

Stock code: 2465



麗臺科技股份有限公司
Leadtek Research Inc.

**2023 2nd Extraordinary
General Meeting
Handbook**

Date: December 27, 2023

**Venue: B2, No. 726, Zhongzheng Rd., Zhonghe Dist., New Taipei City
(Block 2, Far Eastern New Century Park)**

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Leadtek Research Inc.
Procedure of 2023 2nd Extraordinary General Meeting

- I. Calling the Meeting to Order
- II. Chairman Remarks
- III. Management Presentation
- IV. Election and Discussion
- V. Any Other Business (AOB)
- VI. Adjournment

Leadtek Research Inc.

Aganda of 2023 2nd Extraordinary General Meeting

Time: 09:00, Wednesday, December 27, 2023

Venue: B2, No. 726, Zhongzheng Rd., Zhonghe Dist., New Taipei City
(Block 2, Far Eastern New Century Park)

Format: Physical EGM

- I. Calling the Meeting to Order (report on the shares held by shareholders present)
- II. Chairman Remarks
- III. Management Presentation
 - (I) 2023 Private placement
- IV. Election and Discussion
 - (I) By-election of Directors
 - (II) Proposal of Abolishing the Non-Compete Restrictions for New Directors and Their Representatives
- V. Any Other Business (AOB)
- VI. Adjournment

I. Management Presentation

(I) 2023 Private Placement, please refer to Annexes 1 in p. 5 of this Handbook.

II. Election and Discussion

(Proposal 1 made by the Board)

By-election of Directors

Explanation:

- (I) Because of business, Huang, Chin-Ming, and Hu, Chiu-Chiang resigned from the directors of the Company.
- (II) In accordance with Article 14 of the Articles of Incorporation, there will be 2 seats of directors for by-election. The candidate nomination system shall be adopted. Shareholders shall select directors from the list of directorial candidates. The list was passed at the Board meeting on November 9, 2023. Please refer to Annex 2 List of Directorial Candidates in p.7 of the Handbook.
- (III) The new directors may enjoy the same term with the current directors, commencing from elected date until June 8, 2026.

Election results:

(Proposal 2 made by the Board)

Proposal of Abolishing the Non-Compete Restrictions for New Directors and Their Representatives.

Explanation:

- (I) In accordance with Article 209 of the *Company Act*: “A director who does anything for himself or on behalf of another person that is within the scope of the company’s business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.”
- (II) If new directors of the Company have invested in other companies having a scope of services *identical* or similar to that of the Company, with the premise of not harming the Company’s interest, the EGM is asked to lift the non-compete restrictions on these directors.

(III) Please refer to Annex 3 Details of Non-Compete Restrictions in p.8 of the Handbook.

Resolution:

