Stock Code：2331

ELITEGROUP COMPUTER SYSTEMS CO., LTD.

2025 Annual Shareholders' Meeting
Meeting Handbook

(Translation)

Method of Meeting: Physical Shareholders' Meeting

Time and Date: 9:00 a.m, Thursday, May 29, 2025

Location: ELITEGROUP COMPUTER SYSTEMS CO.,LTD.

Address: No. 22, Sec. 3, Zhongshan N. Rd., Zhongshan Dist. Taipei, Taiwan, 104
(The 18th floor conference room)

Notice to Readers:

For the convenience of readers, the Meeting Handbook has been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese version shall prevail.

Table of Contents

Elitegroup Computer Systems Co., Ltd.
2025 Annual Shareholders' Meeting

I. Meeting Called to Order (Announce the Number of Shares in Attendance)

II. Chairperson Remarks

III. Reporting Items

(I) Business Report of 2024

(II) Audit Committee auditing report

(III) Distributions of Employee and Director Compensation for 2024

(IV) Directors' Remuneration Report for 2024

(V) Distributions of Cash Dividends for 2024

(VI) Report on the transaction between related parties for 2024

IV. Proposals and Ratification Items

(I) Business Report and Audited Financial Statements of 2024

(II) Earnings Distribution for 2024

V. Discussions Item

Discussion on amendment of the Company's "Articles of Incorporation"

VI. Election Items

By-election for Directors (including Independent Directors)

VII. Other Proposals

Release the Directors (including Independent Directors) from non-competition restrictions

VIII. Extempore Motions

IX. Adjournment

Reporting Items:

Item I
Subject: Business Report of 2024
Description: For 2024 Annual Business Report, please refer to Attachment 1 to this Handbook on pages 15 to 19.

Item II
Subject: Audit Committee auditing report
Description: For 2024 Audit Committee's Review Report, please refer to Attachment 2 to this Handbook on pages 20.

Report III
Subject: Distributions of Employee and Director Compensation for 2024
Description:
1. The employee and director compensation of the Company for 2024 has been approved by resolution of the board of directors on 21 February 2025.
2. Due to the company having a pre-tax net loss in the 2024 fiscal year, no employee compensation or director compensation will be distributed.

Item IV
Subject: Directors' remuneration report for 2024
Description:
1. The policies, standards and combinations of remuneration payment to Directors and Independent Directors, the procedures for determining remuneration, and the relevance with business performance and future risks:
   (1) According to Article 13-2 of our company's Articles of Incorporation, the remunerations of the directors of the Company shall be agreed upon by the Board of Directors according to the degree of their participation in the operation of the Company and the value of their contributions to the Company, as well as the usual standards of the industry.
   (2) In order to regularly evaluate the remuneration of directors, the company has established "Measures for Payment of Remuneration of Directors and Functional Committee Members" and "Measures for Evaluating the Performance of the Board of Directors and Functional Committees", the contents of the evaluation of the Board member performance accordingly includes at least alignment of the goals and missions of the Company, awareness of the duties of a director, participation in the operation of the Company, management of internal relationship and communication, the director's professionalism and continuing education, and internal control, attention to ESG and other comprehensive factors, considering the peer standards and giving reasonable remuneration to directors.
2. For 2024 Directors' and Independent Directors' Remuneration, please refer to Attachment 3 to this Handbook on pages 21 to 22.

Item V

Subject: Distributions of Cash Dividends for 2024

Description: 1. Handled in accordance with Article 240, Paragraph 5 of the Company Act and Article 19-1 of our company's Articles of Incorporation.

2. According to the resolution approved by the Board of Directors, the distribution of cash dividends for the 2024 fiscal year is as follows.

Year 2024	Date of Board of Directors meeting	Dividend per share (TWD)	Total distribution amount (TWD)
First half	2024/8/8	0	0
Second half	2025/2/21	0.2104660	117,314,390
Total		0.2104660	117,314,390

Note: Cash dividends for shareholders will be calculated and rounded down to the nearest whole yuan. Any fractional amounts less than one yuan will be included in the company's other income.

3. The cash dividend distribution proposal was approved by the Board of Directors, authorizing the Chairman to set the ex-dividend date, payment date, and other related matters. In the event of a change in the number of outstanding common shares before the ex-dividend date, which leads to a change in the dividend payout ratio, the Chairman is also authorized to make adjustments at their discretion.

Item VI

Subject: Report on the transaction between related parties for 2024

Description: For 2024 Report on the transaction between related parties, please refer to Attachment 4 to this Handbook on page 23.

Proposals and Ratification Items:

Item I

Subject: Ratification of the Business Report and Audited Financial Statements of 2024. (Proposed by the Board of Directors)

Description:

I. The Company’s 2024 parent company only and consolidated financial statements have been approved by the Board of Directors and audited by Certified Public Accountants Kuo-Yang Tseng and Chun-Kuang Chen of KPMG in Taiwan, with an audit report.

II. For the enclosed business report, accountant audit report, and financial statements. Please refer to Attachment 1 and 5, pages 15-19, and pages 24-40.

III. Please ratify.

Resolution:

Item II

Subject: Ratification of the Earnings Distribution for 2024 (Proposed by the Board of Directors)

Description:

I. The Company's beginning balance of unappropriated retained earnings is NT$292,206,273, net loss after tax of 2024 was NT$90,494,702. After adding the actuarial gain/loss of defined benefit plans in the amount of NT$32,917,209, the ending balance of unappropriated earnings amounted to NT$234,628,780. According to Article 19-1 of our company's Articles, not less than 50% of earnings available for distribution may be distributed as dividend and bonus per year.

II. The earnings distribution table is as follows:

Elitegroup Computer Systems Co., Ltd.

Earnings Distribution Table

2024

Unit: In New Taiwan Dollars

Unappropriated earnings, beginning balance	$ 292,206,273
Add: Net loss after tax of 2024	(90,494,702)
Add: Actuarial gain/loss of defined benefit plans	32,917,209
Less: Legal reserve (10%) from unappropriated earnings	0
Less: Special reserve	0
Distributable net profit	$ 234,628,780
Dividend to Cash --(0.2104660 yuan/share)(Note)	(117,314,390)
Unappropriated retained earnings	$ 117,314,390

Notes: 1. There will be no interim distribution of profits for the year 2024.

2. Cash dividends for shareholders will be calculated and rounded down to the nearest whole yuan. Any fractional amounts less than one yuan will be included in the company's other income.

Chairman:	General Manager:	Accounting Manager:
Wkang-Hsiang Wang	Chia-Sheng Chen	Huei-lan Tu

III. Please ratify.

Resolution:

Discussion Items

Item I

Subject: To amend the Company's "Articles of Incorporation" (Proposed by the Board of Directors)

Description:

I. In response to amendments to laws and adjustments in the company's operations, it is proposed to amend the Company's "Articles of Incorporation "

II. The Comparison Table of Amendments to "Articles of Incorporation" is as follows:

Comparison Table of Amendments to Articles of Incorporation

Amended Provisions	Amended Provisions	Current Provisions	Reasons for Amendments
Article 13	The Company has seven to nine Directors. The election of Directors adopts the candidate nomination system. Shareholders shall elect from the list of candidates to serve a term of three years. Directors are eligible for re-election. The Directors shall comply with the rules of the securities regulatory authorities concerning minimum share ownership. There shall be at least three Independent Directors among the number of Directors in the preceding Paragraph, and the Independent Directors shall represent at least one-<u>third</u> of the Board. The restrictions on professional qualifications, share ownership, concurrent positions held, recognition of independence, the nomination manner, and other related matters shall comply with applicable laws and regulations prescribed by the competent authority. The following omitted.	The Company has seven to nine Directors. The election of Directors adopts the candidate nomination system. Shareholders shall elect from the list of candidates to serve a term of three years. Directors are eligible for re-election. The Directors shall comply with the rules of the securities regulatory authorities concerning minimum share ownership. There shall be at least three Independent Directors among the number of Directors in the preceding Paragraph, and the Independent Directors shall represent at least one-<u>fifth</u> of the Board. The restrictions on professional qualifications, share ownership, concurrent positions held, recognition of independence, the nomination manner, and other related matters shall comply with applicable laws and regulations prescribed by the competent authority. The following omitted.	Amendment to Comply with Regulations: According to the Corporate Governance 3.0 - Sustainable Development Roadmap, to further strengthen the supervisory function of the Board of Directors, it is proposed that the number of independent directors shall not be less than one-third of the total number of board members.
Article 19	If the Company makes profits in the fiscal year (the so-called profits refer to profits before tax less compensations to employees and remuneration to Directors), <u>no more than 1% of the profit shall be appropriated for remuneration to Directors and at least 10% shall be appropriated for employee compensation, with at least 20% of the allocated employee compensation being distributed to grass-root employees.</u> If the Company has accumulated losses (including adjustments on unappropriated profits), it shall	If the Company makes profits in the fiscal year (the so-called profits refer to profits before tax less compensations to employees and remuneration to Directors), <u>at least 10% of the profit shall be appropriated for employee compensation and no higher than 1% shall be appropriated for remuneration to Directors.</u> If the Company has accumulated losses (including adjustments on unappropriated profits), it shall retain a portion of profits to offset the losses first.	Amendment to Comply with Regulations: According to November 8th, 2024 金管證發字第 1130385442 號令, listed companies should amend their Articles of Incorporation by the latest in the 2025 fiscal year. Even if the company chooses to distribute 'employee compensation' to grassroots employees, the Articles of Incorporation should still specify a certain percentage to be allocated to grassroots employees.

Amended Provisions	Amended Provisions	Current Provisions	Reasons for Amendments
	retain a portion of profits to offset the losses first. The following omitted.	The following omitted.	
Article 19-1	(Deleted) When the Company makes distribution of earnings at the end of fiscal year, it shall reserve a portion of profits for taxes and dues and covering of accumulated losses. Next, it shall appropriate 10% of the balance as legal reserve. However, if the accumulated legal reserve has equaled to the Company's paid-in capital, this shall not apply. In	The Company makes distribution of earnings or covering of losses at the end of each semi-annual fiscal year. The Board shall prepare reports, statements and proposals set out in Article 18 of the Articles of Incorporation, forward them to the Audit Committee for approval and then submit to the Board for resolution. When the Company makes distribution of earnings at the end of each semi-annual fiscal year, it shall estimate and reserve a portion of profits for taxes and dues, covering of accumulated losses, and compensation to employees and remuneration to Directors pursuant to the preceding Article, and appropriate 10% of the balance as legal reserve. However, if the accumulated legal reserve has equaled to the Company's paid-in capital, this shall not apply. In addition, special reserve shall be allocated or reversed in accordance with laws and regulations or the competent authority. The remaining balance, if any, shall be added to the unappropriated earnings at beginning of the period and the Board shall draft a profit distribution proposal. If the distribution is to be made in the form of new shares, the proposal shall be submitted to the shareholders' meeting for resolution, whereas if it is to be made in the form of cash, the proposal shall be submitted to the Board for resolution. When the Company makes distribution of earnings at the end of fiscal year, it shall reserve a portion of profits for taxes and dues and covering of accumulated losses. Next, it shall appropriate 10% of the balance as legal reserve. However, if the accumulated legal reserve has equaled to the Company's paid-in capital, this shall not apply. In	To align with the company's operational adjustments.

Amended Provisions	Amended Provisions	Current Provisions	Reasons for Amendments
	addition, special reserve shall be allocated or reversed in accordance with laws and regulations or the competent authority. The sum of remaining balance, if any, and the unappropriated earnings at beginning of the period is bonus to shareholders. The Board shall draft a distribution proposal. When the distribution is to be made in the form of cash, the proposal shall be submitted to the Board for resolution. If the distribution is to be made in the form of new shares, the proposal shall be submitted to the shareholders' meeting for resolution. The following omitted.	addition, special reserve shall be allocated or reversed in accordance with laws and regulations or the competent authority. The sum of remaining balance, if any, and the unappropriated earnings at beginning of the period is bonus to shareholders. The Board shall draft a distribution proposal. If the distribution is to be made in the form of new shares, the proposal shall be submitted to the shareholders' meeting for resolution. The following omitted.	
Article 21	The Articles of Incorporation was established on April 24, 1987. ‘ ‘ ‘ ‘ The forty-first amendment was made on June 23, 2022. The forty-second amendment was made on May 29, 2025.	The Articles of Incorporation was established on April 24, 1987. ‘ ‘ ‘ ‘ The forty-first amendment was made on June 23, 2022.	Add amendment date.

III. Please make the resolution.

Resolution:

Election Items:

Subject: A by-election of Directors (including Independent Directors) (Proposed by the Board of Directors)

Description:

I. The company's independent director, Mr. Ming-Hsing Chen, resigned on August 29, 2024. Additionally, on February 13, 2024, the company received notice from independent director Mr. Chin-Te Li, who will resign effective May 28, 2025, due to new career plans. On February 13, 2025, the company also received notice from independent director Mr. Wen-Hsiung Chan, who will resign effective April 30, 2025, due to his busy schedule.

II. In order to strengthen corporate governance, the company plans to elect one director and two independent directors. In accordance with the Company's Articles of Incorporation, the election of directors follows a candidate nomination system, with the shareholders' meeting voting from the list of nominated candidates. The newly elected directors will serve from the date of their appointment until the expiration of the current board term, which will be from May 29, 2025, to January 10, 2027. Upon completion of the election, the company's board will consist of a total of seven seats, with four seats held by non-independent directors and three seats held by independent directors.

III. The election shall be conducted in accordance with the Company's "Rules of Procedure for Director Elections," and the shareholders shall vote on the list of candidates for directors and independent directors.

