. CC01020 Electric Wires and Cables Manufacturing.
7. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
8. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing.
9. F113070 Wholesale of Telecom Instruments.
10. F219010 Retail Sale of Electronic Materials.
11. F213060 Retail Sale of Telecom Instruments.
12. C805050 Industrial Plastic Products Manufacturing.
13. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery.
14. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing.
15. CC01060 Wired Communication Equipment and Apparatus Manufacturing.
16. CC01070 Telecommunication Equipment and Apparatus Manufacturing.
17. CC01080 Electronics Components Manufacturing.
18. CD01030 Motor Vehicles and Parts Manufacturing.
19. The trading business of import and export of the aforementioned products.
20. 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: The Company may provide external guarantees as necessary for its business operations, and such operations shall be conducted in accordance with the Company's Procedures for Making Endorsements/Guarantees.
- 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 with a par value of NT\$10 per share. The Board of Directors is authorized to issue the unissued shares in installments. Of the total number of authorized shares, 5 million shares shall be reserved for the issuance of employee stock options.
- Article 8: The shares issued by the Company may be issued without printing share certificates, but the Company shall register such 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' meetings shall be classified into annual shareholders' meetings and special shareholders' meetings. The annual shareholders' meeting shall be convened at least once each year and within six months after the close of each fiscal year. Special shareholders' meetings shall be convened when necessary in accordance with the law. When convening shareholders' meetings, the Company may hold such meetings by means of video conferencing or other methods announced 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 Shareholders' meetings of Public Companies" issued by the competent authority.

- Article 13: The Chairman of the Board shall preside at shareholders' meetings. In the event the Chairman is absent, the Chairman shall designate a director to act as the chairperson. If no such designation is made, the directors shall elect one from among themselves to act as the chairperson.
- If a shareholders' meeting is convened by a person other than the Board of Directors, such person shall act as the chairperson of the meeting; where there is more than one such person, one shall be elected from among them to act as the chairperson.
- Article 14: Except as otherwise provided by the Act, each shareholder shall have one vote for each share held.
- 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 Managerial Personnels

- Article 17: The Company shall have 7 to 11 Directors with a term of three years. A candidate nomination system is adopted for the 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 aggregate shareholding percentage of all Directors shall comply with the provisions separately prescribed by the competent authority in charge of securities affairs.
- 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.

Independent Directors and non-independent Directors shall be elected at the same time, but with the number of elected seats calculated separately.

The professional qualifications, restrictions on shareholdings and concurrent positions, assessment of independence, method of nomination, and other matters for compliance with respect to Independent Directors shall be governed 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 all independent directors. The exercise of powers by the audit committee and its independent director members shall be governed 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 shareholders' 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 shareholders' 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 from among the directors one chairman and one vice chairman by a majority vote at a meeting attended by over two-thirds of the directors. The chairman shall 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 that 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. In case the Chairman is on leave, absent, or unable to exercise his/her powers for any cause, the procedures for acting on his/her behalf shall comply with Article 208 of the Company Act.

Article 22: Unless otherwise provided in the Company Act, resolutions of the Board of Directors shall be adopted by a majority vote at a meeting attended by a majority of the directors. If a director is unable to attend a meeting of the Board of Directors, he/she may appoint another director to attend the meeting on his/her behalf by issuing a written proxy for each meeting, specifying the scope of authorization with respect to the subjects to be discussed. A director may act as the proxy for one other director only. The use of proxies for attendance at the meetings of the Board of Directors shall comply with relevant laws and regulations. If a meeting of the Board of Directors is conducted via video conference, directors participating by video conference shall be deemed present 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: Minutes shall be prepared for the proceedings of the Board of Directors' meetings. The minutes shall be signed or sealed by the chairperson of the meeting and distributed to all directors within twenty (20) days after the meeting.

The minutes shall record the year, month, and day of the meeting, the place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting, and shall be permanently preserved during the existence of the Company.

The preparation and distribution of the minutes may be effected by electronic means.

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:

1. Business Report. 2. Financial Statements. 3. Surplus Earning Distribution or Loss Off-Setting Proposals.

Article 27: If the Company records a profit for the year, the Company shall appropriate not less than one percent (1%) of such profit as employees' compensation (of which not less than one-half percent (0.5%) shall be allocated to base-level employees), and shall appropriate not more than five percent (5%) of such profit as Directors' remuneration. If the Company has accumulated losses, an amount necessary to cover such losses shall be set aside prior to the foregoing appropriations.

For the purposes of the preceding paragraph, "profit for the year" means profit before tax for the year prior to the appropriation of employees' compensation and Directors' remuneration.

The distribution of employees' compensation and Directors' remuneration shall be made by resolution of the Board of Directors adopted at a meeting attended by at least two-thirds (2/3) of the Directors and approved by a majority of the Directors present, and such distribution shall be reported to the shareholders' meeting.

Employees' compensation may be distributed in cash or in shares. The recipients may include employees of the Company and, subject to certain conditions, employees of its parent company or its subsidiaries.

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 total amount of dividends distributed annually shall not be less than 10% of the distributable earnings for the year. However, if the accumulated distributable earnings are less than ten percent of the paid-in capital, dividends may be withheld. Additionally, the proportion of cash dividends distributed shall not be less than ten percent of the total shareholder dividends.

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. The Twenty-Fifth Amendment was made on 16 June 2023. The Twenty-Sixth Amendment was made on 11 June 2025.

## Appendix 2

### **E-LEAD ELECTRONIC CO., LTD. Rules of Procedure for Shareholders' 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' meetings shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders' meetings notice. The Company shall prepare electronic versions of the shareholders' meetings 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, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meetings 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, 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 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, 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 requirements for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
- 6.4.7.1.2.4 Actions to be taken if the outcome 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 is also on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors 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 or 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. 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 shareholders' 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 within the Republic of China (Taiwan), 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.
- 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 shareholders' meeting, then the shareholders' meeting shall continue, and no 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 periods set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholders' 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

## **E-LEAD ELECTRONIC CO., LTD.**

### **Statement of Directors' Shareholdings**

**Date for suspension of share transfer : 1 December 2025**

Title	Name	Shareholding
Chairman	Hsi-Hsun Chen	9,806,149
Deputy Chairman	Hsi-Tsang Chen	10,578,041
Director	Teng-Kuei Chen	986,904
Director	Yu-Tzu Fu	731,372
Director	Ming-Shou Lin	-
Independent Director	Chi-Chung Tsai	-
Independent Director	Cheng-Chun Chang	-
Independent Director	Shein-Tung Wu	-
Independent Director	Rong-Lin Jiang	-
Total		22, 102,466

Note:

- (1) The total number of shares issued by the Company as at the date of 1 December 2025, for the suspension of share transfer is 118,087,676 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.