

Year 2024

**Meeting Minutes of Annual General Shareholders' Meeting
of**

**Elite Material Co., Ltd.
(EMC)**

Date: May 29, 2024

Time: 9:00 a.m., Taipei Time

Place: No. 18, Datong 1st Road,
Guanyin District, Taoyuan City
32849 Taiwan

Date: Wednesday, May 29, 2024

Time: 9:00 a.m. Taipei Time

Place: Meeting Room #1, EMC headquarters

No. 18, Datong 1st Road, Guanyin District, Taoyuan City 32849 Taiwan

Shareholders present:

Total number of issued shares: 344,278,126

Total number of issued and outstanding shares: 344,278,126

Total shares represented by shareholders present in person or by proxy: 274,013,666 (via electronic transmission: 201,995,857)

Percentage of shares held by shareholders present in person or by proxy: 79.59%

Directors present:

Mr. Ding Yu, Dong (Director, Chairman)

Mr. Wen-Shiung Lee (Director)

Mr. Mon-Chong Hsieh (Director)

Mr. Duen-Chian Cheng (Independent Director, commissioner of audit committee)

Ms. Hsi-Chia Chen (Independent Director)

The number of directors presented exceeding 50% of the total number of directors.

In attendance:

Certified Public Accountant: Ms. Xiao-ling Chiang

Chairman: Mr. Ding-Yu ,Dong (Chairman of the Board of Directors)

Recorder: Ms. Vicky Chiang

The aggregate shares of shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

Chairman's Address (omitted)

Report Items

- 1. Reported the business of 2023**
- 2. Audit Committee's review report (see Attachment I)**
- 3. Reported 2023 employees' bonus and the Directors' compensation.**
- 4. Reported 2023 earnings distribution of cash dividend.**

(Note: There are no shareholders' questions in the afore-mentioned report items)

Resolutions

1. **To accept the 2023 Business Report and Financial Statements.** (Proposed by the Board of Directors)

Explanatory Notes:

EMC's 2023 Business Report and Financial Statements, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statement of Cash Flows, have been resolved to accept by the board of directors, dated on Feb 29th, 2024, and have been audited by the Audit Committee of EMC and deemed correct and accurate. We thereby submit this report.

Voting Results:

Shares represented at the time of voting: 274,013,666 (including votes casted via electronic transmission; hereinafter referred as "e-voting")

Voting Results	Shares	% of Shares Present
Votes in favor:	252,710,632 (including e-voting: 181,061,923)	92.22%
Votes against:	24,809 (including e-voting: 24,809)	0.00%
Votes invalid:	0 (including e-voting: 0)	0.000%
Votes abstained:	21,278,225 (including e-voting: 20,909,125)	7.76%

RESOLVED, that the 2023 Business Report and Financial Statements be and hereby were accepted as submitted.

2. To approve the proposal of 2023 earnings distribution (Proposed by the Board of Directors)

Explanatory Notes:

- I. 2023 Net Income audited by independent auditor: NT\$ 5,488,309,074. The fractional dollar amount which is less than one New Taiwan Dollar, if there is any, will not be distributed and will be recognized as other Income by the company. (see Attachment II)

Voting Results:

Shares represented at the time of voting: 274,013,666

Voting Results	Shares	% of Shares Present
Votes in favor:	252,715,133 (Including e-voting: 181,066,424)	92.22%
Votes against:	20,938 (including e-voting: 20,938)	0.00%
Votes invalid:	0 (including e-voting: 0)	0.00%
Votes abstained:	21,277,595 (including e-voting: 20,908,495)	7.76%

RESOLVED, that the proposal of 2023 earnings distribution be and hereby was approved as submitted.

(Note: There are no shareholders' questions in the afore-mentioned resolution items)

Election items

1. To elect an additional independent director

Explanatory Notes:

1. In accordance with the provisions of Article 4, Item 5 of the "Key Points to be observed in the establishment and exercise of powers of the Board of Directors of listed companies on the Taiwan Stock Exchange," it is planned to elect an additional independent director at the year 2024 annual general shareholders meeting. After the election, the company will consist of 8 seats of directors in total (including 4 independent directors). The term of the new independent director is the same as that of the 12th term of directors of the company (including independent directors), starting from the date of election and ending on May 25, 2025.

2. The election of independent directors is based on the candidate nomination system in accordance with Article 192-1 of the company law and Article 22 of the Articles of Association, and shareholders vote for directors from a list of candidates.
3. The candidates for independent directors have been reviewed and approved by the 13th meeting of the 12th Board of Directors. The list is as follows:

Candidate of independent director and resume				
Type	Name	Resume	Experience	Holding
Independent director	Shou-zhen, Cheng	National Taipei University	Partner of TSAR & TSAI Law Firm	0

Voting Results:

The list of candidates and the number of votes are as follows: :

Type	Name	Votes
Independent Director	Shou-zhen, Cheng	187,828,601

(Note: There are no shareholders' questions in the afore-mentioned resolution items)

Extemporary Motion:

None

Meeting Adjourned

Chairman: Ding-Yu Dong

Recorder: Vicky Chiang

ATTACHMENTS

Attachment I

To the 2024 General Shareholders' Meeting of Elite Material Co., Ltd.,

In accordance with Article 219 of the Company Act, we have examined the Business Report, the Resolution for Allocation of Surplus Profit, the Financial Statements submitted by the Board of Directors for the year ending 2023 which had been audited by independent auditors, Ms. Chen, Yi-Chun and Ms. Chiang, Hsiao-Ling of KPMG, and the auditing report signed by the said independent auditors, and found them in order. We thereby submit the report.



Cheng, Duen-Chian

Convener of the Audit Committee of Elite Material Co., Ltd.

29 Feb 2024

**In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*

Attachment II

Elite Material Co., Ltd. Profit Allocation Proposal of Year 2023

Unit: NTD	
Beginning of 2023, unappropriated earnings.	10,377,296,409
Plus:	
Other (actuarial adjustment of defined benefit)	1,790,319
Net income of 2023	5,488,309,074
Less:	
Special reserve of earnings	309,863,336
10% legal reserve	548,651,876
Earnings available for distribution as of 31 December 2023	15,005,299,952
Distribution items:	
Cash dividends to common share holders (Cash dividend per common share is calculated based on a total number of shares outstanding of 343,933,230)	
Total distribution	3,439,332,300
Unappropriated earnings	11,565,967,652

Note:

The priority of earnings distribution is unappropriated earnings of 2023.

Chairman: Dong Ding-Yu

President: Dong Ding-Yu

Director of Accounting Department: Monica, Lin

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