IV. The list of director and independent director candidates was approved by the board of directors on February 21, 2025 and April 16, 2025. Please see the detailed information in the table below:

Candidate List for Directors (including Independent Directors)

Type	Name	Education	Work Experience	Current Position	Shareholdings	Reasons for Nominating an Independent Director who Has Served as Such for Three Consecutive Terms	Nominator
Director	Tatung Co. Representative: En-Guo Wang	Master of Regional Economics, Jinan University, Guangzhou	Chairman of Nanchang Creative Sensor Technology Co.,Ltd. Chairman of Fuguo Network Broadcasting Co., Ltd. Chairman of Xinben Investment Co., Ltd. Director of Tianda Consulting Co., Ltd. Independent Director of Ji-Haw Industrial, Co., Ltd. Independent Director of ENERGY MOANA TECHNOLOGY CO., LTD. Vice President of Taipei Independent Director Association Vice Chairman of Taiwan Investor Relations Institute Chairman of ESG committee of Chinese Professional Manangement Association of Taipei Consultant of Staits Exchange Foundation Instructor for the General Education Course "Introduction to Mainland China" at the Graduate Institute of Development Studies, National Chengchi University Visiting Professor of Graduate Institue for Taiwan Studies of Xiamen University Member of Industrial Development Committee of Tsinghua University Vice Chairman of TECO IMAGE SYSTEMS CO., LTD.	Chairman of Nanchang Creative Sensor Technology Co.,Ltd. Chairman of Fuguo Network Broadcasting Co., Ltd. Chairman of Xinben Investment Co., Ltd. Director of Tianda Consulting Co., Ltd. Independent Director of Ji-Haw Industrial, Co., Ltd. Independent Director of ENERGY MOANA TECHNOLOGY CO., LTD. Vice President of Taipei Independent Director Association Vice Chairman of Taiwan Investor Relations Institute Chairman of ESG committee of Chinese Professional Manangement Association of Taipei Consultant of Staits Exchange Foundation Visiting Professor of Graduate Institue for Taiwan Studies of Xiamen University Member of Industrial Development Committee of Tsinghua University	271,214,904	N/A	The Board of Directors of Elitegroup Computer Systems Co., Ltd

Type	Name	Education	Work Experience	Current Position	Shareholdings	Reasons for Nominating an Independent Director who Has Served as Such for Three Consecutive Terms	Nominator
Independent Director	Yin-Shen Chin	Bachelor of Applied Mathematics, National Chiao Tung University	Chairman of Chengan Information Co., Ltd. General Manager of Kiwi Technology Co., Ltd. CEO of Green River Holdings Co., Ltd. Vice President of Foxconn Group D Chairman of Fuhua Capital Transcend Information Co., Ltd. - President of China Vice President of Marketing, Corporate Headquarters, Delta Electronics Co., Ltd. manager Vice President of Luwang Electronics Co., Ltd HP Taiwan Regional Manager Independent Director of Elitegroup Computer Systems Co., Ltd.	None	0	No	The Board of Directors of Elitegroup Computer Systems Co., Ltd
Independent Director	Shih-Chen Jao	MBA, University of Missouri at Columbia BA of Public Finance, Chung Hsing University	Director of Mandarin Airlines Independent Director of Bafang Yunji International Co., Ltd. Independent Director of IBF Financial Holdings Co., Ltd. Independent Director of Amida Technology, Inc. Executive Director of PRJ Partners CO., LTD. Chairman of Taishin Securities and Investment Trust Co., Ltd. President of Taishin Financial Holdings Co., Ltd.	Director of Mandarin Airlines Independent Director of Bafang Yunji International Co., Ltd. Independent Director of IBF Financial Holdings Co., Ltd. Independent Director of Amida Technology, Inc. Executive Director of PRJ Partners CO., LTD.	0	No	The Board of Directors of Elitegroup Computer Systems Co., Ltd

V. Please hold the election.

Election Results:

Other Proposals:

Subject: Proposal to release the Director and the Independent Director from non-competition restrictions (Proposed by the Board of Directors)

Description:

I. According to Paragraph 1, 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. The directors and the independent directors of the Company engage in the same or similar acts for themselves or others that are within the scope of the Company's business. It is proposed for the shareholders' meeting to release the directors and the independent directors from non-competition restrictions from the date they become directors or managers of companies in the same business as the Company.

III. The details of the concurrent positions of current and newly elected directors and independent directors, are shown in the table below.

Position	Name	Concurrent Positions in Other Companies
Tatung Co., Ltd. Representative of Corporate Director	Wkang-Hsiang Wang	Chairman of Tatung Company Chairman of Sun-Yuan Development Corp. Chairman of Shan-Yuan Investment Corp. Chairman of Sun Yuan Venture Capital Corp. Chairman of Lung Hwa Electronics Co., Ltd. Chairman of Trican Biotechnology Co., Ltd. Chairman of Eontronics International Co., Ltd. Chairman of Tatung Forever Energy Co., Ltd. Chairman of Shang Shin Energy Co., Ltd. Chairman of Yau Yang Energy Co., Ltd. Chairman of Ting Shin Energy Co., Ltd. Chairman of Zhi Shin Energy Co., Ltd. Chairman of Tung Shin Energy Co., Ltd. Chairman of Tung Kuang Energy Co., Ltd. Chairman of Chuang Shih Neng Co., Ltd. Chairman of Da Tang Energy Co., Ltd. Chairman of Cinzhi Power Co., Ltd. Director of Tatung Asset Development Company Director of Chih Sheng Realty Co., Ltd. Director of Taipei Industry Company Director of Forward Electronics Co., Ltd. Director of Forward Intelligent Energy Co., Ltd. Director of Shanyuan Co., Ltd. Director of Medbio Biotechnology International Co., Ltd. Director of Shan Mong Development Corp. Director of Julianne Fine Art Ltd. Director of Union Wide Construction Co., Ltd. Director of Hwa-Tsu Contracting Corp. Director of K.K.Media Co., Ltd. Director of Ruby Tech Corporation Director of Ruby Tech Corporation

		Director of Premier Venture Capital Corp. Director of Premier Capital Management Corp. Director of Chief Investment Corp. Director of Kiwi Microsystem, Inc. Director of Kuo-Kuang Motor Transportation Company Ltd. Director of Expert Electronics (Wujiang)Co., Ltd. Director of Qingdao Lian Sheng Industrial Co., Ltd.
Tatung Co., Ltd. Representative of Corporate Director	Ming-Hsing Chen	Independent Director of Group Up Industrial Co., Ltd.
Tatung Co., Ltd. Representative of Corporate Director	Kuan-Ling Lai	Representative of Corporate Director of Tatung System Technologies Inc. Directoe of Metatech (AP) Inc.
Tatung Co., Ltd. Representative of Corporate Director	En-Guo Wang	Chairman of Nanchang Creative Sensor Technology Co.,Ltd. Chairman of Fuguo Network Broadcasting Co., Ltd. Chairman of Xinben Investment Co., Ltd. Director of Tianda Consulting Co., Ltd. Independent Director of Ji-Haw Industrial, Co., Ltd. Independent Director of ENERGY MOANA TECHNOLOGY CO., LTD.
Independent Director:	Yu-Chou Chiao	Independent Director of Biostar Microtech International Corp.
Independent Director:	Shih-Chen Jao	Director of Mandarin Airlines Independent Director of Bafang Yunji International Co., Ltd. Independent Director of IBF Financial Holdings Co., Ltd. Independent Director of Amida Technology, Inc. Executive Director of PRJ Partners CO., LTD.

IV. Please make the resolution.

Resolution:

Extempore Motions

Adjournment

Attachment 1

Business Report of 2024

The electronics industry has undergone significant changes in recent years, with rapid product updates and iterations. Additionally, geopolitical influences have challenged the traditional business model of Taiwan receiving orders and mainland China handling production. The US-China trade conflict has also forced companies to establish production bases outside of China, such as in India, Thailand, and Vietnam, in order to mitigate risks and redistribute resources. In response to this wave of challenges, ECS has swiftly adapted by adjusting its global operations, strategically planning corporate resources, optimizing various operational processes, and improving operational efficiency. This aims to ensure that, despite the large shifts in the international political and economic environment, ECS can maintain its competitive edge.

Trump was re-elected as the U.S. President and implemented his "America First" policy, which brought significant impacts and challenges to global geopolitics and the economic environment. In this critical and challenging moment, ECS actively sought a comprehensive transformation breakthrough. We focused on adjusting our product structure, upgrading equipment, and optimizing our organization to enhance competitiveness and operational efficiency, aiming to secure greater development space for the company's future growth.

Corporate transformation, though full of challenges, is seen as an opportunity for ECS to break through and achieve its transformation. We will continue to implement our business policies and strategies, rationally allocate organizational structures, build a management team that embodies a lean corporate spirit, and carry out a series of transformations such as accelerating product development and optimizing operational processes. Our goal is to become a company that delivers high-quality products, achieves high customer satisfaction, operates more efficiently, and remains more competitive, in order to adapt to the rapidly changing global industry environment.

I.Implementation Results of the Business Plan

In 2024, the company's revenue was about NT$13.663 billion, the consolidated revenue was NT$17.496 billion, the net loss after tax was about NT$90 million, and the loss per share was 0.16 yuan.

Unit：KNTD

Item \ Fiscal Year		2024 (Consolidated)	%	2023 (Consolidated)	%	difference	%
Net sales revenue		17,495,705	100.00	19,741,745	100.00	(2,246,040)	(11.38)
Cost of goods sold		15,573,754	89.01	16,568,980	83.93	(995,226)	(6.01)
Gross profits		1,921,951	10.99	3,172,765	16.07	(1,250,814)	(39.42)
Net income (loss)		(90,526)	(0.52)	1,013,952	5.14	(1,104,478)	(108.93)
Net income attributable to	Owners of the Company	(90,495)	(0.52)	1,013,722	5.14	(1,104,217)	(108.93)
	Non-controlling interest	(31)	(0.00)	230	0.00	(261)	(113.48)

Unit：KNTD

Item \ Fiscal Year	2024 (individual)	%	2023 (individual)	%	difference	%
Net sales revenue	13,663,080	100.00	16,615,493	100.00	(2,952,413)	(17.77)
Cost of goods sold	12,669,582	92.73	14,663,983	88.25	(1,994,401)	(13.60)
Gross profits	993,498	7.27	1,951,510	11.75	(958,012)	(49.09)
Net income (loss)	(90,495)	(0.66)	1,013,722	6.10	(1,104,217)	(108.93)

II.Profitability Analysis

Item \ Fiscal Year	Consolidated		individual	
	2024	2023	2024	2023
Return on assets	-0.23%	4.43%	-0.34%	4.91%
Return on shareholders' equity	-0.76%	8.59%	-0.76%	8.60%
Net margin	-0.52%	5.14%	-0.66%	6.10%
Earnings per share (weighted average)	-0.16	1.82	-0.16	1.82

III.Guideline for Management and Operation Overview

For the year 2024, ECS will focus on (1) building a lean management team, (2) ensuring the quality of all products, and (3) providing high-quality services that satisfy customers. This will be achieved by gradually adjusting the product structure, upgrading production equipment, and optimizing functional departments and human resources, all with the aim of effectively reducing management costs and expenses.

By rationalizing the organizational structure, ECS aims to improve the speed of information flow and decision-making efficiency. At the same time, we will undergo process reengineering across various business functions to reduce time and resource waste, thereby enhancing work efficiency. Additionally, we will strengthen team collaboration by establishing cross-departmental cooperation mechanisms, encouraging effective communication and cooperation between departments, and working together to achieve company goals while improving both external and internal customer satisfaction.

Our management team fully understands the responsibility of ensuring the company's sustainable operations. In 2024, we achieved significant results in corporate governance and ESG initiatives. In the future, we will continue to implement various action plans to ensure steady progress on the path of sustainable development and achieve a positive cycle. Only by persistently providing high-quality products, optimizing resource allocation and processes, and maintaining market competitiveness can we embrace a bright future.

IV.Research Development and Award-winning Achievements

In terms of specialized product development, ECS has reviewed its existing product lines and concentrated resources on developing core products with high technical content and significant market potential. We have deepened our focus on technological research and development, strengthened the professional development of our R&D team, and gained a deeper understanding of customer needs to offer customized products and services, thereby improving customer satisfaction and loyalty. In 2024, we invested approximately NT$1.044 billion in R&D, accounting for 5.97% of our revenue. Additionally, to enhance our competitiveness, we applied for 2 trademarks this year and filed a total of 47 patent applications, including 35 invention patents, 11 utility model patents, and 1 design patent.

ECS has launched a brand-new series of motherboards, mini PCs, and notebooks to meet the diverse needs of home entertainment and business applications. These products feature the latest technologies and designs, enhancing performance and reliability to provide users with an improved experience.

We have launched a new generation of high-performance motherboards, featuring the latest chipset and innovative design architecture, which significantly enhances system performance and has received high praise from both the market and industry. Our continued innovation has made our motherboard product line more comprehensive, catering to the diverse needs of users across various sectors, whether for gaming or commercial applications.

At the same time, our new generation of mini PCs combines high performance with a compact design, equipped with the latest processors and high-speed storage devices, providing users with powerful computing capabilities and versatile application scenarios. In particular, the LIVA mini PC series, designed specifically for smart retail, is widely used in POS systems, self-service kiosks, and digital signage. Whether for home entertainment, office applications, or commercial use, these products are tailored to meet the diverse needs of different users.

In the notebook segment, we have launched several business-grade models that feature a lightweight design, long-lasting batteries, and high-resolution displays, enhancing both portability and user experience. Some models are even equipped with the latest Neural Processing Units (NPUs), offering powerful AI computing capabilities to meet the needs of businesses in areas such as machine learning, data analysis, and intelligent applications.

ECS continues to strengthen its investment in emerging technology fields, such as automotive electronics and low Earth orbit (LEO) satellite communications. Through close collaboration with industry partners, we are committed to developing innovative products and exploring new market opportunities. This helps enhance the company's technological capabilities and market influence, providing customers with more diversified solutions.

In terms of award achievements, the company’s product development results in 2024 were remarkable. The LIVA series products won multiple international awards, with the LIVA_Z5_PLUS receiving several prestigious honors, including the "Silver Award," "Gold Award," "Mini PC of the Year," and "Performance Award." It also earned "Editor’s Choice" and "Best Buy" awards from PC Magazine and Kitguru. In addition, the Venus_IEC-32A_EU_Tethered product won the iF Design Award, showcasing outstanding innovative design and technical strength, highlighting the high recognition of the LIVA series in the global market.

ECS upholds the principles of energy conservation, carbon reduction, and sustainable management, continuously promoting the development of green technology. We have received numerous accolades and recognition in various areas of corporate environmental protection and sustainable operations, fully demonstrating our firm commitment and achievements in environmental protection and social responsibility.

The company’s ESG award records and certifications for 2024 are as follows:

1.1111 Job Bank [2024 Happy Enterprise]

2.[Outstanding Performance (Below 1.6°C)] certification from CommonWealth Magazine's Corporate Carbon Reduction Thermometer survey, achieving the highest level in the 5-tier evaluation of the 1.5°C target.

3.Taiwan Corporate Sustainability Awards - Sustainability Report [Silver Award]

V.Future Prospects

In response to global challenges such as the U.S. President Trump's administration, the trade war, and geopolitical tensions, ECS plans to expand its investment in its manufacturing center in Thailand. This expansion aims to enhance the production capacity of the Thailand facility to meet the growing demand and adjust customer order allocations. ECS's sales strategy covers ODM, IoT, and sales channels, demonstrating a clear and comprehensive plan and vision.