III. Any Other Business (AOB)

Adjournment

Annex 1

Leadtek Research Inc. 2023 Private Placement

Items	2023 Private Placement to Issue Common Shares Issue Date: November 21, 2023				
Approved Date by Shareholders' Meeting and share Amount	The company resolved to raise fund by private placement of 25,000,000 shares at shareholders' meeting on October 4 th , 2023, and authorized the board to carry out the private placement one time within one year.				
The basis and rationale for the setting of the price	<p>(1) The referenced price for this private placement project is calculated based on: the simple arithmetic mean of the closing price of common stocks on any one of the first, third, and fifth business days before the price setting date deducting the ex-right and ex-dividend stock dividend price and then adding back the stock price after right resumption; or the simple arithmetic mean of the closing price of common stocks of 30 days before the price setting date deducting the ex-right and ex-dividend stock dividend price and then adding back the stock price after the right resumption, whichever price is higher.</p> <p>(2) The EGM is asked to authorize the Board to determine the actual private placement price and actual price setting date after the discussion with the prospective investors and the market condition in the future. However, the actual private placement price shall not be lower than 70% of the referenced price. The company shall engage an independent expert, Chi-Rou Tai, from L.H. CHEN & CO., CPAs. to provide an Opinion on the Reasonableness of the price of Private Placement.</p> <p>(3) Followed by the rule of setting price, the company adopted October 6th, 2023 as the price setting date. The simple arithmetic mean of the closing price of common stocks on any one of the first, third, and fifth business days before the price setting date is NT\$38.80, NT\$38.67, and NT\$38.23 respectively. The company compared NT\$38.23, and NT\$36.56 on basis, the simple arithmetic mean of the closing price of common stocks of fifth and 30 days before the price setting date, and chose higher price NT\$38.23 as the referenced price. The actual private placement price shall not be lower than 70% of the referenced price. Therefore, the actual setting price for this private placement is NT\$26.76.</p>				
Selection of prospective investors	<p>(1) The prospective investors of the private placement shall meet the requirements as stipulated in Article 43-6 of the Security and Exchange Act and Letter (91) Tai-Cai-Zheng-Yi-Zi No. 0910003455 issued by the Financial Supervisory Commission on June 13, 2002.</p> <p>(2) Strategic investors as prospective investors: Methods and purpose of selection: Individuals or companies facilitating the Company's technological advancement, product development, cost reduction, market expansion, or customer relationship improvement will be selected to improve the Company's operational performance or profitability with their experience, know-how, knowledge, or channels.</p>				
Reasons for private placement	Private placement is more quickly and more convenient to attract investors. Private placement based on the Company's actual operational needs as determined by the Board through authorization can effectively increase the mobility and flexibility of fund-raising for the Company.				
Completed Date	October 19 th , 2023				
Information of Prospective	Name of Investors	Qualification	Acquired Volume	Relation	Involved in Operation

Investor	AblecomTechnologyInc.	Meet the requirements as stipulated in Article 43-6-1-2 of the Security and Exchange Act	16,667,000 shares	None	None
	Compuware Technology Inc.		8,333,000 shares	None	None
Actual setting price	NT\$26.76 per share				
Difference between the actual price and referenced price	The actual price is 70% of the referenced price.				
The influence of private placement to the shareholders' equity	It is expected to improve financial structure, enhance operating performance, and strengthen the company's competition.				
The fund usage of private placement and executed schedule as planned.	The fund of NT\$669,000,000 by private placement is used to return the bank borrowings, enrich working capital; The capital usage plan was executed during October 21~31 and expected to complete the plan.				
The benefits of private placement	Enrich working capital, enhance the capital level, increase flexibility of capital management. Improve financial structure, enhance liquid ratio, and lower liability ratio.				

Annex 2

Leadtek Research Inc. List of Directorial Candidates

Name	Education	Experience/Current Position
Ablecom Technology Inc.	Not Applicable	Director, King Da Technology Inc. Director, Ableplus Precision Industry Inc. Chairperson, Ableworld Technology Inc.
Compuware Technology Inc.	Not Applicable	Director, Compuware Technology SDN BHD Director, Compuware Intelligent Technology Inc.

Leadtek Research Inc.

Details of Abolishing the Non-Compete Restrictions

Title	Name	Concurrent Position in other companies
Director	Lu Kun-Shan	President, Leadtek Research Inc. Chairperson, Leadhope International Inc. Chairperson, Wegene Technology Inc. Chairperson, Aiborn Inc. Chairperson, Leadtek Sports, Entertainment, and Media, Inc.;
Director	Ablecom Technology Inc.	Director, King Da Technology Inc. Director, Ableplus Precision Industry Inc. Chairperson, Ableworld Technology Inc.
Director	Compuware Technology Inc.	Director, Compuware Technology SDN BHD Director, Compuware Intelligent Technology Inc.
Independent Director	Ho Yao-Hung	Independent Director, Leadtek Research Inc. Independent Director, Advanced International Multitech Co., Ltd. Supervisor, Taiwan ITRI New Venture Association
Independent Director	Liu Cheng	Independent Director, Leadtek Research Inc. Director, RealGreat Food International Company
Independent Director	Liu Ju Chi	Associate Director, Shuang Ho Hospital, Ministry of Health and Welfare Associate Chair, Department of Medicine, Taipei Medical University Associate Chair, Heart Research Center, Taipei Medical University. Professor, Department of General Medicine, Taipei Medical University