ODM Strategy: ECS will continue to strengthen its ODM (Original Design Manufacturer) business by expanding collaboration with customers, optimizing development processes, and improving cost management. This will comprehensively enhance product competitiveness, focusing on the development of AMD and MoDT (Mobile-on-Desktop) models, as well as providing L10-grade component solutions. By deepening partnerships with customers, ECS will actively expand product lines, such as Non-DT (Non-Desktop) markets, to meet the diverse needs of the market.

IoT Strategy: ECS will enter the commercial DC charging station market and expand its U.S. customer base through strategic alliances with high-quality vendors. At the same time, we will strengthen technical support by providing efficient, one-stop services, including installation, training, and RMA (Return Merchandise Authorization), to enhance customer loyalty.

OEM and Product Strategy: ECS will focus on specialized product development, concentrating on core technology areas and committing to the research and development of high-value-added products. By strengthening the professional capabilities of our R&D team, we will gain deep insights into and accurately understand customer needs, offering tailored solutions to enhance product market competitiveness and brand influence. To ensure product integrity and diversification, we plan to bring in more industry partners to enrich our product lines. We will also optimize R&D processes and resource allocation to shorten new product development cycles and accelerate time-to-market. Moving forward, ECS will also focus on opportunities in the automotive electronics and low Earth orbit satellite markets. By strengthening the integration of business and R&D, we aim to achieve technological innovation and new product development. Additionally, we will focus on high-end application markets, such as new energy vehicles and in-vehicle technologies.

Market and Marketing Strategy: In terms of marketing, we will adopt a more diversified channel strategy and actively expand sales channels. By integrating e-commerce platforms and leveraging advanced digital marketing technologies, we aim to comprehensively enhance product reach, coverage, and brand visibility. At the same time, we will deepen our offline presence, expanding cooperation with distributors and agents to establish strong and mutually beneficial partnerships, achieving broader market coverage.

In addition, by participating in international trade shows and industry events, we will further enhance brand awareness and reputation, ensuring our competitive advantage in the global market. At the same time, we will integrate social media marketing to establish closer interactions with our target audience, while continuously monitoring market trends and flexibly adjusting our marketing strategies to maintain the brand's foresight and competitiveness. While driving business growth, ECS will also actively focus on achieving sustainable development and social responsibility, creating more corporate value and impact for customers, shareholders, and society.

Wkang-Hsiang Wang	**Star Chen**	**Jason Chen**	**Emily Tu**
Chairman of Elitegroup Computer systems	*Vice Chairman of Elitegroup Computer systems*	*GM of Elitegroup Computer systems*	*Accounting Officer of Elitegroup Computer systems*

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared and submitted the Company's 2024 business report, financial statements (including the consolidated financial statements), and earnings distribution proposal, of which the financial statements have been audited by Certified Public Accountants Kuo-Yang Tseng and Chun-Kuang Chen of KPMG in Taiwan, with an audit report issued. The aforementioned business report, financial statements and profit distribution proposal have been reviewed by us, the Audit Committee of the Company. We have not found any inconsistencies with applicable laws in our review of the aforementioned documents. We hereby issue this report in compliance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

2025 Annual Shareholders' Meeting of Elitegroup Computer Systems Co., Ltd.

Convener of the Audit Committee: Yu-Chou Chiao

February 21, 2025

Attachment 3

Remuneration to Ordinary Directors and Independent Directors (Individual Disclosure of Names and Remuneration Items) (Unit: NT$1,000)

Job title	Name	Remuneration to directors: Base compensation (A): The Company	Base compensation (A): All consolidated entities	Retirement pay and pension (B): The Company	Retirement pay and pension (B): All consolidated entities	Director profit-sharing compensation (C): The Company	Director profit-sharing compensation (C): All consolidated entities	Expenses and perquisites (D): The Company	Expenses and perquisites (D): All consolidated entities	Sum of A+B+C+D and ratio to net income: The Company	Sum of A+B+C+D and ratio to net income: All consolidated entities	Remuneration received by directors for concurrent service as an employee: Salary, rewards, and special disbursements (E): The Company	Salary, rewards, and special disbursements (E): All consolidated entities	Retirement pay and pension (F): The Company	Retirement pay and pension (F): All consolidated entities	Employee profit-sharing compensation (G): The Company: Amount in cash	Employee profit-sharing compensation (G): The Company: Amount in stock	Employee profit-sharing compensation (G): All consolidated entities: Amount in cash	Employee profit-sharing compensation (G): All consolidated entities: Amount in stock	Sum of A+B+C+D+E+F+G and ratio to net income: The Company	Sum of A+B+C+D+E+F+G and ratio to net income: All consolidated entities	Remuneration received from investee enterprises other than subsidiaries or from the parent company
Director	Tatung Co., Ltd. Representative: Wkang-Hsiang Wang (Note★1)	0	0	0	0	0	0	0	0	0 0%	0 0%	0	0	0	0	0	0	0	0	0 0%	0 0%	20
Director	Tatung Co., Ltd. Representative: I-Wen Chung (Note★2)	0	0	0	0	0	0	35	35	35 (0.04%)	35 (0.04%)	3,983	3,983	2,000	2,000	0	0	0	0	6,018 (6.65%)	6,018 (6.65%)	0
Director	Tatung Co., Ltd. Representative: Ming-Hsing Chen (Note★5)	4,077	4,077	0	0	0	0	20	20	4,097 (4.53%)	4,097 (4.53%)	0	0	0	0	0	0	0	0	4,097 (4.53%)	4,097 (4.53%)	0
Director	Tatung Co., Ltd. Representative: Kuan-Ling Lai (Note★3)	551	551	0	0	0	0	55	55	606 (0.67%)	606 (0.67%)	0	0	0	0	0	0	0	0	606 (0.67%)	606 (0.67%)	0
Director	Tatung Co., Ltd. Representative: Ming-Cheng Wang (Note★3、5)	307	307	0	0	0	0	35	35	342 (0.38%)	342 (0.38%)	0	0	0	0	0	0	0	0	342 (0.38%)	342 (0.38%)	0
Director	Tatung Co., Ltd. Representative: Hung-Hsin Lin (Note 註★3)	21	21	0	0	0	0	0	0	21 (0.02%)	21 (0.02%)	0	0	0	0	0	0	0	0	21 (0.02%)	21 (0.02%)	0

Job title	Name	Remuneration to directors								Sum of A+B+C+D and ratio to net income		Remuneration received by directors for concurrent service as an employee								Sum of A+B+C+D+E+F+G and ratio to net income		Remuneration received from investee enterprises other than subsidiaries or from the parent company
		Base compensation (A)		Retirement pay and pension (B)		Director profit-sharing compensation (C)		Expenses and perquisites (D)				Salary, rewards, and special disbursements (E)		Retirement pay and pension (F)		Employee profit-sharing compensation (G)						
																The Company		All consolidated entities				
		The Company	All consolidated entities	The Company	All consolidated entities	The Company	All consolidated entities	The Company	All consolidated entities	The Company	All consolidated entities	The Company	All consolidated entities	The Company	All consolidated entities	Amount in cash	Amount in stock	Amount in cash	Amount in stock	The Company	All consolidated entities	
Independent Director	Chin-Te Li(Note★3)	621	621	0	0	0	0	60	60	681 (0.75%)	681 (0.75%)	0	0	0	0	0	0	0	0	681 (0.75%)	681 (0.75%)	0
	Yu-Chou Chiao(Note★3)	621	621	0	0	0	0	60	60	681 (0.75%)	681 (0.75%)	0	0	0	0	0	0	0	0	681 (0.75%)	681 (0.75%)	0
	Wen-Hsiung Chan	635	635	0	0	0	0	50	50	685 (0.76%)	685 (0.76%)	0	0	0	0	0	0	0	0	685 (0.76%)	685 (0.76%)	0
	Ming-Hsing Chen (Note★3、4)	384	384	0	0	0	0	40	40	424 (0.47%)	424 (0.47%)	0	0	0	0	0	0	0	0	424 (0.47%)	424 (0.47%)	0
	Maw-In Tsai(Note★3)	35	35	0	0	0	0	0	0	35 (0.04%)	35 (0.04%)	0	0	0	0	0	0	0	0	35 (0.04%)	35 (0.04%)	0
	Yin-Shen Chin(Note★3)	35	35	0	0	0	0	0	0	35 (0.04%)	35 (0.04%)	0	0	0	0	0	0	0	0	35 (0.04%)	35 (0.04%)	0

1. Please describe the policy, system, standards and structure in place for paying remuneration to directors and describe the relationship of factors such as the duties and risks undertaken and time invested by the directors to the amount of remuneration paid.：According to Article 13-2 of our company's Articles of Incorporation, the remunerations of the directors of the Company shall be agreed upon by the Board of Directors according to the degree of their participation in the operation of the Company and the value of their contributions to the Company, as well as the usual standards of the industry.
2. In addition to what is disclosed in the above table, please specify the amount of remuneration received by directors in the most recent fiscal year for providing services (e.g., for serving as a non-employee consultant to the parent company /any consolidated entities / invested enterprises): None.

Note★1：Tatung Co., Ltd. Representative, Chairman, Wkang-Hsiang Wang took office on August 28, 2024.

Note★2：Tatung Co., Ltd. Representative, Chairman, I-Wen Chung resigned on August 8, 2024.

Note★3：On January 11, 2024, the Company re-elected all directors in advance, amoung which Director Hung-Hsin Lin, Independent Directors Maw-In Tsai, Yin-Shen Chin retired. Directors Ming-Cheng Wang, Kuan-Ling Lai, and Independent Directors Chin-Te Li, Ming-Hsing Chen, Yu-Chou Chiao were newly elected.

Note★4：Independent Director Ming-Hsing Chen resigned on August 28, 2024.

Note★5：Tatung Co., Ltd. Representative, Ming-Cheng Wang, resigned on August 30, 2024, with Ming-Hsing Chen taking office on the same day.

Attachment 4

ELITEGROUP COMPUTER SYSTEMS CO., LTD.
Report on the transaction between related parties for 2024

According to the company's regulations on financial and business operations between related parties, the company's the acquisition or disposal of real property or right-of-use assets thereof from or to a related party are as follows.

Name and nature of the underlying asset	(1)No. 700/50,52,54, Moo 6, T. Nongmaidang, A. Muang, Chonburi Province, Factory B1_1Fl., total area 5,000 sq.m. (2)No. 700/50,52,54, Moo 6, T. Nongmaidang, A. Muang, Chonburi Province, Factory B1_1Fl., area 2,293 sq.m. and Chemical storage room area 60.00 sq.m. total area 7,353 sq.m.
Date of the board of directors resolution	2024/12/20
Transaction unit amount, unit price, and total transaction price	(1)Transaction unit amount: 7,353 square meters (2)Total transaction price: around THB 39,127,361for right-of-use assets.(exclusive of tax)
Trading counterparty and its relationship with the Company	(1)Trading counterparty:Tatung (Thailand) Co., Ltd. (2)Its relationship with the Company: Eiltegroup Technology (Thailand) Co., Ltd.is the related party company of ECS Industrial Computer Co., Ltd.
Concrete purpose or use of the acquisition	Made in our company's factory and used in offices.
Reasons for selecting related parties as transaction objects	It has significant advantages in terms of geographical location, functional support and cooperation stability.
Terms of delivery or payment (including payment period and monetary amount), restrictive covenants in the contract, and other important terms and conditions	(1) Payment term: According to the lease contract (2)Rental period: From 2025/01/01 to 2027/12/31,3 years. (3)Monetary amount: The monthly rent is THB1,179,420 (tax excluded) (4)Restrictive covenants in the contract:The landlord shall not terminate the lease in advance without the agreement of both parties
The manner of deciding on this transaction (such as invitation to tender, price comparison, or price negotiation), the reference basis for the decision on price, and the decision-making unit	(1)The manner of deciding on this transaction:price negotiation (2)The reference basis for the decision on price: refer to the real estate valuation report (3)The decision-making unit: The board of directors.
Name of the professional appraisal firm or company and its appraisal price	(1)Name of the professional appraisal firm or company: CHENG ZHENG CROSS-STRAIT REAL ESTATE APPRAISERS FIRM (2)Its appraisal price: Valuation amount of right-of-use assets: THB$39,127,361 (tax excluded)

Attachment 5

Independent Auditors' Report

To the Board of Directors of Elitegroup Computer Systems Co., Ltd.:

Opinion

We have audited the financial statements of Elitegroup Computer Systems Co., Ltd. ("the Company"), which comprise the balance sheets as of December 31, 2024 and 2023, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the Company for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

   For the accounting policy on revenue recognition, please refer to Note 4(q) and 6(y).

   Description of key audit matter:

   The Company's sales transactions are mainly made by directly shipping the final products to the customers from the manufacturing plants in mainland China or sold through sales centers in various places. The Company's sales of goods are in accordance with the requirements of IFRS 15, wherein revenue is recognized when the customer obtains control of the goods. The Company evaluates the delivery terms stipulated in individual sales contracts to determine the appropriate time for revenue recognition. For the sales of goods to different customers, its control may be transferred at different points in time, which might cause revenues to be recognized in the wrong period for the sales realized close to the cutoff date of the period end. Therefore, we recognized the assessment of adequacy of the timing of sales recognition as one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included: understanding the controls over sales and collection and testing the effectiveness of relevant controls; performing test of details for revenue, sampling and inspecting the orders, shipping documents, invoices, records of accounts receivable, and collection, to evaluate the appropriateness of revenue recognition; sampling and inspecting the documents of sales within certain periods before and after the balance sheet date to evaluate whether the timing of revenue recognition is appropriate.

Other Matter

As of and for the years ended December 31, 2024 and 2023, we did not audit the financial statements of certain equity-accounted investees. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for those equity-accounted investees, is based solely on the reports of other auditors. As of December 31, 2024 and 2023, the investments accounted for using the equity method of the above-mentioned subsidiaries constituted 10% and 6% of total assets, respectively, and the related share of profit of associates and joint ventures accounted for using the equity method of the above-mentioned subsidiaries constituted 69% and (2)% of total profit before tax for the years then ended, respectively.

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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Tseng, Kuo-Yang and Chen, Chun-Kuang.

KPMG

Taipei, Taiwan (Republic of China)
February 21, 2025

Notes to Readers

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

The auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

ELITEGROUP COMPUTER SYSTEMS CO., LTD.

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
	Assets	**Amount**	**%**	**Amount**	**%**
	Current assets:				
1100	Cash and cash equivalents (Note 6(a))	$ 1,566,108	8	3,248,861	16
1110	Financial assets at fair value through profit or loss－current (Note 6(b))	796,046	4	1,889,689	9
1136	Financial assets at amortized cost, net－current (Notes 6(d) and 8)	1,652,055	8	3,501,695	17
1150	Notes receivable, net (Notes 6(e) and (y))	-	-	21	-
1170	Accounts receivable, net (Notes 6(e) and (y))	1,595,087	8	1,250,588	6
1180	Accounts receivable－related parties (Notes 6(e), (y) and 7)	112,901	-	329,130	1
1206	Other receivables (Note 6(f))	27,867	-	328,526	2
1210	Other receivables－related parties (Notes 6(f) and 7)	728,372	4	676,016	3
130X	Inventories (Note 6(g))	698,694	3	635,378	3
1410	Prepayments (Note 7)	50,138	-	46,990	-
1461	Non-current assets classified as held for sale (Note 6(i))	335,898	2	366,268	2
1476	Other current financial assets (Note 6(ab))	-	-	200,400	1
1479	Other current assets	8,845	-	19,542	-
		7,572,011	37	12,493,104	60
	Non-current assets:				
1510	Financial assets at fair value through profit or loss－non-current (Note 6(b))	61,474	-	61,476	-
1517	Financial assets at fair value through other comprehensive income－non-current (Note 6(c))	4,206,739	21	172,510	1
1550	Investment accounted for using the equity method (Note 6(j))	5,977,494	29	5,603,909	27
1600	Property, plant and equipment (Note 6(k))	304,488	2	182,442	1
1755	Right-of-use assets (Notes 6(l) and 7)	545,312	3	609,053	3
1760	Investment property, net (Note 6(m))	212,925	1	220,009	1
1805	Goodwill (Note 6(n))	386,205	2	386,205	2
1821	Other intangible assets (Note 6(n))	5,561	-	8,741	-
1840	Deferred tax assets (Note 6(v))	869,444	4	901,404	4
1915	Prepayments for equipment	-	-	159	-
1920	Refundable deposits (Note 7)	15,393	-	14,840	-
1975	Net defined benefit asset, non-current (Note 6(u))	189,629	1	164,109	1
1990	Other non-current assets	195	-	7,984	-
		12,774,859	63	8,332,841	40
	Total assets	**$ 20,346,870**	**100**	**20,825,945**	**100**

		December 31, 2024		December 31, 2023	
	Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
	Current liabilities:				
2100	Short-term borrowings (Note 6(o))	$ 527,850	3	-	-
2170	Accounts payable (Note 6(p))	770,398	4	631,585	3
2180	Accounts payable－related parties (Notes 6(p) and 7)	666,724	3	966,604	4
2200	Other payables (Notes 6(q) and 7)	548,466	3	778,286	4
2230	Current tax liabilities	149,304	1	268,595	1
2250	Provisions－current (Note 6(s))	186,848	1	159,642	1
2280	Lease liabilities－current (Notes 6(r) and 7)	61,708	-	61,551	-
2310	Other advance receipts (Notes 6(h) and (q))	3,677,260	17	3,677,260	18
2399	Other current liabilities (Notes 6(q), (y) and 7)	1,057,068	5	1,258,431	6
		7,645,626	37	7,801,954	37
	Non-Current liabilities:				
2570	Deferred tax liabilities (Note 6(v))	418,167	2	382,684	2
2580	Lease liabilities－non-current (Notes 6(r) and 7)	534,423	3	595,456	3
2645	Guarantee deposits received	2,460	-	2,460	-
		955,050	5	980,600	5
	Total liabilities	8,600,676	42	8,782,554	42
	Equity (Note 6(w)):				
3100	Share capital	5,574,030	27	5,574,030	27
3200	Capital surplus	5,437,323	27	5,437,323	26
	Retained earnings:				
3310	Legal reserve	236,014	1	134,693	1
3320	Special reserve	757,960	4	319,468	1
3350	Unappropriated retained earnings	234,629	1	1,389,422	7
		1,228,603	6	1,843,583	9
3400	Other equity	(493,762)	(2)	(811,545)	(4)
	Total equity	11,746,194	58	12,043,391	58
	Total liabilities and equity	**$ 20,346,870**	**100**	**20,825,945**	**100**

See accompanying notes to parent company only financial statements.

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

ELITEGROUP COMPUTER SYSTEMS CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
4000	**Operating revenue (Notes 6(y) and 7)**	$ 13,663,080	100	16,615,493	100
5000	**Operating costs (Notes 6(g) and 7)**	12,668,800	93	14,669,708	88
5910	Less:Unrealized (realized) profit (loss) from sales	782	-	(5,725)	-
5950	**Gross profit from operations**	993,498	7	1,951,510	12
6000	**Operating expenses (Notes 6(e), (r), (u), (z) and 7):**				
6100	Selling expenses	261,388	1	202,605	1
6200	Administrative expenses	482,401	4	627,006	4
6300	Research and development expenses	685,540	5	822,946	5
	Total operating expenses	1,429,329	10	1,652,557	10
6900	**Net operating (loss) income**	(435,831)	(3)	298,953	2
	Non-operating income and expenses (Note 6(aa)):				
7100	Interest income (Note 7)	92,630	-	212,320	1
7010	Other income (Note 7)	108,392	1	178,380	1
7020	Other gains and losses, net (Note 6(m))	142,461	1	345,380	2
7050	Finance costs (Notes 6(r) and 7)	(26,794)	-	(4,221)	-
7070	Shares of profit of associates and joint ventures accounted for using the equity method	23,587	-	174,201	1
		340,276	2	906,060	5
7900	**(Loss) income before tax**	(95,555)	(1)	1,205,013	7
7950	Less: Income tax (benefit) expenses (Note 6(v))	(5,060)	-	191,291	1
8200	**Net (loss) income**	(90,495)	(1)	1,013,722	6
8300	**Other comprehensive income (loss):**				
8310	**Components of other comprehensive income (loss) that will not be reclassified to profit or loss**				
8311	Gains (losses) on remeasurements of defined benefit plans	38,016	-	(35)	-
8316	Unrealized losses from investments in equity instruments measured at fair value through other comprehensive income	34,316	-	(7,490)	-
8331	Share of other comprehensive income (loss) of subsidiaries accounted for using the equity method remeasurements of defined benefit plans	2,504	-	(477)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	7,602	-	(7)	-
		67,234	-	(7,995)	-
8360	**Components of other comprehensive income (loss) that will not be reclassified to profit or loss**				
8361	Exchange differences on translation of foreign financial statements	356,018	2	(62,501)	-
8365	Equity related to non-current assets (or disposal groups) classified as held for sale	(1,683)	-	(5,995)	-
8399	Income tax related to components of other comprehensive income (loss) that will be reclassified to profit or loss	70,868	-	(13,700)	-
	Components of other comprehensive income (loss) that will be reclassified to profit or loss	283,467	2	(54,796)	-
8300	**Other comprehensive income (loss), net of taxes**	350,701	2	(62,791)	-
8500	**Total comprehensive income**	**$ 260,206**	**1**	**950,931**	**6**
	(Loss) earnings per share (expressed in dollars) (Note 6(x))				
9750	**Basic (loss) earnings per share**	**$**	**(0.16)**		**1.82**
9850	**Diluted (loss) earnings per share**	**$**	**(0.16)**		**1.80**

See accompanying notes to parent company only financial statements.

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

ELITEGROUP COMPUTER SYSTEMS CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

			Retained earnings						
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Equity Directly Associated with Disposal Groups Held-for-Sale	Total equity
Balance at January 1, 2023	$ 5,574,030	5,437,323	43,346	319,468	913,474	(749,259)	-	-	11,538,382
Profit	-	-	-	-	1,013,722	-	-	-	1,013,722
Other comprehensive income	-	-	-	-	(505)	(50,000)	(7,490)	(4,796)	(62,791)
Total comprehensive income	-	-	-	-	1,013,217	(50,000)	(7,490)	(4,796)	950,931
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	91,347	-	(91,347)	-	-	-	-
Cash dividends	-	-	-	-	(445,922)	-	-	-	(445,922)
Reclassification to assets held for sale	-	-	-	-	-	57,779	-	(57,779)	-
Balance at December 31, 2023	5,574,030	5,437,323	134,693	319,468	1,389,422	(741,480)	(7,490)	(62,575)	12,043,391
Net loss	-	-	-	-	(90,495)	-	-	-	(90,495)
Other comprehensive income (loss)	-	-	-	-	32,918	284,814	34,316	(1,347)	350,701
Total comprehensive income	-	-	-	-	(57,577)	284,814	34,316	(1,347)	260,206
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	101,321	-	(101,321)	-	-	-	-
Special reserve appropriated	-	-	-	438,492	(438,492)	-	-	-	-
Cash dividends	-	-	-	-	(557,403)	-	-	-	(557,403)
Reclassification to assets held for sale	-	-	-	-	-	(123,011)	-	123,011	-
Balance at December 31, 2024	**$ 5,574,030**	**5,437,323**	**236,014**	**757,960**	**234,629**	**(579,677)**	**26,826**	**59,089**	**11,746,194**

See accompanying notes to parent company only financial statements.

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

ELITEGROUP COMPUTER SYSTEMS CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2024	2023
Cash flows from operating activities:		
(Loss) income before tax	$ (95,555)	1,205,013
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	120,234	168,267
Amortization expenses	4,380	5,464
Expected credit losses	6,513	9,358
Net gain on financial assets or liabilities at fair value through profit or loss	(38,164)	(51,508)
Interest expense	26,794	4,221
Interest income	(92,630)	(212,320)
Share of profit of associates and joint ventures accounted for using the equity method	(23,587)	(174,201)
Gain on disposal of investment properties	-	(336,938)
Unrealized (realized) gross profit on transactions with subsidiaries	782	(5,725)
Unrealized foreign exchange gain	(28,515)	(68,498)
Loss (gain) on lease modifications	245	(1,551)
Total adjustments to reconcile profit (loss)	(23,948)	(663,431)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in financial assets at fair value through profit or loss	1,131,809	(813,212)
Decrease (increase) in notes receivable	21	(21)
Decrease in accounts receivable	112,397	1,584,054
Increase in other receivables	(28,744)	(12,742)
(Increase) decrease in inventories	(63,316)	553,509
Decrease (increase) in prepayments	4,769	(8,967)
Dncrease (increase) in other current assets	10,697	(7,127)
Decrease (increase) in net defined benefit assets	12,496	(2,288)
Total changes in operating assets	1,180,129	1,293,206
Changes in operating liabilities:		
Decrease in accounts payable	(330,438)	(345,203)
Decrease in other payables	(219,352)	(260,135)
Increase (decrease) in provisions	27,206	(25,154)
Decrease in other current liabilities	(252,529)	(14,433)
Total changes in operating liabilities	(775,113)	(644,925)
Total changes in operating assets and liabilities	405,016	648,281
Total adjustments	381,068	(15,150)
Cash inflow generated from operations	285,513	1,189,863
Interest received	97,573	225,514
Interest paid	(26,052)	(4,221)
Income taxes paid	(134,706)	(292,912)
Net cash flows provided by operating activities	222,328	1,118,244

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

ELITEGROUP COMPUTER SYSTEMS CO., LTD.

Statements of Cash Flows (CONT'D)

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(3,999,913)	(180,000)
Acquisition of financial assets at amortized cost	(6,891,365)	(16,384,199)
Proceeds from disposal of financial assets at amortized cost	8,750,690	16,689,852
Acquisition of investments accounted for using the equity method	(543,755)	(583,860)
Acquisition of property, plant and equipment	(186,716)	(101,371)
Proceeds from disposal of property, plant and equipment	155	-
Increase in refundable deposits	(145)	(14,833)
Decrease in refundable deposits	200,400	-
Acquisition of intangible assets	(1,200)	(11,675)
Proceeds from disposal of intangible assets	-	1,880
Acquisition of right-of-use assets	-	(4,641)
Acquisition of investment properties	-	(413)
Proceeds from disposal of investment properties	280,000	278,959
Decrease (increase) in other non-current assets	(127)	3,796
Increase in prepayments for equipment	-	(159)
Dividends received	101,014	-
Net cash flows used in investing activities	(2,290,962)	(306,664)
Cash flows from financing activities:		
Increase in short-term loans	1,380,130	304,950
Decrease in short-term loans	(856,755)	(304,950)
Decrease in guarantee deposits received	-	(1,567)
Payments of lease liabilities	(61,141)	(199,948)
Cash dividends paid	(557,403)	(445,922)
Refund of shares of capital reduction of subsidiaries	481,050	-
Net cash flows from (used in) financing activities	385,881	(647,437)
Net (decrease) increase in cash and cash equivalents	(1,682,753)	164,143
Cash and cash equivalents at the beginning of period	3,248,861	3,084,718
Cash and cash equivalents at the end of period	$ **1,566,108**	**3,248,861**

See accompanying notes to parent company only financial statements.

Independent Auditors' Report

To the Board of Directors of Elitegroup Computer Systems Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Elitegroup Computer Systems Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Group for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements, as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

   For the accounting policy on revenue recognition, please refer to Note 4(q) and 6(x).

   Description of key audit matter:

   The Group’s sales transactions are mainly made by directly shipping the final products to the customers from the manufacturing plants in mainland China or sold through sales centers in various places. The Group's sales of goods are in accordance with the requirements of IFRS 15, wherein revenue is recognized when the customer obtains control of the goods. The Group evaluates the delivery terms stipulated in individual sales contracts to determine the appropriate time for revenue recognition. For the sales of goods to different customers, its control may be transferred at different points in time, which might cause revenues to be recognized in the wrong period for the sales realized close to the cutoff date of the period end. Therefore, we recognized the assessment of adequacy of the timing of sales recognition as one of our key audit matters.

   How the matter addressed in our audit:

   Our principal audit procedures included: understanding the controls over sales and collection and testing the effectiveness of relevant controls; performing test of details for revenue, sampling and inspecting the orders, shipping documents, invoices, records of accounts receivable, and collection, to evaluate the appropriateness of revenue recognition; sampling and inspecting the documents of sales within certain periods before and after the balance sheet date to evaluate whether the timing of revenue recognition is appropriate.

Other Matter

As of and for the years ended December 31, 2024 and 2023, we did not audit the financial statements of certain subsidiaries of the Group. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for those subsidiaries, is based solely on the reports of other auditors. As of December 31, 2024 and 2023, the financial statements of those subsidiaries reflect total assets constituting 9% and 6% of consolidated total assets, respectively, and the total operating revenues constituting 4% both of consolidated total operating revenues for the years then ended.

Elitegroup Computer Systems Co., Ltd. has prepared its parent–company–only financial statements as of and for the year ended December 31, 2024, on which we have issued an unmodified opinion with other matter paragraphs.

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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group’s financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors’ report are Tseng, Kuo-Yang and Chen, Chun-Kuang.