Appendix 1

Leadtek Research Inc. Articles of Incorporation

Chapter I General Provisions

- Article 1 The Company is incorporated in accordance with the Company Act with the name of 麗臺科技股份有限公司 in Traditional Chinese and LEADTEK RESEARCH INC. in English.
- Article 2 The Company engages in the following types of business:
1. CC01110 Computer and Peripheral Equipment Manufacturing
 2. CH01040 Toys Manufacturing
 3. I301010 Information Software Services
 4. F401010 International Trade
 5. F104110 Wholesale of Cloth, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
 6. F204120 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
 7. CC01060 Wired Communication Mechanical Equipment Manufacturing
 8. CC01070 Wireless Communication Mechanical Equipment Manufacturing
 9. CC01101 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
 10. F113070 Wholesale of Telecommunication Apparatus
 11. F213060 Retail Sale of Telecommunication Apparatus

12. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
13. CF01011 Medical Devices Manufacturing
14. F108031 Wholesale of Medical Devices
15. F208031 Retail Sale of Medical Apparatus
16. CE01021 Weights and Measuring Instruments Manufacturing
17. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 This Company may provide guarantees for others.

Article 3 This Company is headquartered in New Taipei. With the resolution of the board of directors (Board) and the approval of competent authorities, the Company may establish branches or offices at home and abroad.

Chapter II Shares

Article 4 When the Company is a shareholder of other limited companies, the restriction of not more than 40% of the Company's paid-up capital as stipulated in Article 13 of the *Company Act* shall not apply to the total amount of re-investment.

Article 5 The total capital of the Company is Four Billion New Taiwan Dollars (NT\$4,000,000,000) divided into four hundred million (400,000,000) shares with a par value of Ten New Taiwan Dollars (NT\$10). Six Hundred Million (NT\$600,000,000) divided into sixty million (60,000,000) shares with a par value of Ten New Taiwan Dollars (NT\$10) will be reserved for bond with attached warrants and exercising the stock option

of employee stock option certificates. Seasoned (second) equity offering (SEO) may be issued at a premium. The nominal capital is Four Billion New Taiwan Dollars (NT\$4,000,000,000) to be issued by/in installments by law through Board.

Article 5-1 In accordance with Article 56-1 of the *Regulations Governing the Offering and Issuance of Securities by Securities Issuers* and Article 10-1 of the *Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies*, the Company may issue employee stock options (ESO) at a price lower than the closing price of the Company's common stock on the issuance date or transfer shares to employees at a price below the average of the actual buy-back price with an approval made by shareholders representing over two-thirds of the voting shares in a meeting of shareholders attended by shareholders representing over one-half of the total issued shares.

Article 5-2 The Company may transfer the treasury stock purchased in accordance with the *Company Act* to employees of controlled or subordinate companies meeting specific requirements.

Employees qualified for receiving the employee stock options may include employees of controlled or subordinate companies meeting specific requirements.

When the Company issues new shares, employees of controlled or subordinate companies meeting specific requirements are qualified for subscription.

When the Company issues restricted stock awards (RSA), employees of controlled or subordinate

companies meeting specific requirements are qualified for subscription.

Article 6 The Company may issue name-bearing shares without printing share certificates. However, the Company shall register such shares on a centralized securities depository enterprise.

When printing stocks, such stocks shall be signed or sealed by the directors representing the Company and issued by banks permitted by law to serve as registrars for issues of stocks or bonds.

Article 7 Registration for transfer of shares shall be suspended within sixty days before the date of the annual general meeting of shareholders and within thirty days before the date of the extraordinary general meeting of shareholders, or within five days before the day on which dividends, bonuses, or other benefits are scheduled to be paid by the Company.

Article 8 When issuing new shares, the Company shall prioritize 15% of the total amount of new shares for employee subscription. However, priority subscription by employees shall not apply for new shares, convertible corporate bonds, corporate bonds with warrants, employee stock options or stock options converted as shares for a merger or acquisition.