KPMG

Taipei, Taiwan (Republic of China)
February 21, 2025

Notes to Readers

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

The auditors’ report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors’ report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

ELITEGROUP COMPUTER SYSTEMS CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
	Assets	**Amount**	**%**	**Amount**	**%**
	Current assets:				
1100	Cash and cash equivalents (Note 6(a))	$ 4,311,823	18	5,611,210	24
1110	Financial assets at fair value through profit or loss－current (Note 6(b))	1,480,573	6	2,474,684	11
1136	Financial assets at amortized cost, net－current (Notes 6(d) and 8)	2,329,236	10	3,776,422	16
1150	Notes receivable, net (Notes 6(e) and (x))	-	-	21	-
1170	Accounts receivable, net (Notes 6(e) and (x))	2,616,109	11	2,232,139	10
1180	Accounts receivable－related parties (Notes 6(e), (x) and 7)	24,132	-	35,182	-
1200	Other receivables (Notes 6(f) and 7)	104,268	1	385,490	2
130X	Inventories (Note 6(g))	1,988,866	8	1,868,805	8
1410	Prepayments (Note 7)	100,469	1	107,868	-
1460	Disposal groups held for sale, net (Note 6(i))	314,147	2	349,055	2
1476	Other current financial assets (Note 8)	69,602	-	200,400	1
1479	Other current assets	67,319	-	80,150	-
		13,406,544	57	17,121,426	74
	Non-current assets:				
1510	Financial assets at fair value through profit or loss－non-current (Note 6(b))	61,474	-	61,476	-
1517	Financial assets at fair value through other comprehensive income－non-current (Note 6(c))	4,206,739	18	172,510	1
1535	Non-current financial assets at amortized cost, net (Notes 6(d) and 8)	592,907	3	606,930	3
1600	Property, plant and equipment (Note 6(j))	2,377,574	10	2,002,038	9
1755	Right-of-use assets (Notes 6(k) and 7)	923,779	4	1,007,598	4
1760	Investment property, net (Note 6(l))	165,676	-	167,509	1
1805	Goodwill (Note 6(m))	623,191	3	608,678	3
1821	Other intangible assets (Note 6(m))	8,630	-	14,378	-
1840	Deferred tax assets	985,760	4	966,353	4
1915	Prepayments for equipment	19,640	-	12,034	-
1920	Refundable deposits	25,607	-	25,225	-
1937	Overdue receivables (Note 6(f))	32,785	-	30,705	-
1975	Net defined benefit asset, non-current (Note 6(t))	227,025	1	183,692	1
1990	Other non-current assets	16,052	-	31,979	-
		10,266,839	43	5,891,105	26
	Total assets	**$ 23,673,383**	**100**	**23,012,531**	**100**

		December 31, 2024		December 31, 2023	
	Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
	Current liabilities:				
2100	Short-term borrowings (Note 6(n))	$ 1,006,736	4	173,409	1
2150	Notes payable	457,752	2	441,377	2
2170	Accounts payable (Note 6(o))	2,566,573	11	2,368,624	10
2200	Other payables (Notes 6(p) and 7)	1,062,037	4	1,203,837	5
2230	Current tax liabilities	155,154	1	300,037	1
2250	Provisions－current (Note 6(r))	186,848	1	175,904	1
2260	Liabilities directly associated with disposal groups held for sale (Note 6(i))	442	-	4,912	-
2280	Lease liabilities－current (Notes 6(q) and 7)	76,218	-	90,430	1
2310	Other advance receipts (Notes 6(h), (i) and (p))	4,144,008	18	3,677,260	16
2399	Other current liabilities (Notes 6(p) and (x))	1,209,725	5	1,428,118	6
		10,865,493	46	9,863,908	43
	Non-Current liabilities:				
2570	Deferred tax liabilities (Note 6(u))	454,012	2	417,224	2
2580	Lease liabilities－non-current (Notes 6(q) and 7)	543,282	2	613,247	3
2630	Long-term deferred revenue (Note 6(p))	18,217	-	25,852	-
2640	Defined benefit liabilities, net	2,229	-	1,837	-
2645	Guarantee deposits received	33,531	-	37,274	-
		1,051,271	4	1,095,434	5
	Total liabilities	11,916,764	50	10,959,342	48
	Equity attributable to owners of the Company (Note 6(v)):				
3100	Share capital	5,574,030	24	5,574,030	24
3200	Capital surplus	5,437,323	23	5,437,323	24
	Retained earnings:				
3310	Legal reserve	236,014	1	134,693	1
3320	Special reserve	757,960	3	319,468	1
3350	Unappropriated retained earnings	234,629	1	1,389,422	6
		1,228,603	5	1,843,583	8
3400	Other equity	(493,762)	(2)	(811,545)	(4)
	Total equity attributable to owners of the Company:	11,746,194	50	12,043,391	52
36XX	Non-controlling interests	10,425	-	9,798	-
	Total equity	11,756,619	50	12,053,189	52
	Total liabilities and equity	**$ 23,673,383**	**100**	**23,012,531**	**100**

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

ELITEGROUP COMPUTER SYSTEMS CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
4000	**Operating revenue (Notes 6(x) and 7)**	$ 17,495,705	100	19,741,745	100
5000	**Operating costs (Notes 6(g) and 7)**	15,573,754	89	16,568,980	84
5950	**Gross profit from operations**	1,921,951	11	3,172,765	16
6000	**Operating expenses (Notes 6(e), (q), (t), (y) and 7):**				
6100	Selling expenses	494,844	3	435,442	2
6200	Administrative expenses	898,560	5	1,069,070	5
6300	Research and development expenses	1,044,641	6	1,084,708	6
	Total operating expenses	2,438,045	14	2,589,220	13
6900	**Net operating (loss) income**	(516,094)	(3)	583,545	3
	Non-operating income and expenses (Note 6(z)):				
7100	Interest income (Note 7)	213,671	1	311,735	1
7010	Other income (Note 7)	134,481	1	180,845	1
7020	Other gains and losses, net (Note 6(l))	169,024	1	228,107	1
7050	Finance costs (Notes 6(q) and 7)	(45,968)	-	(18,848)	-
		471,208	3	701,839	3
7900	**(Loss) income before tax**	(44,886)	-	1,285,384	6
7950	Less: Income tax expenses (Note 6(u))	45,640	-	271,432	1
8200	**Net (loss) income**	(90,526)	-	1,013,952	5
8300	**Other comprehensive income (loss):**				
8310	**Components of other comprehensive income (loss) that will not be reclassified to profit or loss**				
8311	Gains (losses) on remeasurements of defined benefit plans	41,147	-	(630)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	34,316	-	(7,490)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	8,229	-	(125)	-
		67,234	-	(7,995)	-
8360	**Components of other comprehensive income (loss) that will be reclassified to profit or loss**				
8361	Exchange differences on translation of foreign financial statements	356,676	2	(62,531)	-
8365	Equity related to non-current assets (or disposal groups) classified as held for sale	(1,683)	-	(5,995)	-
8399	Income tax related to components of other comprehensive income (loss) that will be reclassified to profit or loss	70,868	-	(13,700)	-
		284,125	2	(54,826)	-
8300	**Other comprehensive income (loss), net of taxes**	351,359	2	(62,821)	-
8500	**Total comprehensive income**	**$ 260,833**	**2**	**951,131**	**5**
	(Loss) profit , attributable to:				
8610	(Loss) profit, attributable to owners of parent	$ (90,495)	-	1,013,722	5
8620	(Loss) profit, attributable to non-controlling interests	(31)	-	230	-
		$ (90,526)	**-**	**1,013,952**	**5**
	Comprehensive income attributable to:				
8710	Comprehensive income, attributable to owners of parent	$ 260,206	2	950,931	5
8720	Comprehensive income, attributable to non-controlling interests	627	-	200	-
		$ 260,833	**2**	**951,131**	**5**
	(Loss) earnings per share (expressed in dollars) (Note 6(w))				
9750	**Basic (loss) earnings per share**	**$ (0.16)**		**1.82**	
9850	**Diluted (loss) earnings per share**	**$ (0.16)**		**1.80**	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

ELITEGROUP COMPUTER SYSTEMS CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent										
			Retained earnings								
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Equity Directly Associated with Disposal Groups Held-for-Sale	Total equity attributable to owners of parent	Non-controlling interests	Total equity
Balance at January 1, 2023	$ 5,574,030	5,437,323	43,346	319,468	913,474	(749,259)	-	-	11,538,382	9,194	11,547,576
Profit	-	-	-	-	1,013,722	-	-	-	1,013,722	230	1,013,952
Other comprehensive income	-	-	-	-	(505)	(50,000)	(7,490)	(4,796)	(62,791)	(30)	(62,821)
Total comprehensive income	-	-	-	-	1,013,217	(50,000)	(7,490)	(4,796)	950,931	200	951,131
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	91,347	-	(91,347)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(445,922)	-	-	-	(445,922)	-	(445,922)
Reclassification of assets held for sale	-	-	-	-	-	57,779	-	(57,779)	-	-	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	404	404
Balance at December 31, 2023	5,574,030	5,437,323	134,693	319,468	1,389,422	(741,480)	(7,490)	(62,575)	12,043,391	9,798	12,053,189
Net loss	-	-	-	-	(90,495)	-	-	-	(90,495)	(31)	(90,526)
Other comprehensive income (loss)	-	-	-	-	32,918	284,814	34,316	(1,347)	350,701	658	351,359
Total comprehensive income	-	-	-	-	(57,577)	284,814	34,316	(1,347)	260,206	627	260,833
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	101,321	-	(101,321)	-	-	-	-	-	-
Special reserve appropriated	-	-	-	438,492	(438,492)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(557,403)	-	-	-	(557,403)	-	(557,403)
Reclassification of assets held for sale	-	-	-	-	-	(123,011)	-	123,011	-	-	-
Balance at December 31, 2024	**$ 5,574,030**	**5,437,323**	**236,014**	**757,960**	**234,629**	**(579,677)**	**26,826**	**59,089**	**11,746,194**	**10,425**	**11,756,619**

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

ELITEGROUP COMPUTER SYSTEMS CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2024	2023
Cash flows from (used in) operating activities:		
(Loss) income before tax	$ (44,886)	1,285,384
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	491,169	565,562
Amortization expense	38,833	52,373
Expected credit losses	4,438	11,320
Net gain on financial assets or liabilities at fair value through profit or loss	(56,394)	(59,278)
Interest expense	45,968	18,848
Interest income	(213,671)	(311,735)
Loss on disposal of property, plant and equipment	32,075	101,518
Gain on disposal of investment properties	-	(336,938)
Unrealized foreign exchange gain	(48,271)	(42,582)
Reversal of long-term deferred revenue	(7,635)	(7,635)
Loss (gain) on lease modifications	245	(1,551)
Total adjustments to reconcile profit (loss)	286,757	(10,098)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Disposal (acquisition) of financial assets at fair value through profit or loss	1,137,209	(1,424,434)
Decrease (increase) in notes receivable	21	(21)
(Increase) decrease in accounts receivable	(204,881)	1,504,860
Decrease (increase) in other receivables	40,123	(24,099)
(Increase) decrease in inventories	(128,718)	1,505,736
Decrease (increase) in prepayments	2,497	(8,916)
Decrease in other current assets	15,554	18,290
Increase in net defind benefit assets	(2,186)	(2,582)
Total changes in operating assets	859,619	1,568,834
Changes in operating liabilities:		
Increase in notes payable	16,375	441,377
Increase (decrease) in accounts payable	72,237	(1,253,541)
Decrease in other payables	(117,650)	(226,786)
Decrease in provisions	10,944	(12,167)
Decrease in other current liabilities	(218,596)	(25,156)
Total changes in operating liabilities	(236,690)	(1,076,273)
Total changes in operating assets and liabilities	622,929	492,561
Total adjustments	909,686	482,463
Cash inflow generated from operations	864,800	1,767,847
Interest received	198,313	315,697
Interest paid	(40,204)	(20,716)
Income taxes paid	(242,343)	(336,909)
Net cash flows provided by operating activities	780,566	1,725,919

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

ELITEGROUP COMPUTER SYSTEMS CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows (CONT'D)

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2024	2023
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(3,999,913)	(180,000)
Acquisition of financial assets at amortized cost	(11,566,762)	(18,857,205)
Proceeds from disposal of financial assets at amortized cost	13,089,464	18,604,133
Acquisition of property, plant and equipment	(742,816)	(170,612)
Proceeds from disposal of property, plant and equipment	71,411	1,977
Increase in other advance receipts	466,748	-
Increase in refundable deposits	(445,595)	(17,339)
Decrease in refundable deposits	578,265	315
Acquisition of intangible assets	(1,851)	(19,079)
Acquisition of right-of-use assets	-	(4,641)
Acquisition of investment properties	-	(413)
Proceeds from disposal of investment properties	280,000	278,959
Increase in other non-current assets	(8,590)	(13,009)
Increase in prepayments for business facilities	(33,382)	(54,619)
Net cash flows used in investing activities	(2,313,021)	(431,533)
Cash flows from (used in) financing activities:		
Increase in short-term loans	2,382,221	1,095,987
Decrease in short-term loans	(1,569,353)	(1,227,827)
Increase in guarantee deposits received	33,652	33,733
Decrease in guarantee deposits received	(39,546)	(31,945)
Payments of lease liabilities	(91,848)	(226,943)
Cash dividends paid	(557,403)	(445,922)
Change in non-controlling interests	-	404
Net cash flows generated from (used in) financing activities	157,723	(802,513)
Effect of exchange rate changes on cash and cash equivalents	117,134	(26,981)
Net (decrease) increase in cash and cash equivalents	(1,257,598)	464,892
Cash and cash equivalents at the beginning of period	5,665,075	5,200,183
Cash and cash equivalents at the end of period	**$ 4,407,477**	**5,665,075**
Components of cash and cash equivalents:		
Cash and cash equivalents reported in the statement of financial position	$ 4,311,823	5,611,210
Reclassification to (non-current) assets (or disposal groups) held for sale	95,654	53,865
Cash and cash equivalents at end of period	**$ 4,407,477**	**5,665,075**

See accompanying notes to consolidated financial statements.

Attachment 6

Elitegroup Computer Systems Co., Ltd.
Articles of Incorporation (Pre-Amendment)

Chapter I General Provisions

Article 1: The Company is incorporated as a company limited by shares in accordance with the Company Act and is named 精英電腦股份有限公司 in the Chinese language and Elitegroup Computer Systems Co., Ltd. in the English language, or ECS for short.

Article 2: The business to be operated by the Company is as follows:

I. CC01060 Wired Communication Equipment and Apparatus Manufacturing
II. CC01070 Wireless Communication Equipment and Apparatus Manufacturing
III. CC01080 Electronic Parts and Components Manufacturing.
IV. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing
V. CC01110 Computers and Computing Peripheral Equipment Manufacturing
VI. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
VII. CE01010 General Instrument Manufacturing
VIII. E701030 Restrained Telecom Radio Frequency Equipment and Materials Installation Engineering
IX. EZ05010 Instrument and Meters Installation Engineering
X. F113030 Wholesale of Precision Instruments
XI. F113050 Wholesale of Computing and Business Machinery Equipment.
XII. F113070 Wholesale of Telecommunication Apparatus
XIII. F118010 Wholesale of Computer Software
XIV. F119010 Wholesale of Electronic Materials
XV. F213030 Retail Sale of Computing and Business Machinery Equipment.
XVI. F213060 Retail Sale of Telecommunication Apparatus
XVII. F218010 Retail Sale of Computer Software
XVIII. F219010 Retail Sale of Electronic Materials
XIX. F401010 International Trade
XX. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
XXI. F601010 Intellectual Property Rights
XXII. I301010 Computer Software Services
XXIII. I501010 Product Designing
XXIV. I599990 Other Designing
XXV. ZZ99999 All business not prohibited or restricted by law, except for those subject to special approval

Article 2-1: Due to business needs, the Company may act as a guarantor for external parties upon resolutions of the Board of Directors (the "Board").

Article 2-2: Deleted.

Article 3: The headquarters of the Company is located in Taipei City, Taiwan. The Company may, if necessary, establish branches or subsidiaries in Taiwan or overseas upon resolutions of the Board.

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

Article 4-1: The Company's reinvestments in other enterprises are not be subject to "the limit of 40% of its paid-in capital" as imposed by the Company Act. The Board is authorized to determine the investment amount.

Chapter II Shares

Article 5: The total amount of the Company's capital stocks is NT$17.5 billion, which is divided into 1,750 million shares with a par value of NT$10 each and will be issued in installments by the Board.

NT$1,750 million of the capital stocks stated in Paragraph 1, which is divided into 175 million shares with a par value of NT$10 each, is reserved for employee stock options, preferred stocks with subscription rights, or corporate bonds with subscription rights.

Article 5-1: The Company may, upon the resolution adopted by two-thirds of the shareholders present at the shareholders' meeting attended by shareholders who represent a majority of the total issued shares, transfer shares to the employees at an average price lower than the actual repurchase price, or issue employee stock options at a subscription price lower than the closing price on the issuance date.

Article 6: Parties entitled to receive treasury shares repurchased by the Company pursuant to the Company Act include employees in the controlling or affiliated companies who met conditions set forth by the Board.

Parties entitled to receive employee stock options of the Company include employees in the controlling or affiliated companies who met certain conditions set forth by the Board.

Employees entitled to subscribe new shares issued by the Company include employees in the controlling or affiliated companies who met certain conditions set forth by the Board.

Parties entitled to receive restricted employee shares of the Company include employees in the controlling or affiliated companies who met certain conditions set forth by the Board.

Article 7: The Company's share certificates shall be registered share certificates. They are issued after being signed or sealed by Directors representing the Company and certified pursuant to laws and regulations. Shares may be exempted from being printed or a consolidated share certificate representing the total number of shares to be issued may be printed, however, they shall be registered in the central securities depository.

Article 8: No registration of transfer of shares shall be made within sixty days prior to a general shareholders' meeting, nor within thirty days prior to an extraordinary shareholders' meeting, nor within five days prior to the day on which dividend, bonus or other benefits is scheduled to be paid by the Company.

Chapter III Shareholders’ Meeting

Article 9: The shareholders' meetings of the Company are classified into two types, regular shareholders’ meeting and special shareholders’ meeting. The regular shareholders’ meeting shall be annually convened by the Board within six months from the end of each fiscal year in accordance with the relevant laws and regulations. The special shareholders’ meeting shall be convened in accordance with the relevant laws and regulations, whenever is necessary.

The Company's shareholders’ meeting may be held by means of video conference or other methods promulgated by the central competent authority. The requirements, procedures, and other rules to be complied with when holding a shareholders’ meeting via video conference shall be subject to the provisions set forth by the competent authority in charge of securities.

Article 10: If a shareholder cannot attend a shareholders' meeting for any reason, he/she may designate a proxy to attend by submitting a power of attorney that is printed by the Company. The situation shall be handled in accordance with Article 177 of the Company Act as well as the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

Article 11: Unless otherwise provided for in applicable laws and regulations, shareholders of the Company are entitled to one vote for each share held.

Article 12: Unless otherwise provided for in the Company Act, resolutions of the shareholders' meeting shall be adopted by a majority vote at the meeting attended by shareholders who represent a majority of the total issued shares.

Article 12-1: The resolutions of the shareholders' meeting shall be recorded in the minutes. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy shall be distributed to each shareholder within 20 days after the conclusion of the meeting.

The aforementioned distribution may be done via public announcement.

The meeting minutes shall include the date and place of the meeting, the name of the chairperson at the meeting, the method for adopting the resolutions, and summary and results of the proceedings. The meeting minutes shall be retained for as long as the Company is in existence. The register of the attending shareholders and the power of attorney for proxy shall be kept for at least one year. If, however, a shareholder files a lawsuit based on Article 189 of the Company Act, these documents shall be retained until the conclusion of the litigation.

Chapter IV Directors and Audit Committee

Article 13: The Company has seven to nine Directors. The election of Directors adopts the candidate nomination system. Shareholders shall elect from the list of candidates to serve a term of three years. Directors are eligible for re-election. The Directors shall comply with the rules of the securities regulatory authorities concerning minimum share ownership.

There shall be at least three Independent Directors among the number of Directors in the preceding Paragraph, and the Independent Directors shall represent at least one-fifth of the Board. The restrictions on professional qualifications, share ownership, concurrent positions held, recognition of independence, the nomination manner, and other related matters shall comply with applicable laws and regulations prescribed by the competent authority.

Pursuant to Article 14-4 of the Securities and Exchange Act, the Company has established an Audit Committee, and all Independent Directors of the Company will serve as members of the Audit Committee. Roles and obligations and relevant matters regarding the Audit Committee and its members will be proceeded in accordance with the Securities and Exchange Act and relevant laws and regulations.

Article 13-1: The Company shall purchase liability insurances for Directors to cover their liabilities for damage pursuant to laws and regulations as a result of Directors performing their duties during the term, thereby lower the risk of lawsuits filed by shareholders or other stakeholders.

Article 13-2: The Board is authorized to decide the remuneration to all Directors based on the degree of their participation in and contribution to the operations of the Company and referred at a rate consistent with general practices in the industry.

Article 13-3: The Company may establish various functional committees under the Board of Directors. The functional committees shall define their own articles of association subject to the approval by the Board of Directors.

Article 14: The Board is composed of Directors. The Directors shall elect a Chairman from among themselves with the consent of the majority of Directors in the Board meeting attended by Directors who represent more than two-thirds of all Directors. The Vice Chairman shall be elected with the same method. The Chairman of the Board represents the Company. When convening a Board meeting, the reason for convening the meeting shall be specified in the notice and the notice shall be given to each Director within the period specified by the Company Act and securities regulatory authorities. In emergency circumstances, however, a meeting may be convened at any time. When convening a Board meeting, Directors may be notified via mail, fax or e-mail. Unless otherwise provided for in the Company Act and the Articles of Incorporation, resolutions of the Board meeting shall be adopted by the majority of Directors in the Board meeting attended by Directors who represent the majority of the total Directors. If a Director cannot attend a Board meeting for any reason, he/she may designate another Director to attend by submitting a power of attorney. If participation by means of video conferencing is made available at a meeting, Directors who participate in the meeting by such means shall be deemed to have attended such meeting in person. The resolutions of the Board meeting shall be recorded in the minutes. The meeting minutes shall be signed or sealed by the chairman of the Board and be retained within the Company.

Article 14-1: Deleted.

Article 15: When the Chairman is on leave or unable to exercise his/her powers and duties for any reason, his/her proxy shall be determined in accordance with Article 208 of the Company Act.

Article 16: Deleted.

Article 16-1: The duties and power of the Board are as follows:

I. Review and adopt material rules and contracts of the Company;
II. Determine the Company's business policies;
III. Prepare the Company's budget and financial statements;
IV. Submit proposals regarding distribution of earnings;
V. Submit proposals regarding capital increase or reduction;
VI. Prepare the annual business report;
VII. Review the acquisition and disposal of the Company's material properties;
VIII. Determine the establishment and removal of branches;
IX. Other duties and power conferred by the Company Act or the shareholders' meeting.

Article 16-2: Deleted.

Chapter V Managers

Article 17: The appointment, dismissal and compensations of the Company's managers shall be conducted in accordance with Article 29 of the Company Act.

Article 17-1: Deleted.

Chapter VI Accounting

Article 18: At the end of each fiscal year, the Company's Board shall prepare (I) Business report; (II) Financial statements; (III) Proposals such as distribution of earnings or covering of losses and submitted them to the regular shareholders' meeting in accordance with applicable laws and regulations for ratification.

Article 19: If the Company makes profits in the fiscal year (the so-called profits refer to profits before tax less compensations to employees and remuneration to Directors), at least 10% of the profit shall be appropriated for employee compensation and no higher than 1% shall be appropriated for remuneration to Directors. If the Company has accumulated losses (including adjustments on unappropriated profits), it shall retain a portion of profits to offset the losses first.

The above compensation to employees may be made in the form of stock or cash. Parties eligible may include employees in the controlling or affiliated companies who met conditions set forth by the Board. The above remuneration to Directors shall be made in the form of cash.

The preceding two paragraphs shall be determined by the resolution of the Board and reported to the shareholders' meeting.

Article 19-1: The Company makes distribution of earnings or covering of losses at the end of each semi-annual fiscal year. The Board shall prepare reports, statements and proposals set out in Article 18 of the Articles of Incorporation, forward them to the Audit Committee for approval and then submit to the Board for resolution. When the Company makes distribution of earnings at the end of each semi-annual fiscal year, it shall estimate and reserve a portion of profits for taxes and dues, covering of accumulated losses, and compensation to employees and remuneration to Directors pursuant to the preceding Article, and appropriate 10% of the balance as legal reserve. However, if the accumulated legal reserve has equaled to the Company's paid-in capital, this shall not apply. In addition, special reserve shall be allocated or reversed in accordance with laws and regulations or the competent authority. The remaining balance, if any, shall be added to the unappropriated earnings at beginning of the period and the Board shall draft a profit distribution proposal. If the distribution is to be made in the form of new shares, the proposal shall be submitted to the shareholders' meeting for resolution, whereas if it is to be made in the form of cash, the proposal shall be submitted to the Board for resolution.

When the Company makes distribution of earnings at the end of fiscal year, it shall reserve a portion of profits for taxes and dues and covering of accumulated losses. Next, it shall appropriate 10% of the balance as legal reserve. However, if the accumulated legal reserve has equaled to the Company's paid-in capital, this shall not apply. In addition, special reserve shall be allocated or reversed in accordance with laws and regulations or the competent authority. The sum of remaining balance, if any, and the unappropriated earnings at beginning of the period is bonus to shareholders. The Board shall draft a distribution proposal. If the distribution is to be made in the form of new shares, the proposal shall be submitted to the shareholders' meeting for resolution.

Pursuant to Paragraph 5 of Article 240 of the Company Act, the Company may authorize the distributable dividends and bonuses or in whole or in part legal reserve and capital reserve as provided in Paragraph 1 of Article 241 of the Company Act may be paid in cash after a resolution has been adopted by the majority of Directors in a Board meeting attended by two-thirds of the total number of Directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The Company's dividend policy is in line with current and future development plans, and takes into consideration investment environment, capital requirements, domestic and overseas competition, and shareholders' interest. Not less than 50% of earnings available for distribution may be distributed as dividend and bonus per year. However, there shall be no distribution if the earnings available for distribution is less than 10% of paid-up capital. Dividends and bonuses may be distributed in the form of cash or stock, where cash dividend shall not be less than 20% of the total dividends.

Chapter VII Supplemental Provisions

Article 20: Matters not specified in this Articles of Incorporation shall be governed by the Company Act.

Article 21: The Articles of Incorporation was established on April 24, 1987.
The first amendment was made on August 15, 1988.
The second amendment was made on August 25, 1988.
The third amendment was made on April 27, 1989.
The fourth amendment was made on September 23, 1989.
The fifth amendment was made on January 25, 1990.
The sixth amendment was made on February 9, 1990.
The seventh amendment was made on March 1, 1990.
The eighth amendment was made on May 25, 1990.
The ninth amendment was made on September 22, 1990.
The tenth amendment was made on March 20, 1991.
The eleventh amendment was made on April 13, 1992.
The twelfth amendment was made on May 26, 1993.
The thirteenth amendment was made on April 28, 1994.
The fourteenth amendment was made on May 29, 1995.
The fifteenth amendment was made on June 25, 1996.
The sixteenth amendment was made on May 9, 1997.
The seventeenth amendment was made on December 15, 1998.
The eighteenth amendment was made on June 16, 1999.
The nineteenth amendment was made on May 3, 2000.
The twentieth amendment was made on October 17, 2000.
The twenty-first amendment was made on April 12, 2001.
The twenty-second amendment was made on April 12, 2001.
The twenty-third amendment was made on September 27, 2001.
The twenty-fourth amendment was made on May 31, 2002.
The twenty-fifth amendment was made on June 17, 2003.
The twenty-sixth amendment was made on November 27, 2003.
The twenty-seventh amendment was made on June 15, 2004.
The twenty-eighth amendment was made on June 14, 2005.

The twenty-ninth amendment was made on November 25, 2005.
The thirtieth amendment was made on June 23, 2006.
The thirty-first amendment was made on August 28, 2006.
The thirty-second amendment was made on June 21, 2007.
The thirty-third amendment was made on June 25, 2008.
The thirty-fourth amendment was made on June 26, 2009.
The thirty-fifth amendment was made on June 14, 2010.
The thirty-sixth amendment was made on June 25, 2012.
The thirty-seventh amendment was made on June 21, 2016.
The thirty-eighth amendment was made on June 25, 2018.
The thirty-ninth amendment was made on June 20, 2019.
The fortieth amendment was made on June 22, 2020.
The forty-first amendment was made on June 23, 2022.

Attachment 7

Elitegroup Computer Systems Co., Ltd.
Rules of Procedure for Director Elections

Article 1 Unless otherwise provided for in relevant laws and regulations or the Company's Articles of Incorporation, the Directors of the Company shall be duly elected in accordance with the Rules specified herein.