Article 9 When recruiting technical personnel in response to operational needs, with the consent of the Board, directors may yield part of the employee stock options to specific candidates to improve corporate operations.

Chapter III Meeting of Shareholders

Article 10 Meetings of shareholders include the annual general meeting (AGM) of shareholders and extraordinary general meeting (EGM) of shareholders. The Board shall convene an AGM by law each year within six months after the end of a fiscal year. EGM may be convened by law as necessary.

The Company may hold the meeting of shareholders through videoconferencing or by other means as announced by the central competent authorities.

Article 11 Shareholders unable to attend a meeting of shareholders for any reason may assign a proxy to represent them and state the scope of authorization in a signed or sealed power of attorney.

Article 12 Each shareholder of the Company is entitled to one vote per share, except for shareholders restricted from voting or having no voting rights as stipulated in Article 179, paragraph 2, of the *Company Act*.

Article 13 Except the *Company Act* otherwise requires, resolutions of the meetings of shareholders shall be made by shareholders representing over one-half of the voting rights in a meeting of shareholders attended by shareholders representing over one-half of the total issued shares.

Chapter IV Board of Directors and Audit Committee

Article 14 The Board of the Company seats five to seven directors. Each director enjoys an office of three years and is eligible for a second term.

The Company shall reserve a minimum of two of the above seats or one-fifth of all seats for independent

directors. Independent directors and non-independent directors shall be elected at the same time, and the seats elect shall be calculated individually.

The candidate nomination system as stipulated in Article 192-1 of the *Company Act* shall apply to the election of both directors and independent directors.

Independent directors may exercise their powers and comply with the requirements as stipulated in the applicable laws and regulations.

The shares held by all directors shall be regulated in accordance with the applicable laws and regulations of the competent authorities.

The Company establishes the Audit Committee with all independent directors in accordance with Article 14-4 of the *Securities and Exchange Act* to carry out the duties of supervisors as stipulated in the *Company Act*, *Securities and Exchange Act*, and other applicable laws and regulations.

Article 14-1 The Board shall hold at least one board meeting each quarter.

When convening a board meeting, the objectives of the meeting shall be stated in the meeting notice delivered to all directors seven days in advance. When there is an emergency, however, extraordinary meetings may be held at any time.

The board meeting notice as stated in the preceding paragraph may be made in writing, by phone, by fax, or by email.

Article 15 One chairperson shall be elected from among directors with the consent of over one-half of directors in a

board meeting attended by over two-thirds of all directors to represent the Company externally. When the chairperson is on leave or unable to exercise his/her powers, the proxy shall be assigned in accordance with Article 208 of the *Company Act*.

Article 16 Unless the *Company Act* otherwise requires, a board meeting shall be convened by the chairperson, and resolutions shall be made with the consent of over one-half of directors in a board meeting attended by over one-half of all directors. Directors unable to attend a board meeting may assign other directors to represent them, provided that the one-for-one principle shall apply.

Article 16-1 The Company shall purchase the director and officer (D&O) liability insurance for the scope of services of each director during his/her office.

Article 17 The Board is authorized to pay the remuneration for directors in accordance with their involvement in and contribution to corporate operations and with reference to the pay standard in the industry, regardless of operating gains or losses. If there is net profit, rewards shall be distributed in accordance with Article 20.

Chapter V Officers

Article 18 The Company shall hire a number of officers whose appointment, dismissal, and remuneration shall be subject to the *Company Act*.

Chapter VI Accounting

Article 19 At the end of each fiscal year, the Board shall produce the following documents and submit them to the AGM

for ratification in accordance with the legal procedures:

- (1) Business report
- (2) Financial statements
- (3) Proposal for earnings distribution or loss compensation.

Article 20 After deducting the annual remuneration for employees and directors, the Company shall appropriate a minimum of three percent of net income before tax as rewards for employees and a maximum of five percent as rewards for directors. When there are accumulative deficits, however, the amount for compensation shall first be reserved.