Article 2 The overall composition of the Board of Directors shall be taken into consideration in the selection of this Company's directors. The Company shall diversify Board composition and develop guidelines on diversity based on the operations, nature of business activities and development needs of the Company, including but not limited to the following two aspects:

I. Basic requirements and values: Gender, age, nationality, and culture.
II. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience.

All members of the Board shall have the knowledge, skills, and experience necessary to perform their duties. The entire Board shall possess the following abilities:

I. Business judgment ability.
II. Accounting and financial analysis ability
III. Business management ability.
IV. Crisis management ability.
V. Knowledge of the industry.
VI. International market perspective.
VII. Leadership.
VIII. Decision-making ability.

Over a majority of the total number of Director seats shall not be served by the ones in the relationship of a spouse or a relative within the second degree of kinship.

Article 3 The qualifications of the Independent Directors of the Company shall be in accordance with the provisions of Articles 2, 3 and 4 of the Measures for the Establishment and Compliance of Independent Directors of Public Offering Companies.

The election of the Company's Independent Directors shall comply with Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and shall be conducted in accordance with Article 24 of the "Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies."

Article 4 The Company's election of Directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act.

Where Directors are dismissed for cause and the total number of Directors falls below five, the Company shall hold a by-election at the next shareholders' meeting. In the event that vacancy of the directors reach one third of the director seats under the Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting to fill the vacancy within 60 days from the date of occurrence of the event.

Where the number of Independent Directors falls short of the number stipulated in Paragraph 1, Article 14-2 of the Securities and Exchange Act, the Company shall hold a by-election at the next shareholders' meeting. Where all Independent Directors are dismissed, the Company shall convene an extraordinary shareholders' meeting within 60 days of the event to hold a by-election.

Article 5 The cumulative voting method shall be used for the Company's election of the directors. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 6 The board of directors shall prepare ballots for directors in a number corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 7 The number of Directors will be as specified in the Company's Articles of Association, with voting rights separately calculated for Independent and Non-Independent Director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes received. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.

Article 8 Before the election process starts, the chairman shall appoint a certain number of ballot inspectors and counters to perform their respective duties. The ballot inspectors have to be appointed from among the shareholders present. The ballot box used for voting shall be prepared by the Board and examined in public by the ballot inspectors before voting.

Article 9 The voters shall fill in in the "candidate" column on the ballot such candidate's name and account name. In the event that the candidate is a government or a juristic person, the voters voting for such candidate shall fill in the "candidate" column on the ballot with the name of such government or juristic person, or the name of such government or juristic person together with the name of such government's or juristic person's representative. When there are multiple representatives, the names of all representatives shall be listed.

Article 10 Ballots are deemed void in any of the following circumstances:

I. The ballot was not prepared by parties entitled to convene the meeting

II. Any blank ballot.

III. Any ballot with illegible writing rendering it unrecognizable, or any ballot with corrections.

IV. The candidate being written on the ballot is inconsistent with the list of Director candidates upon verification.

V. Other wordings or marks are written in addition to the candidate's name and account name.

VI. Any ballot with the names of two or more candidates.

Article 11 The votes shall be calculated on-site immediately after voting completes, and the results of the calculation shall be announced by the chairperson, including the name of the elected director and the number of the votes.

The ballots of aforementioned election shall be sealed and signed off by the ballot inspectors and be retained for at least a year. If, however, a shareholder files a lawsuit based on Article 189 of the Company Act, the recordings shall be retained until the conclusion of the litigation.

Article 12 The Company's Board of Directors shall send notice for being elected to the directors elected by voting.

Article 13 The Rules and any amendments thereto shall be implemented after being approval at the shareholders' meeting.

Attachment 8

Elitegroup Computer Systems Co., Ltd.
Rules of Procedure for Shareholders' Meetings

Article 1 To establish a strong governance system of the Shareholders' Meeting, a sound supervisory capabilities, and to strengthen its management mechanism for the Company, the Rules are adopted pursuant to the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 2 The procedures rules for the Company's shareholders' meetings shall be in accordance with these Rules unless otherwise stated by law, regulation, or the Articles of Incorporation.

Article 3 Unless otherwise provided for in relevant laws and regulations, this Company's shareholders' meeting shall be convened by the Board of Directors (the "Board").

Except for otherwise stated in the Regulations Governing the Administration of Shareholder Services of Public Companies, when the Company convenes a shareholder meeting by way of a video conference, it shall be stated in the Articles of Incorporation and resolved by the Board; a shareholder meeting by way of a video conference is subject to the resolution receiving the consent of more than half of the attending Directors at a Board meeting attended by more than two-thirds of the Directors.

Changes to the convening method of the Company’s shareholders' meeting shall be subject to a resolution by the Board of Directors, and the resolution shall be made before the notice of the shareholders' meeting is dispatched.

This Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the reasons of and explanatory materials relating to all proposals, including proposals for ratification, matters for discussion, or the election or dismissal of Directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a general shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. Also, the Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS 30 days before the date of the general shareholders' meeting or 15 days before the date of the extraordinary shareholders' meeting. 15 days before the date of shareholders' meeting, the shareholders' meeting agenda handbook and supplementary information shall be prepared for shareholders' perusal at any time, displayed at the company and the company's professional shareholder services agency.

For the shareholders' meeting agenda handbook and supplementary information mentioned in the preceding paragraph, the Company shall provide them to the shareholders according to the following procedure on the day of the shareholders' meeting:

I. When a physical shareholders meeting is held, they shall be distributed at the shareholders meeting.
II. When a hybrid shareholders' meeting is held, they shall be distributed at the shareholders' meeting and also sent electronically to the video conference platform in the form of an electronic document.
III. When the shareholders' meeting is held via video conference, they shall be sent electronically to the video conference platform in the form of an electronic document.

The notice and public announcement shall indicate the reasons for convening the meeting. The notice, if agreed by counterparties, may be delivered by electronic means.

The cause or subject of a shareholders' meeting to be convened shall be indicated in the notice and public announcement; and the notice may, as an alternative, be given by electronic transmission, after obtaining a prior consent from the recipient thereof.

Election/dismissal of Directors, changes in the Articles of Incorporation, capital reduction, application of halting public offering, permission for the Directors to compete with the Company, capitalization of retained earnings, capitalization of capital reserves, dissolution/merging/splitting of the Company, or all items pertaining to Paragraph 1, Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or items pertaining to Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed as reasons to convene the meeting, with their essential contents specified, and shall not be raised as extempore motions.

Where the reasons for convening the shareholders' meeting already specifies the election of all Directors and the date elected Directors take office, once the election is completed in the shareholders' meeting, the date the elected Directors take office may not be changed by extempore motions or other methods in the same meeting.

A shareholder holding 1 percent or more of the total number of issued shares may submit a proposal to the Company for discussion at a general shareholders' meeting, provided that only one matter shall be allowed in each proposal. Where a proposal contains more than one matter, such proposal would not be included in the agenda. In addition, when the circumstances pertaining to subparagraphs of Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board may exclude it from the agenda. Shareholders may submit proposals to urge the Company to promote public interests or fulfill its social responsibilities. Only one matter shall be allowed in each proposal pursuant to Article 172-1 of the Company Act. Where a proposal contains more than one matter, such proposal would not be included in the agenda.

Prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, in written or electronic method, and the location and time period for the submission. The period for submission of shareholder proposals may not be less than 10 days.

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 general shareholders' meeting and take part in discussion of the proposal.

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. For shareholder-submitted proposals excluded from the agent, the Board shall explain the reasons for the exclusion at the shareholders' meeting.

Unless otherwise stated by regulations, the shareholders' meetings are convened by the Board of Directors.

This Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the reasons of and explanatory materials relating to all proposals, including proposals for ratification, matters for discussion, or the election or dismissal of Directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a general shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. Also, the Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the general shareholders' meeting or 15 days before the date of the extraordinary shareholders' meeting. 15 days before the date of shareholders' meeting, the shareholders' meeting agenda handbook and supplementary information shall be prepared for shareholders' perusal at any time, displayed at the company and the company's professional shareholder services agency, and distributed on-site during the shareholders' meeting.

The notice and public announcement shall indicate the reasons for convening the meeting. The notice, if agreed by counterparties, may be delivered by electronic means.

The cause or subject of a shareholders' meeting to be convened shall be indicated in the notice and public announcement; and the notice may, as an alternative, be given by electronic transmission, after obtaining a prior consent from the recipient thereof. Election/dismissal of Directors, changes in the Articles of Incorporation, capital reduction, application of halting public offering, permission for the Directors to compete with the Company, capitalization of retained earnings, capitalization of capital reserves, dissolution/merging/splitting of the Company, or all items pertaining to Paragraph 1, Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or items pertaining to Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed as reasons to convene the meeting, with their essential contents specified, and shall not be raised as extempore motions.

Where the reasons for convening the shareholders' meeting already specifies the election of all Directors and the date elected Directors take office, once the election is completed in the shareholders' meeting, the date the elected Directors take office may not be changed by extempore motions or other methods in the same meeting.

A shareholder holding 1 percent or more of the total number of issued shares may submit a proposal to the Company for discussion at a general shareholders' meeting, provided that only one matter shall be allowed in each proposal. Where a proposal contains more than one matter, such proposal would not be included in the agenda. In addition, when the circumstances pertaining to subparagraphs of Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board may exclude it from the agenda. Shareholders may submit proposals to urge the Company to promote public interests or fulfill its social responsibilities. Only one matter shall be allowed in each proposal pursuant to Article 172-1 of the Company Act. Where a proposal contains more than one matter, such proposal would not be included in the agenda.

Prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, in written or electronic method, and the location and time period for the submission. The period for submission of shareholder proposals may not be less than 10 days.

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 general shareholders' meeting and take part in discussion of the proposal.

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. For shareholder-submitted proposals excluded from the agent, the Board shall explain the reasons for the exclusion at the shareholders' meeting.

Article 4 Shareholders may appoint a proxy to attend the shareholders' meeting through a letter of appointment printed by the Company, stating the scope of authorization to the proxy.

A shareholder shall issue a power of attorney and designated one proxy only, and shall deliver the power of attorney to the Company five days before the shareholders' meeting. If more than one powers of attorney are delivered, the earliest one received by the Company shall prevail. However, this restriction does not apply when a statement is made to revoke the earlier power of attorney.

Where a shareholder intends to personally attend the shareholders' meeting or exercises voting rights by correspondence or electronic transmission after delivering a power of attorney to the Company, the shareholder shall provide, two days before the date of the shareholders' meeting, a printed notification to the Company for rescinding the said power of attorney. Where the period for rescinding the power of attorney has expired, the voting right exercised by the designated agent attending the meeting shall prevail.

Where a shareholder intends to attend the shareholders' meeting via video conference after delivering a power of attorney to the Company, the shareholder shall provide, two days before the date of the shareholders' meeting, a printed notification to the Company for rescinding the said power of attorney. Where the period for rescinding the power of attorney has expired, the voting right exercised by the designated agent attending the meeting shall prevail.

Article 5 The place for convening a shareholders' meeting shall be held inside the Company's location, or any other place convenient for the shareholders and suitable for holding of the said meeting. The time for commencing the said meeting shall not be earlier than 9 a.m. or 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.

Where a shareholders' meeting is held via video conference, the requirement for the meeting venue set forth in the preceding paragraph does not apply.

Article 6 The Company shall, in the notice of the shareholders' meeting, specify the time and place for shareholder, solicitor, and proxy (hereinafter referred to as shareholder) registration, and other important matters.

Shareholder registration referred to in the preceding paragraph shall begin at least thirty minutes before the meeting. There shall be clear signs and sufficient and adequate staff at the registration desk; where a shareholders' meeting is held via video conference, the registration shall be conducted thirty minutes prior to the start of the meeting on the video conference platform, and the shareholders who have completed the registration shall be deemed to have attended the shareholders' meeting in person.

The shareholders themselves shall attend the shareholders' meeting with the attendance certificate, attendance sign-in card or other certificates. The Company shall not arbitrarily add requirements for provision of other certificates for the above. Solicitors soliciting proxies shall come with ID certificate for verification.

The Company shall provide an attendance register for shareholders to sign in, or require the attending shareholders to submit their sign-in cards in lieu of signing the register.

The Company shall deliver the meeting agendas, annual reports, attendance cards, speaker's slip, votes and other meeting materials to the shareholders attending the shareholders' meeting. If there are Directors to be elected, the ballots shall also be provided.

When a government or a juristic person is a shareholder, there may be more than one representative attending the shareholders' meeting. In the event that a juristic person is designated to participate in a shareholders' meeting, that juristic person may appoint only one representative to participate in the meeting.

Where a shareholders' meeting is held via video conference, shareholders who intend to attend the video conference meeting shall notify the Company of their intent to attend two days before the date of the shareholders' meeting.

Where shareholders attend the shareholders' meeting via video conference, the Company shall upload the meeting agendas, annual reports, and other relevant materials to the video conference platform at least thirty minutes prior to the start of the meeting and continue to disclose the information they contain until the end of the meeting.

Article 6-1 When the Company convenes a shareholders' meeting via video conference, the following particulars shall be included in the shareholders' meeting notice:

I. The procedures for shareholders to participate in the video conference meeting and exercise their rights.

II. Actions to be taken if the video conference platform or participation in the video conference meeting is obstructed due to natural disasters, emergencies, or other force majeure events, including, but not limited to:

(I) 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, if applicable, the date to which the meeting is postponed or on which the meeting will resume.

(II) Shareholders not having registered to attend the affected video conference shareholders' meeting are not eligible to attend the postponed or resumed session.

(III) In case of a hybrid shareholders meeting, if the video conference cannot continue, and, after deducting the shares represented by the shareholders attending via video conference, the total number of the remaining shares meets the minimum legal requirement for the shareholders' meeting, then the shareholders' meeting shall continue. With respect to the shareholders attending the meeting via video conference, their shares shall be counted toward the total number of shares represented by the shareholders present at the meeting, and they shall be considered abstained in all of the resolutions and proposals at this shareholders' meeting.

(IV) The procedures for when all of the resolution results are announced, and there is no extempore motion.

III. Where a video conference shareholders' meeting is held, the appropriate alternatives for shareholders who have difficulties in attending the meeting through video conference shall be specified.

Apart from circumstances stated in paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide connection equipment and necessary assistance to shareholders and stipulate the period for shareholders to apply with the Company and other relevant matters of notice.

Article 7 For a shareholders' meeting convened by the board of directors, the chairperson of the meeting shall be the Chair of the Board. In case the Chair of the Board is on leave or absent or can not exercise his or her power and authority for any cause, the Vice Chair shall act on his or her behalf. In case there is no Vice Chair, or the Vice Chair is also on leave or absent or unable to exercise his or her power and authority for any cause, the Chair of the Board shall designate one of the managing directors, or where there is no managing directors, one of the directors to act on his or her behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting Chair of the Board.

The managing Director, or the Director who is designated as the chairperson for the meeting pursuant to the preceding paragraph shall have held office for at least six months and be familiar with the financial and business condition of the Company. The same requirements shall apply if the chairperson for the meeting is a director representative of a juristic person.

For a shareholders' meeting convened by the Board, it is advised that the Chairman chairs the meeting, that a majority of Directors attend the meeting in person, and that at least one member of all functional committees attend the meeting as a representative. Attendance details shall be recorded in the minutes of the shareholders' meeting.

If the shareholders' meeting is convened not by the Board, but other party entitled to convene the meeting, the convening party shall preside at the meeting. In case of two or more conveners, one of them shall be elected from among themselves to chair the meeting.

The Company may appoint the retained Attorney(s)-at-Law, Certified Public Accountant(s) or relevant personnel to participate in a shareholder meeting as an observer.

Article 8 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The aforementioned sound and video recording shall be retained for at least one year. If, however, a shareholder files a lawsuit based on Article 189 of the Company Act, the recordings shall be retained until the conclusion of the litigation.

For shareholders who attend the shareholders' meeting via video conference, the Company shall record and preserve the information about their enrollment, registration, attendance, questions, votes, as well as the Company’s ballot results. The video conference meeting shall be audiotaped and videotaped in its entirety.

The information as well as audio and video recordings mentioned in the preceding paragraph shall be properly preserved by the Company, and the audio and video recordings shall be submitted to the personnel in charge of video conferencing on behalf of the Company for safekeeping.

For shareholders who attend the shareholders' meeting via video conference, the Company shall conduct audiotaping and videotaping via the console in the background of the video conference platform.

Article 9 The attendance at the shareholders' meeting shall be calculated based on the number of shares. The calculation of the number of shares present shall be based on the attendance register or sign-in cards submitted by the shareholders, any shares checked in on the video conference platform, and those shares whose votes are exercised by correspondence or electronic transmission.

The chairperson shall call the meeting to order at the time scheduled for the meeting, as well as announcing information such as the number of shares with no voting right and shares present.

In the event that the meeting is attended by shareholders representing less than half of the total issued shares, the chairperson may announce a postponement of the meeting, however, there may not be more than two postponements in total and the total time accumulated in the postponement(s) shall not exceed one hour. If the quorum is still not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned; where shareholders attend the shareholders' meeting via video conference, the Company shall also announce the adjournment on the video conference platform of the shareholders’ meeting.

If the quorum is not met after two postponements as referred to in the preceding paragraph, 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 175-1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month; where a shareholders’ meeting is held via video conference, shareholders who intend to attend the video conference meeting shall notify the Company again according to Article 6.

In the event that the total number of shares represented by attending shareholders reaches a majority of the total issued shares before that same shareholder meeting is adjourned, the chairperson may bring the tentative resolution(s) so adopted into the shareholders' meeting to be duly resolved in accordance with Article 174 of the Company Act.

Article 10 If a shareholders’ meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The relevant proposals (including extempore motions and amendments to the original proposals) shall be voted one by one. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders’ meeting.

The preceding Paragraph shall apply mutatis mutandis to meetings convened by any party, other than the Board, with the authority to convene such meeting.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda stated in the preceding two Paragraphs (including extempore motions), except by a resolution of the shareholders' meeting. If the chairperson declares the meeting adjourned in violation of the Rules, the other members of the Board shall promptly assist the attending shareholders in electing a new chairperson in accordance with the statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After the meeting is adjourned, the shareholders shall not elect another chairperson to resume such meeting at the same location or seek an alternative venue.

The chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore motions put forward by the shareholders; where the chairperson believes an issue has been discussed in the meeting up to the level for voting, the chairperson may announce discontinuance of the discussion process and bring that issue to a vote, and arrange a sufficient voting time.

Article 11 A shareholder wishing to speak in a shareholders meeting shall first fill out a speaker's slip, specifying therein the essentials of his speech, his or her shareholder account number (or attendance card number) and the account name, and the chairperson shall determine his or her order of giving a speech.

An attending shareholder who submits a speaker's slip but does not speak at the meeting is deemed to have not spoken. In the event of any inconsistency between the contents of shareholder's speech and those recorded on the slip, the contents of shareholder's speech shall prevail.

The shareholder shall not make a speech concerning the same proposal for more than two times without the consent of chairperson, and the duration of each speech shall not exceed five minutes. If the shareholder speaks in violation of the Rules or beyond the scope of agenda item, the chairperson may stop the speech.

When an attending shareholder is speaking at the meeting, no other shareholder shall interrupt the speaking shareholder unless otherwise permitted by the chairperson and such speaking shareholder. The chairperson shall stop any such violations.

In the event that a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one representative may speak for the same proposal.

After the attending shareholder has spoken, the chairperson may respond in person or appoint an appropriate person to respond.

Where a shareholders' meeting is held via video conference, shareholders attending the video conference meeting may raise questions in writing on the video conference platform from the time the chairperson declares the meeting open until the time the chairperson declares 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 Item I to Item V do not apply.

As long as the questions raised in accordance with the preceding paragraph are not in violation of any regulations or beyond the scope of a proposal, it is advisable that the questions be disclosed to the public at the video conference platform.

Article 12 Voting at a shareholders' meeting shall be calculated based the number of shares.

With respect to the 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.

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, such a shareholder shall not vote on that item, and shall not exercise voting rights as a proxy for any other shareholder.

The number of shares with voting rights that cannot be exercised in the preceding Paragraph shall not be counted as part of the voting rights represented by attending shareholders.

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 a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% 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.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted or deemed non-voting shares under Paragraph 2, Article 179 of the Company Act.

When the Company convenes a shareholders' meeting, shareholders shall exercise their voting power by electronic transmission or may do so by correspondence. The method of exercising their voting power by correspondence or electronic transmission shall be specified in the shareholders' meeting notice. A shareholder who exercises his/her voting power by correspondence or electronic transmission is deemed to have attended the shareholders' meeting in person. However, the shareholder shall be deemed to have forfeited voting rights for extempore motions or for amendments to the original proposals. Hence, the Company is advised to avoid proposing extempore motions or amending the original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding Paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. However, this restriction does not apply when a declaration is made to cancel an earlier declaration of intent.

After the shareholders exercise their voting rights by correspondence or electronic transmission, if they want to attend the shareholders' meeting in person via video conference, they shall cancel the declaration of intent in the preceding Paragraph in the same manner as exercising the voting rights two days before the shareholders' meeting. Where the period for cancellation has expired, voting rights exercised by correspondence or electronic transmission shall prevail. If the voting rights are exercised by correspondence or electronic transmission and a proxy is designated to attend the shareholders' meeting by a power of attorney, the voting rights exercised by the attending proxy shall prevail.

Unless otherwise provided for in the Company Act and the Articles of Incorporation, proposals at the shareholders' meeting shall be resolved by a majority vote of the shareholders attending the meeting. When voting, the chairperson or designated person shall announce the total number of voting rights represented by shareholders attending the meeting proposal-by-proposal before shareholders cast their votes proposal-by-proposal. The number of votes for, against and abstained shall be uploaded to the MOPS on the same day as the shareholders' meeting.

When there is an amendment or an alternative to a proposal, the chairperson shall present the amendment or alternative together with the original proposal and decide their voting orders. When one among them is duly resolved, others are deemed to have been vetoed and no voting process is required.

The ballot inspectors and counters for voting processes are designated by the chairperson, provided that the ballot inspectors shall be shareholders.

The voting or ballot counting of election proposals shall be conducted publicly in the shareholder meeting and the results including the number of voting rights totaled shall be announced at the meeting after ballot counting, and be recorded in the meeting minutes.

When the Company convenes a video conference shareholders’ meeting, after the chairperson declares the meeting open, shareholders attending the meeting via video conference shall cast votes on proposals and elections on the video conference platform before the chairperson announces the end of the voting session, or else they will be deemed abstained from voting.

Where a shareholders' meeting is held via video conference, votes shall be counted at once after the chairperson announces the end of the voting session, and results of votes and elections shall be announced afterwards.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting via video conference in accordance with Article 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 meeting via video conference.

If shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting via video conference, except for extempore motions, they shall not exercise voting rights on the original proposals, make any amendments to the original proposals, or exercise voting rights on amendments to the original proposal.

Article 14 The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules of the Company, and the election results shall be announced on-site immediately, including the names of those elected as directors and the numbers of voting rights with which they were elected.

The ballots of aforementioned election shall be sealed and signed off by the ballot inspectors and be retained for at least a year. If, however, a shareholder files a lawsuit based on Article 189 of the Company Act, the recordings shall be retained until the conclusion of the litigation.

Article 15 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 days after the close of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding Paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall include the date and place of the meeting, the name of the chairperson at the meeting, the method for adopting the resolutions, and summary of the proceedings and the voting results thereof (including the number of voting rights totaled). When there is a Director election in the shareholders' meeting, the number of voting rights of each candidate shall be disclosed. The meeting minutes shall be retained for as long as the Company is in existence.

Where a video conference shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the name of the chairperson and secretary, as well as the actions to be taken in the event of interruptions to the video conference platform or participation due to natural disasters, emergencies, or other force majeure circumstances shall also be included in the minutes.

When convening a video conference 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 who have difficulties in attending the shareholders' meeting via video conference.

Article 16 The number of shares solicited by the solicitor, the number of shares represented by the designated proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means shall be clearly disclosed in a prescribed format at the venue of the shareholders' meeting on the date of the shareholders' meeting; in the event of a video conference shareholders' meeting, the Company shall upload the aforementioned meeting materials to the video conference platform at least thirty minutes prior to the start of the meeting and continue to disclose the information they contain until the end of the meeting.

During the Company's video conference shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the video conference platform. The same shall apply whenever the total number of shares represented at the meeting is recounted and a new tally of votes is released during the meeting.

Regarding the resolutions at the shareholders' meeting, where such resolutions involve significant information required by the laws and regulations or required by the Taiwan Stock Exchange Corporation, the Company shall upload such content to the MOPS within the prescribed time.

Article 17 Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chairperson may direct patrol personnel or security personnel to assist in maintaining the order of the meeting. Such patrol personnel or security personnel shall wear armbands marked "Patrol Personnel" or identification certificates while assisting in maintaining the order of the meeting.

If the venue is equipped with public address system, the chairperson may stop shareholders from making a speech through other devices.

If a shareholder violates the Rules and defies the chairperson's correction, obstructs the proceedings and refuses to heed calls to stop, the chairperson may direct the patrol personnel or security personnel to escort the shareholder from the meeting.

Article 18 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue becomes unavailable before meeting agenda (including extempore motions) has been completed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

The shareholders' meeting may resolve to defer or resume the meeting within five days pursuant to Article 182 of the Company Act.

Article 19 In the event of a video conference shareholders' meeting, the Company shall disclose real-time results of votes and elections immediately at the end of the voting session on the video conference platform in accordance to applicable regulations, and the disclosure shall continue at least for 15 minutes after the chairperson has announced the meeting adjourned.

Article 20 When the Company convenes a video conference shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall disclose the address of their location when the meeting is called to order.

Article 21 In the event of a video conference shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting as well as provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a video conference shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under circumstances where a meeting is not required to be postponed to or resumed at another time according to Paragraph 4 of Article 44-20 in the Regulations Governing the Administration of Shareholder Services of Public Companies, if the video conference platform or participation is obstructed due to natural disasters, emergencies, or other force majeure circumstances before the chairperson declares 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.

For a meeting to be postponed or resumed as described in the second paragraph, shareholders not having registered to attend the affected video conference shareholders' meeting are not eligible to attend the postponed or resumed session.

When a meeting is to be postponed or resumed pursuant to the conditions set forth in the second paragraph, for shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, if they do not attend the postpone or resumed session, the number of their shares presented as well as their voting and election rights exercised at the affected shareholders meeting shall be counted toward the total number of shares as well as the number of voting and election rights represented at the postponed or resumed session respectively.

During a postponed or resumed session of a shareholders' meeting held in accordance with the second paragraph above, no further discussion or resolution is required for the proposals where votes have been cast and counted with their results already announced or for the list of elected directors and supervisors.

When the Company convenes a hybrid shareholders' meeting, and the video conference meeting cannot continue as described in the second paragraph, if the total number of shares represented at the meeting after deducting those represented by the shareholders attending via video conference still meets the minimum legal requirement for a shareholders' meeting, then the meeting shall continue, and no postponement or resumption thereof as described in the second paragraph is required.

Under the circumstances where a meeting should continue as described in the preceding paragraph, the shares represented by shareholders attending the video conference meeting shall be counted toward the total number of shares represented by shareholders present at the meeting, and shareholders attending the video conference meeting shall be considered abstained in all of the resolutions and proposals at this shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements set forth in Paragraph 7 of Article 44-20 in the Regulations Governing the Administration of Shareholder Services of Public Companies.

With respect to the date or period set forth in the second half of Article 12 and Paragraph 3 of Article 13 in the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, as well as Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 in the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall proceed based on the date of the shareholders' meeting that is postponed or resumed as described in the second paragraph.

Article 22 When convening a video conference shareholders' meeting, the Company shall provide appropriate alternative measures for shareholders who have difficulties in attending a shareholders' meeting via video conference.

Apart from circumstances stated in paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide connection equipment and necessary assistance to shareholders and stipulate the period for shareholders to apply with the Company and other relevant matters of notice.

Article 23 The Rules, along with any amendments hereto, shall be implemented after adoption by shareholders' meetings.

Attachment 9

Shareholding by Directors of Elitegroup Computer Systems Co., Ltd.

I. Details on minimum number of shares to be held by all Directors and the number of shares in the shareholders' register:

Title	Number of Shares to be Held	Number of Shares in the Shareholders' Register
Director	17,836,894	271,214,904

Note: Book closure date: March 31, 2025

II. Details on number of shares held by Directors:

Title	Name		Number of Shares in the Shareholders' Register (Note 2)	
Chairman	Tatung Co.	Representative:Wkang-Hsiang Wang	271,214,904	48.65%
Vice Chairman	Tatung Co.	Representative: Ming-Hsing Chen		
Director	Tatung Co.	Representative: Kuan-Ling Lai		
Independent Director	Chin-te Li		0	0%
Independent Director	Yu-Chou Chiao		0	0%
Independent Director	Wen-Hsiung Chan		0	0%

Note: 1. Book closure date: March 31, 2025

2. The percentage of issued share capital is calculated based on a total of 557,402,968 shares issued.

ELITEGROUP COMPUTER SYSTEMS CO., LTD.