The proposal for distribution of rewards for employees and directors shall be approved by resolution of over one-half of directors attending a board meeting attended by over two-thirds of all directors and reported to AGM. The Board shall make a resolution to determine the distribution of rewards for employees either in stock or in cash.

The Board shall be authorized to determine the specific requirements for the employees of controlled companies or subsidiaries to receive the employee reward. The reward for directors shall be distributed in cash only.

Article 20-1 The net profit after tax, if any, after the account is closed and other entries shall be included in the unappropriated earnings of the year and distributed in the following order:

- (1) Compensation for accumulated deficits.

- (2) Appropriation of 10% as the legal reserve (except when the accumulated amount of the legal reserve equals the amount of the paid-in capital).
- (3) Appropriation or reversion of special reserve by law.
- (4) The remaining balance, if any, shall be combined with the accumulated beginning unappropriated earnings for the Board to formulate a proposal for allocation as dividends and submit to the AGM for resolution.

The Company shall authorize the Board to decide on distributing part or all of the dividends and profit sharing in cash using the legal reserve or additional paid-in capital and report to AGM in accordance with Articles 240 and 241 of the Company Act.

The Company's operations are growing steadily, and earnings are distributed primarily in cash dividends. They can also be distributed in stock dividends. However, the proportion of stock dividend distribution shall not exceed 50% of the total amount of dividends in the year.

Chapter VII Addendum

Article 21 Matters not provided for herein shall be subject to the *Company Act* and the applicable laws and regulations.

Article 22 These Articles of Incorporation were established on October 16, 1986.

The 1st amendment was made on August 30, 1989.

The 2nd amendment was made on June 10, 1990.

The 3rd amendment was made on June 30, 1990.
The 4th amendment was made on May 23, 1991.
The 5th amendment was made on June 10, 1992.
The 6th amendment was made on December 22, 1992.
The 7th amendment was made on July 20, 1993.
The 8th amendment was made on September 2, 1993.
The 9th amendment was made on June 18, 1995.
The 10th amendment was made on October 3, 1995.
The 11th amendment was made on June 30, 1996.
The 12th amendment was made on November 16, 1996.
The 13th amendment was made on April 12, 1997.
The 14th amendment was made on June 6, 1998.
The 15th amendment was made on May 14, 1999.
The 16th amendment was made on April 21, 2000.
The 17th amendment was made on May 25, 2001.
The 18th amendment was made on May 21, 2002.
The 19th amendment was made on June 30, 2004.
The 20th amendment was made on May 18, 2005.
The 21st amendment was made on May 24, 2006.
The 22nd amendment was made on June 15, 2007.
The 23rd amendment was made on June 13, 2008.
The 24th amendment was made on June 16, 2009.
The 25th amendment was made on June 24, 2011.
The 26th amendment was made on June 26, 2014.
The 27th amendment was made on June 3, 2016.
The 28th amendment was made on June 28, 2017.
The 29th amendment was made on June 13, 2019.
The 30th amendment was made on June 10, 2020.
The 31st amendment was made on June 8, 2022.

Appendix 2

Leadtek Research Inc.

Rules of Procedure for Meetings of Shareholders

Passed by the AGM on June 10, 2020

- Article 1 Except the law and/or regulations otherwise required, meetings of shareholders of the Company shall proceed as provided for in the Rules.
- Article 2 “Shareholder” as claimed in the Rules means the shareholder and the proxy he/she delegates to represent him/her in a meeting of shareholders.
- Article 3 When attending a meeting of shareholders, the shareholder or his/her proxy shall complete the sign-in procedure with the check-in pass. The number of shares in attendance shall be calculated according to the shares indicated in the recovered sign-in cards, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
- The Company may assign the attorneys-at-law, accountants, or relevant personnel it hires to attend the meeting of shareholders as guests. Staff handling administrative affairs of a meeting of shareholders shall wear identification cards or armbands.
- Article 4 The chair shall immediately call the meeting to order at the designated meeting time when shareholders representing over one-half of the total issued shares are present. If the quorum is not met, the chair may postpone the meeting for not more than two times with a total of not more than one hour.
- If the quorum is still not met after two postponements

and the shareholders present in the meeting represent over a third of the total issued shares, the share may make a tentative resolution in accordance with Article 175 of the *Company Act*.

After making the tentative resolution in accordance with the above procedures, if the number of shareholders present in the meeting holding shares reaching one-half of the total issued shares, the chair may refer the tentative resolution to the meeting of shareholders for voting in accordance with Article 174 of the *Company Act*.

Article 5

If a meeting of shareholders 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 meeting of shareholders.

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

The chair may not declare the meeting adjourned prior to the completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the meeting of shareholders. If the chair declares the meeting adjourned in violation of the rules of procedure, 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.

Except for the situation as stated above, after the meeting of shareholders is adjourned, shareholders shall not elect another meeting chair to continue the meeting at the original or another venue.

Article 6 When a meeting is in progress, the chair may announce a break based on time considerations.

The Company shall record the audio or videotape the meeting of shareholders and retain the tapes for at least one year.

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 Company.

The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

If the meeting cannot be completed all at once, a resolution may be adopted in the meeting of shareholders to defer or resume the meeting within five days without further notice or announcement.

Article 7 Before speaking, a shareholder or proxy present in the meeting shall state in the comment slip the subject of comment, his/her shareholder account number (or attendance card number), and account name. The order of comments will be set by the chair.

A shareholder present in the meeting submitting a

comment without making a comment shall be deemed as no comment. If the content of the comment is inconsistent with the subject given in the comment slip, the spoken content shall prevail.

Except with the consent of the chairman and the shareholder speaking, when a shareholder is making a comment, other shareholders shall not disturb the comment. The chair shall stop the disturbance.

Article 8 An amendment to or an alternative for a proposal in the agenda or another proposal made by an extraordinary motion shall be seconded by other shareholders or proxies. The same shall apply to the agenda change and adjournment motion.

Article 9 Except with the consent of the chair, a shareholder or proxy shall not comment on the same proposal more than two times, and a comment shall not exceed five minutes.

The chair may terminate the comment of shareholders making comments against the above rule or in excess of the scope of the proposal.

When a company attends a meeting of shareholders as a proxy, it shall only send one member to the meeting.

When corporate shareholders send two or more representatives to the meeting of shareholders, only one representative shall comment on the same proposal.

Article 10 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.

After the comment of a shareholder, the chair may answer the comment in person or designate the relevant personnel to answer the comment.

Article 11 The venue for a meeting of shareholders shall be the premises of the Company or a venue easily accessible by shareholders and suitable for a meeting of shareholders. The meeting shall begin no earlier than 09:00 and no later than 15:00.

Article 12 Unless the *Company Act* or articles of incorporation otherwise require, a proposal shall be approved by over one-half of shareholders representing over one-half of the voting shares present in the meeting.

Shareholders of the Company shall enjoy one vote for each share held. When the government or a company is a shareholder, it can be represented by more than one person in a meeting of shareholders. However, the voting rights of these representatives shall still be accounted for by the number of shares held.

When there are two or more representatives representing the government or a company as stated in the preceding paragraph, they shall exercise their voting right together.

When there is an amendment to or an alternative to the same proposal, the chair shall determine the order of voting alongside the original proposal. When one of them is passed, the rest of them are deemed as vetoed without the need for further voting.

Article 13 When there is an air raid warning during the meeting, the chair shall immediately adjourn or suspend the meeting and evacuate the attendees. The meeting may

be continued one hour after the air raid warning is over.

Article 14 Matters not provided for herein shall be subject to the *Company Act* and the applicable laws and regulations.

Article 15 A meeting of shareholding convened by the board of directors shall be chaired by the chairperson of the board. When the chairperson is on leave or unable to attend the meeting for any reason, he/she shall appoint a managing director as his/her proxy. If there is no managing director, one director shall be appointed as the proxy. When no proxy is appointed, managing directors or directors shall elect one of them to chair the meeting.

A meeting of shareholders convened by a person with the power to convene other than the board of directors shall chair the meeting convened. When there are more than one convener, they shall elect one of them as the chair.

Article 16 The chair may direct the proctors (or security personnel) to help maintain order at the meeting venue. Proctors maintaining order at the meeting venue shall wear an armband bearing the word “Proctor”.

Article 17 Shareholders (or proxies) shall follow the instructions for order maintenance given by the chair, proctors (or security personnel). The chair may direct proctors (or security personnel) to eliminate persons obstructing the proceeding of the meeting.

Article 18 These Rules shall be implemented after the passage in the meeting of shareholders. The same shall apply to the amendments hereto.

Annex 3

Leadtek Research Inc. Regulations for Directorial Election

June 10, 2020

- Article 1 Unless the *Company Act, Securities and Exchange Act*, and the Company's articles of incorporation otherwise require, the Company's directorial election shall proceed as provided for in the Rules.
- Article 2 The cumulative voting method shall be adopted for the directorial election of the Company. Each share shall have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 3 The board of directors shall prepare the ballots, indicate the number of attendance cards, and affix the company seal to them.
- Article 4 Before the election begins, the chair shall appoint a number of monitoring and counting personnel to carry out various relevant duties. Monitoring personnel shall also be shareholders.
- Article 5 The board of directors shall prepare the ballot box and have it opened for examination in front of attendees before the vote.
- Article 6 (deleted)
- Article 7 The number of directors shall be subject to the seats as stated in the Company's articles of incorporation. Those receiving ballots representing the highest numbers of voting rights shall be elected sequentially according to their respective numbers of votes. If two or more candidates receive the same number of votes and the number of candidates elect exceeds the of seats as stated in the Company's articles of incorporation, they shall draw lots to determine the winner, with the chair drawing lots on behalf of those with apologies.
- Article 8 Over one-half of directors shall not be under any one of the following circumstances:
1. Spouse.
 2. Relatives within the second degree of kinship.
- Article 9 Directors elect nonconforming to the restrictions in the preceding article. The one with votes representing lesser voting rights shall be invalidated.

- Article 10 A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by a person with the right to convene.
 2. A blank ballot is placed in the ballot box.
 3. The writing is unclear and indecipherable or has been altered.
 4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
 5. Other words or marks are entered in addition to the number of voting rights allotted.
- Article 11 The voting rights shall be calculated on-site immediately after the end of the poll, and the results of the calculation shall be announced by the chair on-site.
- Article 12 These Rules shall be implemented after the passage in the meeting of shareholders. The same shall apply to the amendments hereto.

Appendix 4

Leadtek Research Inc. Stake of Shareholders

- I. As of November 28, 2023 the first date of local book-close period for the 2023 2nd Extraordinary General Meeting, the issued capital of the Company is NT\$839,460,310, representing 83,946,031 common shares. The independent directors of the Company exceed one-half of the total director seats, and the audit committee has been established. Therefore, the provision in Article 26 of the Securities and Exchange Act that the total shares held by all directors and supervisors shall not be less than a specified percentage of its total issued shares, shall not apply.
- II. As of November 28, 2023, the actual collective shareholdings of directors were shown as below:

Title	Name	No. of Shareholding	Shareholding (%)
Chairman	Lu, Kun-Shan	222,257	0.26
Director <small>Note 1</small>	Huang, Chin-Ming	143,339	0.17
Director <small>Note 1</small>	Hu, Chiu-Chiang	287,229	0.34
Independent Director	Ho, Yao-Hung	0	0.00
Independent Director	Shen, An-Shih	0	0.00
Independent Director	Liu, Cheng	17,367	0.02
Independent Director	Liu, Ju-Chi	0	0.00
Total		670,192	0.80

Note 1: Huang, Chin-Ming and Hu, Chiu-Chiang resigned from directors effectively on September 26, 2023.